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BY-LAW NO. 1

A by-law relating generally to the  
transaction of the affairs of

CANADIAN ASSOCIATION FOR PUBLIC ALERTING AND NOTIFICATION

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

SECTION ONE  
INTERPRETATION

1.01 Definitions. - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Canada Corporations Act*, or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation; and the board of directors and directors may also be called respectively the “board of trustees” and the “trustees”, and may be so referred to in any proceedings of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent and named “Canadian Association for Public Alerting and Notification / Association canadienne d’avis et d’alerte au public”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and

“member” means any organization admitted to membership in the Corporation in accordance with Section Eight of this by-law; and, where approved by the Board, other persons and individuals.

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## SECTION TWO

### AFFAIRS OF THE CORPORATION

- 2.01 Head Office. - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.
- 2.02 Corporate Seal. - Until changed by the board, the corporate seal of the Corporation shall be in the form impressed hereon.
- 2.03 Financial Year. - Until changed by the board, the financial year of the Corporation shall end on the last day of December in each year.
- 2.04 Execution of Instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chairman of the board, president, vice-president or director and the other of whom holds one of the foregoing offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or by the board. In addition, the board or the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.
- 2.05 Banking Arrangements. - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.
- 2.06 Voting Rights in Other Bodies Corporate. - The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07 Auditors. - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the members or by the board, if they are authorized to do so by the members.
- 2.08 Minutes. - The minutes of the board or any committee thereof shall not be available to the membership of the Corporation but shall be available to the board, each of whom shall upon request receive a copy of such minutes.

2.09            Amendment of By-laws. - Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the letters patent may be repealed or amended by by-law passed by the directors and confirmed by the members by a majority of the votes cast at a meeting called for the purpose, provided that the repeal or amendment of such existing by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

2.10            Rules and Regulations. - The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

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## SECTION THREE

### BORROWING AND SECURITY

3.01 Borrowing Power. - Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the letters patent, the board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 Delegation. - The board may from time to time delegate to a committee of the board, a director or an officer of the Corporation all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board may determine at the time of such delegation.

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## SECTION FOUR

### DIRECTORS

4.01 First Directors. - The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board shall be until the first meeting of members. At the first meeting of members, the board then elected shall replace the first directors named in the letters patent of the Corporation.

4.02 Number of Directors. - Until changed in accordance with the Act, the board shall consist of a minimum of three and a maximum of 25 directors.

4.03 Qualification. - No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt. A director may but need not be a member.

4.04 Composition. – Following the first meeting of members, the board shall consist of the following individuals, appointed as follows (subject to Section 4.08(b) and Section 4.08(c)):

- (a) up to four representatives selected and appointed by the Originators classified as Federal/Provincial/Territorial, as they determine among themselves, provided that the Originators classified as Federal/Provincial/Territorial appoint all such representatives;
- (b) up to six representatives selected and appointed by the Originators classified as Census Division and Census Sub-Division, as they determine among themselves, provided that the Originators classified as Census Division and Census Sub-Division appoint all such representatives;
- (c) up to two other representatives selected and appointed by the Originators classified as Others, as they determine among themselves, provided that the Originators classified as Others appoint both such representatives;
- (d) up to six representatives selected and appointed by the Distributors, as they determine amongst themselves, provided they appoint all such representatives; and
- (e) up to three representatives selected and appointed by the Board, to serve at large.

4.05 Term of Directors at Initial Election of Directors. - Notwithstanding anything else in this By-law, at the first annual meeting of the members of the Corporation, the members shall elect as directors those individuals nominated for the elected director positions described in Section 4.04. Such directors shall be elected and retire in rotation, such that one-half of them shall be elected for a term of two (2) years from the date of their election or until the second

annual meeting of members after such date, and one-half of them shall be elected for a term of three (3) years from the date of their election or until the third annual meeting of members after such date.

