

## By-Law No. 1

### Canadian Nuclear Law Organization L'organisation canadienne du droit nucléaire

BE IT ENACTED as a by-law of the Canadian Nuclear Law Organization as follows:

#### 1.0 INTERPRETATION

**Title:** The English translation *Canadian Nuclear Law Organization*, or the French translation, *L'organisation canadienne du droit nucléaire*, may be referred to interchangeably in these by-laws and in any other document, or as "the Organization", or simply by the acronym *CNLO*.

The "**Act**" refers to the *Canada Corporations Act*, as amended from time to time and every statute that may be substituted therefore and, in the case of such substitution, any references in these by-laws of the CNLO to the provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.

"**Board of Directors**" or "**Board**" means the Board of Directors of the CNLO.

"**Organizations**" means any corporations, partnerships (including limited liability partnerships and limited partnerships), government departments, Crown corporations, agencies, and other organizations, which are not natural persons.

"**Organization Members**" means those Members who are not natural persons.

"**Letters Patent**" means the letters patent and any supplementary letters patent of the CNLO.

"**Members**" means all members of the CNLO, including Organization Members and natural persons who are members.

"**Voting Members**" are defined in section 5.2.1 of these by-laws.

"**Non-Voting Members**" are defined in section 5.2.2 of these by-laws.

In these by-laws and in all other by-laws of the CNLO hereafter passed unless the context or these definitions otherwise require, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

## 2.0 OBJECTS

The objects of the CNLO are:

- 2.1 to exchange information and ideas relating to the legal issues arising in Canada from the peaceful utilization of nuclear energy by means of meetings, publications, conferences, teleconferences, e-mails, websites and seminars;
- 2.2 to exchange in the manner outlined above, the said information and ideas with bodies and institutions around the world with similar objects; and
- 2.3 to plan, organize and carry out in Canada, the 2009 Inter Jura Congress of the International Nuclear Law Association.

## 3.0 HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the CNLO shall be established in the City of Toronto, in the Province of Ontario.

## 4.0 CORPORATE SEAL

The CNLO may have a corporate seal that shall be in such form as shall be approved by resolution of the Board of Directors, and may be used only with the consent of the President or the Secretary.

## 5.0 CONDITIONS OF MEMBERSHIP

- 5.1 Membership in the CNLO is open to natural persons, corporations, partnerships (including limited liability partnerships and limited partnerships), government departments, Crown corporations, agencies, and other organizations interested in furthering the objects of the CNLO.
- 5.2 There shall be two classes of Members -- Voting Members and Non-Voting Members:
  - 5.2.1 Voting Members shall have the right to vote. The initial Voting Members are Ontario Power Generation Inc. and Bruce Power L.P. Additional Voting Members may be admitted for membership with voting rights into the CNLO upon approval by two thirds (2/3) of the votes cast by the Board of Directors in favour of the resolution. Such membership may only be granted to those natural persons and Organizations which satisfy the Board of Directors that they are committed to providing resources, including funding, to fulfill the objects of the CNLO.

- 5.2.2 Non-Voting Members have no right to vote. Applicants must receive the approval of the Board of Directors of CNLO or such officers as the Board of Directors shall authorize to exercise such approval authority.
- 5.3 Organization Members shall appoint in writing one or more natural persons, one of whom only at any one time, shall be authorized to exercise all the rights and powers of a Member under the by-laws and the Act. Similarly, removal of a natural person exercising such rights and powers of the Organization Member shall also be in writing. The appointment of a natural person or his removal shall be deemed effective for all purposes if signed and set out on what appears to be the letterhead of an Organization Member.
- 5.4 There shall be no membership fees or dues unless otherwise directed by the Board of Directors. The Board of Directors may set different fees for natural persons, partnerships, corporations, departments, agencies and other organizations. With respect to natural persons the Board of Directors may set lower fees for full-time students.
- 5.5 Any Member may withdraw from the CNLO by delivering to the CNLO a written resignation and submitting a copy of the same to the CNLO Secretary or any Board member.
- 5.6 Any Member may be required to resign by a vote of three-quarters (3/4) of the Members at an annual meeting.
- 5.7 Membership is non-transferable.

## 6.0 MEMBERS' MEETINGS

- 6.1 The annual or any other general meeting of the Members shall be held at the head office of the CNLO or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint. The Members may resolve at any annual or other general meeting that a particular future meeting of the Members be held outside of Canada.
- 6.2 At every annual general meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the Members of

the Organization. The Board of Directors shall call a special general meeting of Members on written requisition of not less than fifty (50) per cent of the voting members.

