
**THE AIDS COMMITTEE OF OTTAWA
LE COMITE DU SIDA D'OTTAWA**

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

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LE COMITE DU SIDA D'OTTAWA**

(the “Corporation”)

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(the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 7th day of August, 1987;

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with Section 11.01 as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (g) "Officer" means an officer of the Corporation.

- (h) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “PHA” means a person living with the human immunodeficiency virus (HIV) or acquired immune deficiency syndrome (AIDS).
- (k) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of March in each year.

2.02 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 may designate, appoint or authorize from time to time. 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 may by resolution from time to time designate, direct or authorize.

2.03 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 Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.07 Borrowing Authority

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- (b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION III **MEMBERS**

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership shall be available to individuals who agree with the Articles, By-law and Operating Policies of the Corporation and who have applied for and been admitted into Membership by the Board or in such manner as may be determined by the Board according to an Operating Policy. Any application for Membership may be rejected by the Board in their sole discretion.

3.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members; provided that the Member has applied for and been admitted into Membership according to section 3.01 thirty (30) days prior to the meeting of Members.

3.03 Term of Membership

The Membership term shall be one (1) year, which will run from one annual general meeting to the next annual general meeting. Members must renew their Membership prior to the start of the annual general meeting.

3.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the Chairperson or the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.05;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member of the Board deems it appropriate in the circumstances.

3.05 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the Chairperson of the Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chairperson of the Board in response to the notice received within such twenty (20) day

period. In the event that no written submissions are received by the Chairperson of the Board, he or she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Member may appeal the decision of the Board to the Members at a meeting to be called and conducted according to the procedure set out in the Operating Policies. The Membership of the Member shall be suspended until the Appeal is concluded. The decision of the Membership shall be final and binding on the Member without any further right of appeal.

SECTION IV

MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility 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.

Where the Corporation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the Chairperson of the Corporation or the Vice-Chairperson if the Chairperson is absent or unable to act. In the event that the Chairperson and the Vice-Chairperson are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be seven (7). 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. For the purpose of determining quorum, a Member may be present in person, by proxy or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members,

the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.13 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without

proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility, in accordance with Section 4.10.

4.14 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, provided that the statement and the proposal shall together not exceed five hundred (500) words. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

Notwithstanding the forgoing, a proposal does not need to be brought forward if it falls within the following list of exceptions set out in section 163(6) of the Act and the Board shall, within twenty-one (21) days after the day on which it receives the proposal, notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal:

- (a) the proposal is not submitted to the Corporation within 90 to 150 days before the anniversary of the previous annual meeting of Members;
- (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
- (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- (d) not more than two (2) years before the receipt of the proposal, the Member failed to present at a meeting of Members the matter that at the Member's request had been included in a notice of meeting;
- (e) substantially the same proposal was submitted to Members in a notice of a meeting of Members held not more than five (5) years before the receipt of the proposal and did not receive the following minimum amount of support at the meeting:

- (i) three percent of the total number of memberships voted, if the proposal was introduced at one annual meeting of Members;
 - (ii) six percent of the total number of memberships voted at its last submission to members, if the proposal was introduced at two annual meetings of Members; and
 - (iii) 10 percent of the total number of memberships voted at its last submission to members, if the proposal was introduced at three or more annual meetings of Members; or
- (f) the rights to submit a proposal are being abused to secure publicity.

4.15 Resolution in Lieu of Meeting

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

4.16 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers of the Corporation or be Officers or employees of the Corporation's affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age and a resident of Canada. Each Director shall be a Member of the Corporation. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, who is an employee of the Corporation or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Director. At least one-third but no less than four of the Directors shall be Persons Living with HIV/AIDS (PHA) as voluntarily disclosed by such individuals.

5.04 Election of Directors and Term

- (a) Subject to the Articles and with reference to the report of the Nominating Committee, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members. As much as possible the Directors shall be elected and shall retire in rotating as determined by the Members when the Directors are elected.
- (c) Notwithstanding section 5.04 (d), if Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) No Director shall serve more than three (3) full two (2) year terms Upon completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election as a Director.

5.05 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office;
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting; or

the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person’s election or appointment.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Chair or Secretary of the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, as well as section 5.04 (e) of this Bylaw, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.