4.06            Initial Election and Appointment of Directors. - Prior to the initial election of directors:

- (a)        The Nomination Committee shall compile a list of those individuals who are to be appointed as directors in accordance with Section 4.04. The foregoing shall be done in consultation with the organizations making such appointment, which shall make or renew such appointments, as the case may be, if any, effective as at the first annual meeting of members, and
- (b)        The Nomination Committee shall also designate each director position to be filled by election as having a term of either two (2) or three (3) years and shall compile a list of nominees for such vacancies, some of whom shall be first directors. The foregoing will be done in consultation with the nominees.

4.07            Subsequent Elections and Appointments and Terms. - Subject to the provisions of this By-law, at each annual meeting of members after the first annual meeting, directors, other than those who are appointed in accordance with these By-laws, shall be elected yearly by the members at an annual meeting to fill the positions of all those directors, if any, whose terms have expired at such annual meeting and those positions added by the board, if any, to the maximum number of directors permitted hereby. Except for those directors elected for a term of three (3) years at the first annual meeting, the directors' term of office shall be from the date of the meeting at which they are elected or in connection with which they were appointed, as the case may be, until the second annual meeting next following. Subject to the provisions of the By-laws, directors shall be eligible for re-election or re-appointment for additional consecutive terms ending at the second annual meeting next following such re-election or re-appointment. If an election or appointment of directors, as the case may be, is not held at the proper time, the incumbent directors in the positions in question shall continue in office until their successors are elected or appointed, as the case may be.

4.08            Nomination of Directors. –

- (a)        For the initial and all subsequent elections of directors, the Nomination Committee shall, subject to the provisions of this By-law including Sections 4.04 and 4.06, compile a list of nominees for directors which shall be submitted to the board for approval. The list, as modified by the board as it deems appropriate, shall then be submitted to the members together with the notice of the annual meeting. In compiling such list, the Nomination Committee shall consult with the nominees. The Nomination Committee shall include in such list those representatives from organizations who will be appointed as directors in accordance with Section 4.04.

- (b) In selecting their respective appointees to the board, the Originators (as a group) and the Distributors (as a group) (in this subsection, each referred to as an “appointing group”) shall select individuals who: (i) have a current strong affiliation with or are employed by the appointing group; (ii) are able to commit to a minimum two (2) year term (subject to unforeseen future circumstances); (iii) demonstrate previous governance and/or leadership experience in their positions or the community at large; and (iv) meet any other criteria determined from time to time by the Nomination Committee, approved by the board and communicated to the appointing group. The Nomination Committee shall have the right to reject any proposed appointee who does not meet such criteria prior to the annual meeting in connection with which such appointment will take place, in which case the appointing group shall select another representative.
- (c) The Originators (as a group) and the Distributors (as a group) shall each, prior to each meeting of members at which its or their respective appointee(s) will be appointed and no later than ten (10) days prior to the date on which notice of such meeting will be sent to members, submit to the Nomination Committee the names of their appointees and any other information concerning such appointees as the Nomination Committee may request.

4.09 Vacancies. – The office of a director shall automatically be vacated:

- (a) if the director, or the entity or organization which has appointed such director, becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (b) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (c) if the director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Chairperson of the board of the Corporation or at the time specified in the notice, whichever is later;
- (d) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director’s term of office;
- (e) if the person having the right to appoint the director provides written notice to the Corporation and the board of the removal of its appointee before the expiration of the director’s term of office;
- (f) if the director dies; or
- (g) if the board determines by majority vote that the director ceases to meet the criteria for or otherwise be qualified as a director hereunder.

4.10 Filling Vacancies. - A vacancy occurring in the board shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 4.09(d) above, it shall, subject to Section 4.10(b), be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) if the director was appointed as set out in Section 4.04, the vacancy shall be filled by appointment in accordance with that section;
- (c) any other vacancy in the board may be filled, by appointment, for the remainder of the term by majority vote of the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- (d) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of the directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.11 Action by the Board. - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 4.12) at which a quorum is present. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.12 Meeting of Directors by Electronic Communication. - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as all directors consent to the use of in advance of the meeting, to which all directors have equal access and as permit all persons participating in the meeting to communicate adequately with each other. A director participating in such a meeting is deemed to be present at the meeting and, in accordance with Section 4.19, a majority of directors participating by such means shall constitute a quorum. Voting at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the board for approval. If the electronic means of communication is not secure, each director shall be so advised by the chair and a procedure to secure discussion and voting on matters before the board shall be agreed upon in advance of the meeting.