- 6.3 Two (2) Voting Members present in person or represented by proxy at a meeting will constitute a quorum.
- 6.4 A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these by-laws. Each Voting Member has the right to exercise one (1) vote. For any Members' vote which requires more than a fifty (50) per-cent majority of the Members' to carry the vote , and the number of votes required would result in a fraction, the number of votes required shall be the next highest number of votes.
- 6.5 A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the CNLO.
- 6.6 Fourteen (14) days' written notice shall be given to each Member of any annual or special general meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Notice of each meeting of Members must remind the Member of its right to vote by proxy, if that Member is a Voting Member but failure to provide such reminder shall not invalidate the meeting.
- 6.7 The Board of Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be in writing and sent by facsimile or other electronic means before the meeting or adjourned meeting to the CNLO or any agent of CNLO for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of the Members may, subject to any regulations made as aforesaid, in the chair's discretion accept facsimile or other written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the CNLO , and any votes given in accordance with such facsimile or other written communication accepted by the chair of the meeting shall be valid and shall be counted.

- 6.8 If an Organization Member's delegate to the Members' meeting is also the individual who they nominated to represent them on the Board of Directors:
- 6.8.1 in a vote at a meeting that Members have requisitioned the directors to call (i.e. a requisitioned vote), the Voting Members must exercise their right to vote directly or in other words, the members' delegates cannot vote on behalf of the Voting Members; and
  - 6.8.2 in other types of votes, the Voting Members themselves have the right to attend all meetings of Members, even though their vote is exercised by their delegate.
- 6.9 Meetings of the Members may be carried out in person, by teleconference, video conference by other electronic means or any combination thereof, provided that Members may communicate adequately with each other and have consented in advance to the specific means of communication to be used and that matters which require a vote are authorized by the Act to be dealt with by such alternative means. A Member participating in a meeting by video, teleconference or other electronic means is deemed to be present at the meeting. A simple majority of Voting Members are required to approve holding meetings by teleconference or any electronic means. Where meetings are held by other electronic means, participants will identify themselves to the meeting Chair at the commencement of the meeting, either by electronic mail address or through such other information capable of satisfying the Chair that the participant has the authority to act at the meeting in accordance with the by-laws. Votes shall be communicated to all participants at the meeting simultaneously.
- 6.10 In the event that the Chair of the Board is absent, the Members who are present shall choose a director of the Board who is present as chair of the meeting.
- 6.11 At any meeting, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously is evidence of the fact.
- 6.12 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the CNLO shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Attendance of a Member or its delegate at a meeting shall constitute a waiver of notice of the meeting.

## 7.0 NOTICE OF MEETINGS

For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of the Member, director or officer shall be his last address recorded on the books of the CNLO. Address may include an electronic (e-mail) address.

## 8.0 BOARD OF DIRECTORS

8.1 The property and business of the CNLO shall be managed by a Board of Directors, comprised of a minimum of three (3) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of Members duly called for the purpose of determining the number of directors to be elected to the Board of Directors.

8.2 Each Voting Member of the CNLO shall be entitled to nominate one (1) Director to the Board of Directors at the first meeting of the Members for approval by the Voting Members. This nomination will either be renewed every two (2) years, or a new Director nominated. Subsequently approved Voting Members may also nominate one (1) director to the Board of Directors for approval by the Voting Members at a meeting called by the Board or on written requisition of the Members in accordance with 6.2 of the by-laws to consider the approval of the nomination. The Voting Members shall ensure that no director thus appointed has any conflict of interest respecting the objects of the CNLO. Initially, the applicants for incorporation shall become the first provisional directors of the Organization whose term of office on the Board shall continue until their successors are appointed. At the first meeting of the Members, the Board of Directors then appointed shall replace the first provisional directors named in the Letters Patent of the CNLO.

8.3 Directors must be individuals, 18 years of age, with power under law to contract. Directors are nominated by resolution of the Board and approved by the Voting Members. Directors need not be Members, nor nominated by Voting Members and do not have to be authorized delegates of any specific Member.

