
**THE VOLUNTEER COMMITTEE, THE
NATIONAL BALLET OF CANADA**

GENERAL OPERATING BY-LAW NO. 2014-1

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A by-law relating generally to the conduct of the affairs of
The Volunteer Committee, The National Ballet of Canada
(a federal corporation)
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 2014-1

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

The Volunteer Committee, The National Ballet of Canada
(a federal corporation)
(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 4th day of October, 2007;

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In this By-law and all other 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-law” or “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.
- (g) “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

- (j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (k) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) 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 shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) 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 GENERAL

2.01 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

2.02 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

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 the Chair, Executive Vice-President and Treasurer. Notwithstanding the foregoing, 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 thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III **FINANCIAL MATTERS**

3.01 Financial Year

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

3.02 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 thereof shall be transacted by two (2) of the Chair, Executive Vice-President and Treasurer; and/or other persons as the Board may from time to time designate, direct or authorize.

3.03 Public Accountant and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. If the Corporation meets the requirements for a “designated corporation” under the Act (by having \$50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a public accountant upon unanimous approval of the Members.
- (b) If the Corporation meets the requirements for a “designated corporation” under the Act and if a public accountant is appointed by the Members, the public accountant must

conduct a review engagement of the Corporation's financial statements. However, the Members may, by an Ordinary Resolution, require an audit be conducted instead.

- (c) If the Corporation does not meet the requirements for a "designated corporation" under the Act and if a public accountant is appointed by the Members, the public accountant must conduct an audit of the Corporation's financial statements. However, if the Corporation's gross annual revenues for its last completed financial year are equal to or less than \$250,000, the Members may by a Special Resolution, require a review engagement conducted instead.
- (d) The public accountant must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members 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 publish a 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.

3.05 Borrowing

(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 IV
MEMBERS

4.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to persons who meet the following conditions and have been accepted into Membership by the Board:

- (a) agree to further the purposes of the Corporation as contained in the Articles;
- (b) agree with the provisions in the Articles, By-laws and policies of the Corporation; and
- (c) meet one (1) of the following requirements:
 - (i) actively participate in furthering the purposes of the Corporation as contained in the articles;
 - (ii) are interested in furthering the purposes of the Corporation as contained in the Articles, but who do not actively participate in furthering the purposes of the Corporation; or
 - (iii) have made an outstanding contribution to the development of the Corporation.

4.02 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.

4.03 Membership Dues

The Directors may require Members to pay annual membership dues and may determine the manner in which the dues are to be paid. Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within six (6) months after the first day of the Corporation's financial year after the renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation. Notwithstanding termination of membership, a former Member remains liable for any assessment membership dues prior to termination of the membership.

4.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01;
- (c) the Member resigns;
- (d) the Member is removed by the Board in accordance with Section 4.05;

- (e) the Member fails to pay membership dues in accordance with Section 4.03;
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, all 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 (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

4.05 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 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;
- (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 determines by a Special Resolution that a Member should be expelled or suspended from membership in the Corporation, the Chair of the Board and President 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 Chair of the Board and President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board and President, he/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 by a Special Resolution and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION V MEETINGS OF MEMBERS

5.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

5.02 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 15 months after holding the preceding annual meeting but no later than 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.

5.03 Special Meetings

- (a) The Board shall call at least two (2) special meetings of Members in each year and may call additional special meeting(s) at any time of any business which may properly be brought before the Members.
- (b) The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation. However, a meeting would not need to be held if the requisition falls within the following list of exceptions set out in section 167(3) of the Act:
 - (i) a record date has been fixed in accordance with the Act;
 - (ii) a Members' meeting has been called and notice of the meeting has been given; or
 - (iii) the business of the meeting as stated in the requisition includes matters that meet any of the following exceptions:
 - (1) it clearly appears that the primary purpose of the matter is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
 - (2) it clearly appears that the matter does not relate in a significant way to the activities or affairs of the Corporation;
 - (3) not more than two (2) years before the receipt of the requisition, 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;
 - (4) substantially the same matter was submitted to members in a notice of a meeting of Members held not more than five (5) years before the receipt of the requisition and did not receive the following minimum amount of support at the meeting:
 - (A) three percent of the total number of memberships voted, if the matter was introduced at one annual meeting of Members;
 - (B) six percent of the total number of memberships voted at its last submission to members, if the matter was introduced at two annual meetings of Members; and

(C) 10 percent of the total number of memberships voted at its last submission to members, if the matter was introduced at three or more annual meetings of Members; or

(iv) the rights to requisition a meeting are being abused to secure publicity.

