
A by-law relating generally to the conduct of the affairs of **DAMA National Capital Region– Région de la Capitale Nationale (NCR - RCN)** (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"AGM" means an Annual General Meeting (AGM) of members

"Meetings" can be

- **"Annual" General Meeting (AGM)** where members of the Board of Directors are elected
- **"Chapter Meetings"** for members and guests to discuss and learn about data

1. **"Events"** mean educational activities for members and non-members

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Financial Year End

The financial year-end of the Corporation shall be June 30 in each year.

5. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize. The Chief of Finance & Administration or President must approve all expenditures; the President is the ultimate authority for expenditures.

6. Borrowing Powers

The Board of Directors must approve all borrowing by DAMA NCR-RCN.

7. Annual Financial Statements

DAMA NCR-RCN shall send to the members a copy of the annual financial statements.172 (1) (Annual Financial Statements) of the Act or a copy of a publication of DAMA NCR-RCN reproducing the information contained in the documents. Instead of sending the documents, DAMA NCR-RCN may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents. All such correspondence will be made electronically.

8. Notice of Annual General Meeting (AGM)

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic communication to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

9. Quorum at Annual General Meetings (AGMs)

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10. Voting at Annual General Meetings (AGMs)

At any AGM of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

11. Participation by Electronic Means at AGMs

If the Corporation chooses to make available an electronic method that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such electronic method in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in an AGM pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of the electronic method that the Corporation has made available for that purpose.

12. AGMs Held Entirely by Electronic Means

If the directors or members of the Corporation call an AGM pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by an electronic method that permits all participants to communicate adequately with each other during the meeting.

13. Voting

Formal votes (includes voting for officers, charters and bylaw amendments, and all ballot votes). Voting shall take place in conjunction with the AGM.

- a. Discount and Individual members receive one (1) ballot.
- b. Corporate members are eligible to receive up to three (3) ballots. Ballots will be distributed at the discretion of the corporation's primary representative.
- c. Ballots must be received by the Past President or the appointed substitute prior to the close of voting.
- d. Voting will take place at the Annual General Meeting (AGM). Ballots will be distributed at this meeting for voting and then collected and counted before the close of the meeting.
- e. If the AGM is held virtually, ballots will be distributed, submitted, and tallied electronically

Informal votes (all other matters) will be by voice or show of hands of persons present.

14. Absentee Voting at Annual General Meetings (AGM)

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic or electronic communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

15. Proposals Nominating Directors at Annual General Meetings (AGMs)

DAMA NCR- RCN Canada Board of Directors shall be nominated and elected to terms of members of the board in accordance with the DAMA International Board membership election process.

ed in paragraphs 197(1)(e), (h), (l) or (m).

16. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

17. Term of Office of Directors

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms. The outgoing president will fulfill the role of Past President and is responsible for managing the election.

18. Calling of Meetings of Board of Directors

The Board of Directors will meet monthly, with the exception of summer months. Meetings that require a vote must be publicized via electronic means 2 weeks prior to the meeting date.

19. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of DAMA RCN-NCR not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

20. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. Each member of the board will receive formal notification of the meeting, including the agenda

21. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or deciding vote.

22. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

23. Appointment of Officers

The board may temporarily appoint officers and specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of DAMA NCR-RCN . A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

24. Officers of the Corporation

The Board, with input from the membership, will designate the positions of the board of directors, except where elections designated specific people to specific positions.

25. Officer Vacancies

In the absence of a written agreement to the contrary, the board may remove, for cause any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- c. the officer's successor being appointed,
- d. the officer's resignation,
- e. such officer ceasing to be a director (if a necessary qualification of appointment) or
- f. such officer's death or
- g. any other reason where the officer can no longer discharge their duties.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

26. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of an AGM or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given via electronic method.

27. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

28. Membership Conditions

The requirement for a membership is an active interest in data management. There are three classes of membership

1. Individual

- a. Membership for a specific individual.

2. Discount Memberships (Students, Seniors, and Not Currently Working)

- a. Membership for a specific individual who is enrolled at a post-secondary educational institution or is a Senior (65+) or not currently employed
- b. **Corporation:**
- c. Membership by an organisation, private or public. Membership is not held by particular individuals. Each corporate member shall designate one member to be its primary representative and contact point for billing.

29. Transferring Membership

No transfer of Individual or Discounted membership will be allowed. Corporate members may change the individuals delegated with voting rights at their discretion, and with appropriate notification to the member of Board of Directors responsible for Membership.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

30. Termination of Membership

Membership will be terminated if, after sixty (60) days of the start of the fiscal year, membership fees have not been received.

31. Effect of Termination of Membership

A terminated member will have no further access to DAMA NCR-RCN resources.

32. Chapter Meetings

Chapter Meetings will be held on a regular basis as scheduled by the Board of Directors

33. Persons Entitled to be Present at Chapter Meetings

Meetings are open to members and potential members.

34. Chair of Chapter Meetings

The President will chair the meeting. In the absence of the President, the President will designate a member to chair the meeting

35. Members Calling a Chapter Meeting

In the absence of the board of directors scheduling a Chapter Meeting for four (4) consecutive months, 10% of the Chapter membership (Corporate members count as one individual member) may agree to schedule a Chapter meeting.

36. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

37. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation will be resolved in private meetings between the parties, in the presence of a DAMA-NCR mediator.

If the parties are not successful in resolving the dispute through mediation, then a member of DAMA-I Board of Directors will be notified of the mediation process.

33. By-laws and Effective Date

DAMA NCR-RCN By-laws

Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of DAMA NCR-RCN. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next Chapter meeting where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified:
2021-05-08