8.4 Directors shall be elected for a term not to exceed two years by the Members at an annual meeting of Members.

- 8.5 The office of director shall be automatically vacated:
- 8.5.1 if at a special general meeting of Members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the director;
  - 8.5.2 if a director has resigned his office by delivering a written resignation to the secretary of the CNLO or any director of the CNLO ;
  - 8.5.3 if he is found by a court to be of unsound mind;
  - 8.5.4 if he becomes bankrupt or suspends payment or compounds with his creditors; or
  - 8.5.5 if the Director dies.

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment fill the vacancy.

- 8.6 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Organization as an officer or in any other capacity and receiving compensation therefore.
- 8.7 Subject to Section 8.5.2, a retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

## 9.0 **POWERS OF DIRECTORS**

- 9.1 The directors of the CNLO may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do.
- 9.2 The directors shall have power to authorize expenditures on behalf of the CNLO from time to time and may delegate by resolution to an officer or officers of the CNLO the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a

trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the CNLO in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors is hereby authorized, from time to time:

- 9.2.1 to borrow money upon the credit of the Organization, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient; and
- 9.2.2 to limit or increase the amount to be borrowed.
- 9.3 The Board of Directors shall take such steps as they may deem requisite to enable the CNLO to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the CNLO .
- 9.4 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 9.5 Remuneration for all officers, agents and employees and committee Members shall be fixed by the Board of Directors by resolution.

## 10.0 DIRECTORS MEETING

- 10.1 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice including electronic (e-mail) notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the CNLO shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- 10.2 A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be

competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Organization.

- 10.3 Meetings of the directors may be carried out in person, by teleconference, video conference, by other electronic means or any combination thereof provided that the directors may communicate adequately with each other and that they consent in advance to the specific means of communication to be used. A simple majority of directors are required to approve holding meetings by teleconference or any electronic means. Where meetings are held by other electronic means, participants will identify themselves to the meeting Chair at the commencement of the meeting, either by electronic mail address or through such other information capable of satisfying the Chair that the participant has the authority to act at the meeting in accordance with the by-laws. Votes shall be communicated to all participants at the meeting simultaneously. Directors who are not attending a meeting shall indicate beforehand any conflict of interest and in any event, shall not participate in any matter in which they are in a conflict of interest as provided for in the Act.

#### **11.0 INDEMNITIES TO DIRECTORS AND OTHERS**

Every director of the CNLO and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:

- 11.1 all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- 11.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### **12.0 OFFICERS**

- 12.1 Subject to the Act, the Board may from time to time appoint, officers of the CNLO including the President, Vice-President, Secretary and Treasurer and any such other officers as the Board of Directors may determine. Any two or more offices may be held by the same person. Other than the President, officers may, but need not be, directors. The President need not be a Member.

- 12.2 Officers of the CNLO shall be appointed by resolution of the Board of Directors and thereafter at the first meeting of the Board of Directors following an annual meeting of Members.
- 12.3 The officers of the CNLO shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

### 13.0 DUTIES OF OFFICERS

- 13.1 The President shall be the chief executive officer of the Organization. He shall preside at all meetings of the CNLO and of the Board of Directors. He shall have the general and active management of the affairs of the Organization. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 13.2 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
- 13.3 The Treasurer shall have the custody of the funds and securities of the CNLO and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the CNLO in the books belonging to the CNLO and shall deposit all monies, securities and other valuable effects in the name and to the credit of the CNLO in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the CNLO as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Organization. He shall also perform such other duties as may from time to time be directed by the Board of Directors.
- 13.4 The Secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Organization.

13.5 The duties of all other officers of the CNLO shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### 14.0 COMMITTEES

14.1 The Board of Directors may appoint committees. The committee members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

14.2 Committee members need not be Members of the CNLO nor Board members.

#### 15.0 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the CNLO shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the CNLO without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the CNLO to sign specific contracts, documents and instruments in writing. The seal of the CNLO when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

#### 16.0 MINUTES OF THE BOARD OF DIRECTORS

The minutes of the Board of Directors shall not be available to the general membership of the CNLO but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

#### 17.0 FINANCIAL YEAR

The financial year of the CNLO shall be determined by the Board of Directors.

#### 18.0 AMENDMENT OF BY-LAWS

The by-laws of the CNLO not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

**19.0 AUDITORS**

The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the CNLO for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

**20.0 BOOKS AND RECORDS**

The directors shall see that all necessary books and records of the CNLO required by the by-laws of the CNLO or by any applicable statute or law are regularly and properly kept.

**21.0 RULES AND REGULATIONS**

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the CNLO as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the CNLO when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.