5.04 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. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 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.

5.06 Notice of Meetings

- (a) 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:
 - (i) 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
 - (i) 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.
- (b) Where the Corporation provides notice electronically referred to in Section 5.06(a)(i) 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 requested by in the manner set out in Section 5.06(a)(i).
- (c) 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.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
- (e) Notice of a meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 5.17.

5.07 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 CNCA 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:
 - (ii) three percent of the total number of memberships voted, if the proposal was introduced at one annual meeting of Members;
 - (iii) 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
 - (iv) 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.

5.08 Record Date

The Directors may fix a record date for determining Members entitled to receive notice of or to vote at a meeting of Members, provided that the record date must be between 21 to 60 days before the day on which the meeting is to be held. The Directors may fix a record date for determining Members for any other purpose provided that the record date must not be more than 60 days before the day on which the determination is made. If the Directors fixed a record date for the determination of Members entitled to receive notice of a meeting of Members but not for the determination of Members entitled to vote at a meeting of Members, then the record date for the latter shall be 10 days after the record date for the determination of Members entitled to receive notice. If no record date is fixed by the Directors, the record date for the determination of Members entitled to receive notice of and vote at a meeting of Members is at the close of business on the day immediately preceding the day on which the notice is given, or, if no notice is given, the day on which the meeting is held; and the record date for the determination of Members for any other purpose shall be at the close of business on the day on which the Directors pass the resolution relating to the record date.

5.09 Waiving Notice

A Member and any other person entitled to notice of 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.

5.10 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 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 resolution of the Members.

5.11 Chairperson of the Meeting

The chairperson of Members' meetings shall be the Chair of the Board and President, or the Executive Vice-President if the Chair of the Board and President is absent or unable to act. In the absence of the Chair of the Board and President or the Executive Vice-President, the Members entitled to vote present at any meeting of Members shall choose a Director as chairperson of the meeting; and if no Director is present or if all the Directors present decline to act as chairperson of the meeting, the members present shall choose one of their number to be the chairperson.

5.12 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a twenty-five percent (25%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and

place but may not transact any other business and the provisions of Section 5.23 with regard to notice shall apply to such adjournment.

- (b) For the purpose of determining quorum, a Member may be present in person, by proxy or by telephonic and/or by other electronic means.
- (c) At the adjourned meeting, twelve and one-half percent (12.5%) of the Members entitled to vote at the meeting shall constitute quorum.

5.13 Participation at Meetings by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

5.14 Meeting Held by Electronic Means

Notwithstanding Section 5.13, 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.

5.15 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 5.13 and Section 5.14 is permitted 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.

5.16 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that 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. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as many be adopted by the Board from time to time.

5.17 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Member may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, 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 or, in Quebec, signed by the member or by their agent or mandatary:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (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 be in such form that conforms with the requirements of the Regulations, specifically:
 - (i) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - (1) indicate, in bold-face type,
 - (A) the meeting at which it is to be used,
 - (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (C) instructions on the manner in which the Member may appoint the proxyholder,
 - (2) contain a designated blank space for the date of the signature,
 - (3) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (4) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,

- (5) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
- (6) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 5.17(d)(i)(4) or Section 5.17(d)(i)(5) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (ii) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 5.17(d)(i)(4) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (iii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information;
- (iv) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect; and
- (e) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

5.18 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 a majority of the votes cast on the question. In case of an equality of votes, In the case of an equality of votes, the question shall be deemed to have been lost.

5.19 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 5.13, Section 5.14 or Section 5.15.

5.20 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 chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.21 Resolution in Lieu of Meeting

A resolution in writing signed by all 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 in relation to his/her resignation or removal or by the public accountant in relation to his/her resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.22 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*.

5.23 Adjournment

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VI **DIRECTORS**

6.01 Powers

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

6.02 Number

The Board shall consist of 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 the Directors, by resolution of the Board.