4.13 Place of Meetings. - Meetings of the board may be held at any place in or outside Canada.

4.14 Calling of Meetings. - Meetings of the board shall be held from time to time at such time and at such place as the board, the chairman of the board, the president, the executive director or any two directors may determine.

4.15 Notice of Meeting. - Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Ten to each director not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.16 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.17 Regular Meetings. - 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. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.18 Chairman. - The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, vice-chairman of the board, executive director or president. If no such officer is present, the directors present shall choose one of their number to be chairman.

4.19 Quorum. - The quorum for the transaction of business at any meeting of the board shall consist of one half of the directors then in office.

4.20 Votes to Govern. - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.

4.21 Remuneration and Expenses. - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.



## SECTION FIVE

### COMMITTEES

5.01 Executive Committee. - Whenever the board consists of more than six directors, the board may elect from its members an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Notice of the time and place of each meeting of the executive committee or other committee of the board shall be given in the manner provided in Section Ten to each committee member not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting and such notice need not specify the purpose of or the business to be transacted at the meeting. The board may by resolution remove any member of the executive committee or other committee of the board and may fill the vacancy created by such removal. Executive committee members and members of other committees of the board shall serve as such without remuneration. However, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of committees.

5.02 Other Committees of the Board. - The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

5.03 Action by Committees. - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.04 Advisory Committees. - The board may from time to time appoint such advisory committees as it may deem advisable. Such advisory committees will be open for participation to any voting or non-voting member. Such advisory committees may make consensus recommendations to the board, and such recommendations will identify any dissenting opinions.

The advisory committees may include one or more of the following, among others:

- (a) Board Development / Nomination Committee

This advisory committee will be charged with recruiting persons from membership organizations to serve on the board. It will put forth a slate of candidates for the membership to vote on, and make recommendations as to the filling of any vacated positions.

- (b) Policy / Legal Committee

This advisory committee will be charged with the writing and maintenance of the Corporation's governance documentation. It will put forth recommendations for any changes to the Corporation's Letters Patent, bylaws, or Policies. This it may do with the support of the Corporation's law firm, when and if the budget is approved for such support.

(c) Technical Committee

This advisory committee will manage the Common Alerting Protocol (CAP) Canadian Profile (CAPCP), follow the activities of standards organizations, hear member proposals for change, provide a forum for discussion of such changes, and bring recommendations to the board for approval.

As well, this advisory committee will make recommendations pertaining to the technical systems used by the Corporation. This it may do with the support of a third party consultant or auditor, when and if the budget is approved for such support.

(d) Business Continuity Planning Committee

This advisory committee will define, test and maintain the Corporation's business continuity plan.

(e) Communications / Marketing Committee

Initially, this advisory committee will have the recruitment of new members as its primary focus. Ongoing, it will review and comment on proposed marketing materials, display booth graphics, etc. It may do so with the support of a third party communications company, when and if the budget is approved for such support.

5.05 Procedure. - Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

## SECTION SIX

### OFFICERS

6.01 Appointment. - The board shall from time to time appoint a president and secretary and may appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 6.02 and 6.03, an officer may but need not be a director.

6.02 Chairman of the Board. - The board may from time to time also appoint a chairman of the board who shall be a director. If appointed, the board may assign to the chairman any of the powers and duties that are by any provisions of this by-law assigned to the executive director or to the president; and the chairman shall have such other powers and duties as the board may specify.

6.03 President. - The president shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify. The president shall be a director of the Corporation.

6.04 Vice-President. - The board may also from time to time appoint one or more vice-presidents. If appointed, a vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, the vice-president shall also have the powers and duties of that office.