5.11 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive

reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

5.12 Duties of the Board of Directors

- (a) Except as provided in the Act and otherwise in this by-law, in addition to the duties and powers of the Board prescribed elsewhere herein, the Board shall:
- (i) keep the overall mission of the Corporation clearly in focus and satisfy itself that the objectives and activities of the Corporation are in harmony with the mission;
 - (ii) set general policy affecting the future operations of the Corporation;
 - (iii) protect the assets and property of the Corporation and of the members, or any of them, entrusted to the Corporation;
 - (iv) prior to each annual general meeting, prepare a report covering all the activities of the Corporation since the last general meeting and through the Chairperson, present the report to the members at the annual general meeting;
 - (v) select the Executive Director and establish the conditions of employment for the Executive Director;
 - (vi) exercise general supervision over the officers of the Corporation;
 - (vii) designate those persons who shall have the responsibility of signing cheques, notes, bills of exchange, other financial documents, contracts, engagements, applications, deeds, documents and other instruments of the Corporation of whatsoever kind or nature;
 - (viii) accept responsibility for securing and managing adequate financial resources;
 - (ix) review the budget of the Corporation, and approve the budget at one of its meetings;
 - (x) appoint agents or attorneys for the Corporation in or outside of Canada, with such powers of management or otherwise (including the power to sub delegate) as may be thought fit from time to time;
 - (xi) recommend the appointment of a public accountant;
 - (xii) implement the resolutions of the members where further action may be required; and

- (xiii) perform such other duties as may be assigned to them by the Chairperson or as outlined in any resolution of the Corporation.

5.13 Permanent Committees

- (a) There shall be three (3) permanent committees: Executive, Nominating and Finance.
- (b) The chair of each committee shall be a Director.
- (c) The chair of each Committee and its members shall be appointed by the Board no later than the second meeting of the Board of Directors following the annual general meeting. The chair and any committee members may be removed by the Board.
- (d) Unless otherwise determined by the Board, a committee shall have power to fix its quorum at no less than a majority of its members and to otherwise regulate its procedure.
- (e) Members of committees shall not receive any compensation for their services as such, but may, if authorized by resolution of the Board of Directors, receive payment of reasonable expenses actually incurred by them in connection with their attendance at meetings of the committees. Approval of all such expenses resides with the Executive Director who shall report to the Board in this regard on a regular basis.
- (f) The Chairperson of the Corporation shall be an *ex officio* member of all committees.

5.14 Executive Committee

Subject to the Act, the Board may appoint from their number an executive committee comprised of the Directors who are the Chairperson, Vice-Chairperson, Secretary and Treasurer and delegate to the executive committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or

- (f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

5.15 Nominating Committee

- (a) The Nominating Committee shall be composed of at least three Members. The Vice-Chairperson of the Corporation shall be the Chair of the nominating committee.
- (b) At least one-third of the members of the nominating committee shall not be Directors.
- (c) The nominating committee shall invite the Members to submit nominations for Directors with reference to the qualifications required in Section 5.03.
- (d) Nominations must be made in writing, provide reasons for the nomination and be signed by a Member in good standing of the Corporation. Nominations must be received by the Committee two months in advance of the Annual General Meeting.
- (e) The Nominating Committee shall ensure that all nominees are qualified and obtain the consent of all nominees before presenting their names to the Members.
- (f) The Nominating Committee shall present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law.

5.16 Finance Committee

- (a) The Finance Committee shall consist of the Treasurer, and two Directors.
- (b) The Finance Committee shall:
 - (i) plan for and pursue sufficient funds to operate the Corporation;
 - (ii) approve and monitor the Corporation's operating budget and other financial and material resources;
 - (iii) be responsible to the Members, the Board, and all funding agencies for the efficient management of financial resources;
 - (iv) approve negotiated contracts with respect to salaries, wages and benefits for staff;
 - (v) assure the maintenance of accurate financial records;
 - (vi) arrange for preparation of the annual financial statements;

- (vii) review the annual financial statements; and
 - (viii) arrange for adequate insurance coverage against potential risks.
- (c) All decisions, actions and recommendations by the Finance Committee shall be subject to review and approval by the Board.

5.17 Other Committees

The Board may from time to time appoint any other 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 committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.18 Conflict of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (1) is a party to the contract or transaction;
- (2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 5.15(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in Section 5.15(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The Chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 5.15(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he or she shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

5.19 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.20 Indemnification

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, 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 by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

SECTION VI **MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the Board may be called by the Chairperson, the Vice-Chairperson or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Corporation not less than 48 hours 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) of the Act that is to be dealt with at the meeting.

6.04 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 of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings. Members may attend directors meetings, other than in camera sessions, as observers. The Board may also, in their sole discretion, hold public meetings to create better understanding in the community.

6.05 Meetings in Camera

Notwithstanding the above, where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of a meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

6.06 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.07 Quorum

A majority of the number of Directors determined in accordance with section 5.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.08 Votes to Govern

Each Director may exercise one (1) vote. 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

6.09 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.

provided that a Director who votes for or consents to a resolution may not dissent.

6.10 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation.