6.03 Qualifications and Composition

- (a) Each Director shall be an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is in full agreement with the governing documents of the Corporation, and is not an ineligible individual as defined in the *Income Tax Act* (Canada). Directors must not be employees of the Corporation. At least two of the Directors must not be Officers of the Corporation or be officers or employees of the Corporation's affiliates.
- (b) The composition of the Board shall be as follows:
 - (i) Such number of Directors determined in accordance with Section 6.02 less one (1) Director, to be elected by the Members.
 - (ii) Notwithstanding Section 6.03(b)(i) and pursuant to the Articles, one (1) Director to be appointed by the Board who meets the qualification requirement that the person has completed serving in the office of Chair of the Board and President in the immediately preceding term. This person shall also hold the Officer position as Past President of the Corporation.
- (c) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

6.04 Election and Term

- (a) Subject to the Articles, Directors referred to in Section 6.03(b)(i) shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required.
 - (i) The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third (3rd) annual meeting next following or until their successors are elected.
 - (ii) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
 - (iii) As much as possible, the Directors shall be elected and shall retire in rotation as determined by the Members when the Directors are elected.
 - (iv) The maximum number of terms for each Director is four (4) terms of three (3) years. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of eleven (11) months absence is required before eligibility for re-election to the Board is restored.

- (b) Notwithstanding Section 6.03(b)(i) and pursuant to the Articles, the Board may appoint one (1) Director referred to in Section 6.03(b)(ii). Such Director shall serve a term of one (1) year calculated from the date of the meeting at which he/she is appointed until the close of the next annual meeting of Members. There is no maximum term of office for this Director and as such, a Director will be eligible for re-appointment on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

6.05 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
- (c) 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.

6.06 Nomination of Directors

- (a) Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:
 - (i) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporation that may be in place from time to time, including:
 - (1) the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee; and
 - (2) the persons whose names are put in nomination by any Member entitled to vote at any time before nominations are closed at the meeting of Members at which the election of Directors is held;
 - (ii) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
 - (iii) by any person ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being

entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.

- (b) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice in proper written form to the Secretary of the Corporation at the registered office of the Corporation. To be timely, a Nominating Member's notice to the Secretary of the Corporation must be made:
- (i) in the case of an annual meeting of Members, not less than 30 nor more than 65 days prior to the date of the annual meeting of Members; provided, however, that in the event that the annual meeting of Members is to be held on a date that is less than 50 days after the date (the Notice Date) on which notice of the annual meeting was made, notice by the Nominating Member may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (ii) in the case of a special meeting (which is not also an annual meeting) of Members called for the purpose of electing Directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of Members was made;

in no event shall any adjournment or postponement of a meeting of Members or the announcement thereof commence a new time period for the giving of a Nominating Member's notice as described above.

- (c) Proper Form - To be in proper written form, a Nominating Member's notice to the Secretary must set forth:
- (i) as to each person whom the Nominating Member proposes to nominate for election as a Director: (A) the name and address of the person; (B) the principal occupation or employment of the person; and (C) any other information confirming that the person meets all of the qualification requirements of Directors set out in the By-laws of the Corporation and such other applicable policies of the Corporation; and
 - (ii) as to the Nominating Member giving the notice, (A) the name residential address of the person; (B) the principal occupation or employment of the person; (C) the class of membership of the person of the Corporation, if applicable; and (D) confirmation that the person has the right to vote at the meeting of Members where election is to be held;

provided that the Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

- (d) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 6.06; provided, however, that nothing in this Section 6.06 shall be deemed to preclude discussion by a Member (as

distinct from the nomination of Directors) at a meeting of Members of any matter in respect of which it would have been entitled to submit a proposal pursuant to the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 6.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.

- (e) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section 6.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the registered office of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (f) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

6.07 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 6.09, or no longer fulfils all of the qualifications to be a Director set out in Section 6.03 as determined in the sole discretion of the Board.

6.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the Act.

6.09 Removal

The Members may, by Ordinary Resolution passed at a special 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. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act.

6.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors 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.

6.11 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.

6.12 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.

6.13 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any 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 chairman and to otherwise regulate its procedure.

6.14 Executive Committee and Delegation

- (a) The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the Board may by resolution determine.
- (b) Subject to the Act, the Board may delegate to the Executive Committee any of the powers of the Board, except the following matters which are prohibited by subsection 138(2) of the Act to be delegated by the Board:
 - (i) submit to the members any question or matter requiring the approval of Members;

- (ii) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - (iii) issue debt obligations except as authorized by the Directors;
 - (iv) approve any financial statements referred to in section 172 of the Act;
 - (v) adopt, amend or repeal By-laws; or
 - (vi) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.
- (c) Unless otherwise determined by the Board, such 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.

SECTION VII

MEETINGS OF DIRECTORS

7.01 Place of Meetings

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

7.02 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board and President, the Executive Vice-President or the Secretary, or any two (2) Directors at any time.