6.05 Executive Director. - The board may from time to time also appoint an executive director. If appointed, the executive director shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and shall have such other powers and duties as the board may specify.

6.06 Secretary. - The secretary shall be empowered by the board to carry on the affairs of the Corporation generally under the supervision of the President. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified.

6.07 Treasurer. - The board may also from time to time appoint a treasurer. The treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise may be specified. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or such other officer as the board may from time to time determine.

6.08 Powers and Duties of Officers. - The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.09 Term of Office and Remuneration. - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The officers shall be paid such remuneration for their services as the board may from time to time determine.

6.10 Agents and Attorneys. - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub delegate) of management, administration or otherwise as may be thought fit.

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## SECTION SEVEN

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

7.03 Insurance - In furtherance of the indemnification obligation contemplated by Section 7.02, the Board shall obtain, and maintain in good standing, all such policies of insurance as may be necessary or desirable. The Board shall also obtain and maintain in good standing all such other insurance, including without limitation, property, casualty and general liability insurance, as the Board deems prudent and desirable and in the best interests of the Corporation.

## SECTION EIGHT

### MEMBERS

8.01 Members. - Subject to the Act and the letters patent, the members shall consist of the applicants for incorporation of the Corporation together with such organizations of the nature defined herein interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board. The board may also pass membership rules, providing, among other things, for the admission of other classes of members of the Corporation, including individuals other than board members. Each member shall be promptly informed by the Corporation of his, her or its admission as a member.

8.02 Classes. – The members of the Corporation shall be divided into two (2) classes: Originators and Distributors:

- (a) Originators: Originators shall consist of the following which have been admitted into membership by the Corporation in accordance with these By-laws and the rules for membership of the Corporation:
1. Federal government departments.
  2. Provincial and territorial governments and their departments.
  3. Regional governments, as identified by Statistics Canada as a Census Division (CD), and departments of them. Statistics Canada has identified 288 CDs.
  4. Local and aboriginal governments, as identified by Statistics Canada as a Census Sub-Division (CSD), and departments of them. Statistics Canada has identified 5,418 CSDs.
  5. Crown corporations, approved by the board, and departments of them having the approval of their senior management.
  6. Universities, colleges, elementary and secondary school schools and school boards.
  7. Regional health authorities.
  8. National public service institutions, approved by the board, and departments of them having the approval of their senior management, such as, for example, Canadian Blood Services, Red Cross, Salvation Army.
  9. Non-government owned utilities, recognized by the Bylaws, or with the approval of the board, including electrical and heating fuel distributors,

telecommunications companies, cable and satellite broadcast distribution units.

10. Private transportation service providers, recognized by the Bylaws, and approved by the transportation department having oversight of them. These will include ferry operators, highway operators, and perhaps highway maintenance service providers.
11. Others, with the approval of the board.

Originators shall be sub-classified for the purpose of board member entitlement. These classifications are as follows:

1. Federal, Provincial and Territorial governments (FPT).
2. Census Division (CD) and Census Sub-Division (CSD), which shall include, by way of example, aboriginal, regional, county, city, town, township, etc. jurisdictions.
3. All others.

Each Originator member organization will be entitled to receive notice of, attend and vote at all meetings of members and each Originator will be entitled to one (1) vote per Originator.

(b) Distributors: Distributors shall consist of the following which have been admitted into membership by the Corporation in accordance with these By-laws and the rules for membership in the Corporation:

1. Telecommunications companies, regulated and not regulated by the Canadian Radio-Television and Telecommunications Commission (CRTC).
2. Broadcasters, and Broadcast Distribution Units (BDU) regulated by the CRTC, including cable companies and satellite service providers.
3. Internet Service Providers, including organizations providing distribution and search services
4. News agencies and their clearing houses
5. Government departments operating communications networks
6. Private companies operating alerting systems, such as sirens
7. Others, yet to be defined

Each Distributor granted membership will be entitled to receive notice of, attend and vote at all meetings of members and each Distributor will be entitled to one (1) vote per Distributor.