6.11 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors. [NOTE: A resolution in writing can be done electronically, provided there is compliance with Section 270 of the CNCA which provides:

“Except with respect to a statutory declaration or an affidavit, a requirement under this Act or the regulations for a signature or for a document to be executed is satisfied in relation to an electronic document if the prescribed requirements, if any, pertaining to this section are met and if the signature results from the application by a person of a technology or a process that permits the following to be proven:

- (a) the signature resulting from the use by the person of the technology or process is unique to the person;
- (b) the technology or process is used by the person to incorporate, attach or associate the person’s signature to the electronic document; and
- (c) the technology or process can be used to identify its user.”

SECTION VII OFFICERS

7.01 Election

The Board may designate the offices of the Corporation, elect Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of

the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person. All Officers, except the Executive Director, shall be Directors.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chairperson** - The Chairperson shall have the general supervision of the business and affairs of the Corporation. He or she shall preside at all meetings of Members of the Corporation and the Board of Directors. The Chairperson shall be *ex-officio*, a member of all committees and shall have such other powers and duties as the Board of Directors shall specify.
- (b) **Vice-Chairperson** - The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson. He or she shall assist the Chairperson in the discharge of his or her duties. In the event of a vacancy in the position of Chairperson, he or she shall assume the office of acting Chairperson until a new Chairperson is elected. He or she shall have such other powers and duties as the Board of Directors or the Chairperson shall specify.
- (c) **Secretary** – The Secretary shall:
 - (i) be responsible for taking or for designating a recording secretary to take the minutes of all meetings of the Board of Directors, the Executive Committee and Members, and for distributing such minutes;
 - (ii) give or cause to be given notices of all meetings of the Members and of the Board of Directors;
 - (iii) be custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose;
 - (iv) acknowledge and answer all routine correspondence, and keep such files and records as may be necessary for the affairs of the Corporation;
 - (v) see that all orders and resolutions of the Board of Directors are carried into effect;
 - (vi) maintain the list of Members and Directors; and

- (vii) have such other powers and duties as the Board of Directors or the Chairperson may specify.
- (d) **Treasurer** - The Treasurer shall:
 - (i) keep such financial records as are necessary for the proper accounting of the funds of the Corporation;
 - (ii) be responsible for the deposit of money, the safekeeping of the funds of the Corporation and the disbursements of funds of the Corporation;
 - (iii) prepare statements of receipts and disbursements as required for meetings of the Members, of the Board of Directors, and of the Finance Committee;
 - (iv) arrange for the preparation and presentation of an audited financial statement for the annual general meeting of the Corporation; and
 - (v) perform such other duties, as may from time to time, be directed by the Board of Directors.
- (e) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation. The Executive Director may receive notice of and participate in all meetings of the Board, unless expressly excluded by the Board. The Executive Director shall not be a Director and shall not have the right to vote at meetings of the Board.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 **Term of Office**

Officers who are not employees of the Corporation shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. The maximum number of terms in each Officer position is two, following which the Officers may seek election to a different office.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

7.05 Conflict of Interest

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 5.18.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 5.18(b)(i), Section 5.18(c) and Section 5.18(d).

In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

SECTION VIII NOTICES

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed

by the Corporation in accordance with the Act and received by Corporations Canada; or

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on one occasion because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.04 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-law 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.

8.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX DISPUTE RESOLUTION

9.01 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 Section 9.02 of this By-law.

9.02 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, By-laws, policies of the Corporation, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of such persons as set out in the Act, Regulations, Articles, By-laws or policies of the Corporation, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall be submitted to a panel of mediators whereby each party shall appoint one mediator, with the two mediators so appointed jointly appointing a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. The mediation shall be conducted in accordance with the National Mediation Rules of the ADR Institute of Canada, Inc.
- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute may be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The

decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- (c) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrator. The place of mediation and arbitration shall be where the registered office of the Corporation is located or otherwise agreed to by the parties in dispute. The language of the mediation and arbitration shall be English or otherwise agreed to by the parties in dispute.

SECTION X **ARTICLES AND BY-LAWS**

10.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

10.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

10.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XI **EFFECTIVE DATE**

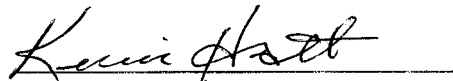
11.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the Federal Government under the *Canada Not-for-Profit Corporations*

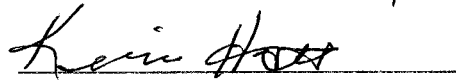
Act and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this 3 day of Sept, 2014.


Chairperson


Vice Chairperson

APPROVED by the Members of the Corporation this 3 day of Sept, 2014.


Vice Chairperson