7.03 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 10.01 of this By-law to every Director of the Corporation, provided that notice given by telephone, facsimile, email or other electronic method shall be given not less than five (5) days before the meeting is to take place, and notice given by prepaid letter post shall be given not less than ten (10) days before the meeting is to take place. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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. For greater certainty, the list of matters referred to in subsection 138(2) is set out in Section 6.14 above.

7.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting within seven (7) days following the meeting of Members at which such Board is elected.

7.06 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, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

7.07 Quorum

A two-thirds (2/3rds) majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a two-thirds (2/3rds) majority of the number of Directors determined in accordance with Section 6.02. 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.

7.08 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.

7.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

7.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the Chair of the Board and President, or the Executive Vice-President if the Chair of the Board and President is absent or unable to act. In the absence of the Chair of the Board and President, and the Executive Vice-President, the Directors who are present shall choose one of their number to chair the meeting.

7.11 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 the case of an equality of votes, the question shall be deemed to have been lost.

7.12 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 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.

7.13 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 by registered mail or delivers it to the registered office of the Corporation.

7.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, 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.

7.15 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the 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.

7.16 Disclosure 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 7.16(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 7.16(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 7.16(b) to absent himself 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 shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

7.17 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, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

**SECTION VIII
OFFICERS**

8.01 Appointment

The Board may designate the offices of the Corporation, appoint 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.

An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

8.02 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 appointed 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) **Chair of the Board and President** - The Chair of the Board and President (“Chair”) shall be a Director. The Chair shall, if there shall be no Executive Director in office, supervise and control the operations of the Corporation. The Chair shall when present, preside at all meetings of the Board, the Executive Committee and Members. The Chair shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the Board or incidental to the office. The Chair shall be the chief executive officer of the Corporation, and subject to the directions of the Board from time to time shall perform all duties incidental to the office. The Chair shall be a member *ex officio* of all Standing Committees of the Corporation.
- (b) **Executive Vice-President** - The Executive Vice-President shall be a Director. During the absence or inability of the Chair of the Board and President (“Chair”) to act for a period of ten (10) days or longer, the duties and powers of the Chair may be exercised by the Executive Vice-President. If the Executive Vice-President exercises any of those duties or powers, the absence or inability of the Chair to act shall be presumed with reference thereto. The Executive Vice-President shall chair the Nominating Committee and perform any special duties assigned by the Board.
- (c) **Secretary** – The Secretary shall be a Director. The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board; enter or

cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and certify all documents issued by the Corporation.

- (d) **Treasurer** - The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

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 president 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.

8.03 Term of Office

Officers who are not employees of the Corporation shall hold their position for a period of three (3) 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. There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-appointment on a consecutive basis. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

8.04 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 the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.12.

8.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

8.07 Disclosure (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 7.16.

- (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 7.16(b)(i), Section 7.16(c) and Section 7.16(d).
- (c) 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 IX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

9.02 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 9.02 to include former Directors and former Officers), shall be liable for the acts, receipts, neglects or defaults of any other Director or 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 money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall 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 shall 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.

9.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

9.05 Advances

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.03(a) and Section 9.03(b).

SECTION X 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), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to 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 facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. 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.

10.02 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.

10.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions 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.

10.04 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-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice

10.05 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 XI AMENDMENTS

11.01 Amendment of Articles

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

11.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. 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 XII TRANSITION PROVISIONS

12.01 Effective Date of General Operating By-law No. 2014-1

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the issuance of certificate of continuance by the federal Government under the Act.

12.02 Members

Upon this By-law coming into effect, all Members of the Corporation as defined in By-law No. 2013-1 shall be deemed to be Members of the Corporation as defined in this By-law No. 2014-1.

12.03 Directors and Officers

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law. Notwithstanding the foregoing, the term of office of the Director who holds the position of Past President shall be deemed to expire at the first annual meeting of Members after this By-law coming into effect. Thereafter, this seat on the Board shall be filled by the Board appointing a qualifying person pursuant to Section 6.03(b)(ii).


SECTION XIII IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

13.01 Repeal of Former General Operating By-law

- (a) By-law No. 2009-3, as amended by By-law No. 2013-1, is hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-law No. 2009-3 and No. 2013-1 shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 1 day of April, 2014.


Chair of the Board and President


Secretary

CONFIRMED by the Members of the Corporation this 15 day of April, 2014.


Secretary