8.03 Member Representatives. Each member organization shall designate an individual representative who will be the contact person of that member organization, and shall communicate such appointment in writing to the Corporation. Such appointment may be revoked and replaced at any time upon written notice to the Corporation.

8.04 Associate Members. The board may from time to time approve any person who is interested in supporting the objects and activities of the Corporation as a non-voting associate member of the Corporation, in accordance with the provisions of this By-law and the rules for associate member status in the Corporation which have been approved by the board. Except as the board may allow in the case of any associate member who is also an officer of the Corporation, such persons shall not be entitled to vote at meetings of members or committees of the Corporation, but shall be permitted to attend the annual meeting of members of the Corporation, and all other meetings open to all members, including committees with such provisions. The list of associate members is expected to be kept to a minimum, especially until the Corporation is operational. Membership renewal for non-members will be subject to regular review and approval of the board. Non-voting members may participate in advisory committees, but not chair them, or vote on resolutions of such committees.

8.05 Term of Membership. - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon dissolution in the case of a government or government department, insolvency in the case of a corporation, or death in the case of an individual or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

8.06 Membership Fees. - The fees (if any) payable by members shall from time to time be fixed by resolution of the board. A notice of the fees payable at any time shall be sent to each member by the secretary promptly before the due date. The Board may approve other fees, chargeable to members, for such things as the performance of services specific to the member, including the management of information specific to the member.

8.07 Resignation. - Members may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

8.08 Termination for Non-payment. - If membership fees are levied by the directors, the membership of any member who is in arrears may be terminated by or under the authority of the board if such arrears of fees are not paid within a designated time; and if such arrears are not paid by such designated time the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease

to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

8.09            Removal. - Upon thirty days' notice in writing to a member of the Corporation, the members may, after giving the member an opportunity to be heard, pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

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## SECTION NINE

### MEETINGS OF MEMBERS

9.01 Annual Meetings. - The annual meeting of members shall be held at such time in each year and, subject to section 9.03, at such place as the board, the chairman of the board, the president or the executive director may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings. - The board shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. The board, the chairman of the board, the president or the executive director shall have power to call a special meeting of members at any time.

9.03 Place of Meetings. - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

9.04 Notice of Meetings. - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Ten not less than 14 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

9.05 Meetings Without Notice. - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

9.06 Chairman, Secretary and Scrutineers. - The chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairman of the board, president, or a vice-president who is a member or represents a member. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

9.07 Persons Entitled to be Present. - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

9.08 Quorum. - The quorum for the transaction of business at any meeting of members shall be two persons present in person and each entitled to vote thereat or a duly appointed proxy so entitled.

9.09 Right to Vote. - Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

9.10 Proxies. - At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument appointing a proxy shall be in writing and, if the appointor is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

9.11 Votes to govern. - Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

9.12 Show of hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

9.13            Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

9.14            Casting vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to an additional or casting vote.

9.15            Adjournment. - The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

9.16            Meeting of Members by Electronic Communication. - If all the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone or other communications facilities as all members consent to the use of in advance of the meeting, to which all members have equal access and as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting is deemed to be present at the meeting and, in accordance with Section 9.08, two members participating by such means shall constitute a quorum. Voting at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the members for approval. If the electronic means of communication is not secure, each member shall be so advised by the chair and a procedure to secure discussion and voting on matters before the board shall be agreed upon in advance of the meeting.

## SECTION TEN

### NOTICES

10.01 Method of Giving Notices. - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 14 days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address on the Corporation's books of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

10.02 Computation of Time. - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 Omissions and Errors. - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 Waiver of Notice. - Any member (or a duly appointed proxyholder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION ELEVEN

EFFECTIVE DATE

11.01 Effective date. - This by-law shall come into force when confirmed by the members in accordance with the Act.

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PASSED by the board the • day of • , 2008.

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Director

*c/s*

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Director

CONFIRMED by the members the • day of • , 2008.

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Director