
BY-LAW NO. 1
CANADIAN BIOMATERIALS SOCIETY

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BY-LAW NO. 1

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

CANADIAN BIOMATERIALS SOCIETY (the “Corporation”)

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

SECTION 1 - GENERAL

1.1 Definitions

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

- (a) “**Act**” means the Canada Not-for-profit Corporations Act SC 2009 c. 23, or any statute which may be substituted therefor, including the regulations made thereunder as amended from time to time;
- (b) “**articles**” means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution or articles of revival of the Corporation and includes any amendments thereto;
- (c) “**board**” means the board of directors of the Corporation;
- (d) “**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**director**” means a member of the board of the Corporation;
- (f) “**meeting of members**” includes an annual meeting of members or a special meeting of members;
- (g) “**ordinary resolution**” means a resolution passed by a majority of not less than fifty (50%) percent plus one (1) of the votes cast on that resolution;
- (h) “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (i) “**special resolution**” means a resolution passed by a majority of not less than seventy-five (75%) percent of the votes cast on that resolution; and

1.2 Interpretation

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

Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.

The headings used in this by-law 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.

1.3 Invalidity of any Provision of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

1.4 Registered Office

The registered office of the Corporation shall be in the City of Toronto in the Province of Ontario.

1.5 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.

1.6 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments (“**Instruments**”) shall be signed on behalf of the Corporation by two officers, provided that at least one of the two officers so signing shall be the President or the Treasurer of the Corporation (as such offices are herein defined).

Notwithstanding the above, the board may from time to time authorize a particular officer or officers to execute a particular Instrument or class of Instruments. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular Instrument or class of Instruments may or shall be signed.

Notwithstanding the foregoing, the Secretary or any other officer or any director may sign certificates and similar instruments on the Corporation’s behalf with respect to any factual matters relating to the Corporation’s activities and affairs, including certificates verifying a copy of the articles, by-laws, resolutions and minutes of meetings of the Corporation.

1.7 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange in connection with the daily maintenance of the Corporation, including but not limited to the disbursement of awards and bursaries or any other expense that has previously been approved by the board, shall be signed by any one of the President, Past-President or Treasurer of the Corporation or by such officer or officers or person or persons, agent or agents whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

1.8 Financial Year

Until changed by the board, the financial year end of the Corporation shall be December 31 in each year.

1.9 Banking Arrangements

The banking business of the Corporation, or any part or division of the Corporation, shall be transacted with such bank, trust company or other firm or body corporate as the board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the board may designate, direct or authorize from time to time and to the extent thereby provided.

1.10 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in the Act or a copy of a publication of the Corporation reproducing the information contained in the documents twenty-one (21) to sixty (60) days before the annual meeting. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.11 Capacity of the Corporation

The Corporation has the capacity and, subject to the Act, the rights, powers and privileges of a natural person. It is not necessary for a by-law to be passed in order to confer any particular power on the Corporation or its directors.

SECTION 2 - MEMBERSHIP

2.1 Membership Conditions

Membership in the Corporation shall be available to any individual, firm, corporation or branch that meets the qualifications for membership in accordance with Section 2.2 and has paid the required membership fee. The board may pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation or subject to resolution

of the board. Each member shall be promptly informed by the Corporation of its, his or her admission as a member. As set out in the articles, each member shall be entitled to receive notice of, attend and vote at all meetings of members.

Membership shall not have any pecuniary value and no Member shall be deemed to have any interest in the assets of the Corporation. The board, in its discretion, shall have exclusive right to refuse membership to any person.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in Section 197(1) of the Act.

2.2 Qualification

Subject to the articles, there shall be three classes of members in the Corporation.

Student Members

- (a) Any individual currently pursuing graduate studies in a recognized accredited Canadian university or equivalent institution shall be eligible for student membership, and on being admitted to membership, shall be referred to as a student member.
- (b) Student members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each student member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
- (c) With the exception of the student representative position to the board, student members shall be ineligible for election to the board and shall be ineligible for election to any office of the Corporation. The student representative to the board shall be entitled to one (1) vote.
- (d) It is provided that in the event of liquidation, dissolution or winding-up of the Corporation, student members shall not be entitled to any distribution of the remaining assets of the Corporation.
- (e) Student members shall be entitled to all other rights and privileges of membership.

Regular Members

- (a) Any individual currently engaged in the field of biomaterial engineering, biomaterials sciences or a related field, shall be eligible for regular membership, and on being admitted to membership, shall be referred to as a regular member.
- (b) Regular members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each regular member shall have one (1)

vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

- (c) Regular members shall be ineligible for election to the board or to any office of the Corporation unless they are currently a faculty member of a recognized accredited Canadian university or equivalent institution.
- (d) It is provided that in the event of liquidation, dissolution or winding-up of the Corporation, regular members shall not be entitled to any distribution of the remaining assets of the Corporation.
- (e) Regular members shall be entitled to all other rights and privileges of the membership.

Corporate Members

- (a) Any firm, corporation or branch of the same, engaged in the field of biomaterial engineering, biomaterials sciences or a related field, shall be eligible for corporate membership, and on being admitted to membership, shall be referred to as a corporate member.
- (b) Only one corporate member may be admitted to membership of the Corporation at any one time and such membership shall be in the name of the firm or corporation. Each corporate member shall be entitled to appoint, by notice in writing to the Corporation, one accredited delegate.
- (c) Corporate members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each corporate member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
- (d) Corporate members shall be ineligible for election to the board, with the exception of a corporate representative position, and shall be ineligible for election to any office of the Corporation. The corporate representative to the board shall be entitled to one (1) vote.
- (e) It is provided that in the event of liquidation, dissolution or winding-up of the Corporation, corporate members shall not be entitled to any distribution of the remaining assets of the Corporation.
- (f) Corporate members shall be entitled to all other rights and privileges of membership.

2.3 Membership Transferability

Membership may only be transferred to the Corporation.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in Section 197(1) of the Act.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Members shall be notified in writing of the membership fees payable on January 1 of each calendar year and, if such fees are not paid within two (2) calendar months of the membership renewal date, the members in default shall thereupon cease to be members of the Corporation.

3.2 Resignation

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation. A resignation shall be effective from acceptance thereof by the Secretary of the Corporation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation. Upon resignation, a member shall not be entitled to a refund of any membership fee paid in accordance with Section 3.1.

3.3 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) the member fails to maintain any qualifications for membership described in Section 2 of this by-law;
- (c) the member ceases to be a member by resignation in accordance with Section 3.1;
- (d) the member is expelled in accordance with Section 3.4 below whose membership or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member is expelled by a vote of three-quarters (3/4) of the members at an annual meeting or a special meeting called for the purpose of reviewing the status of one or more members provided that the member shall be granted the opportunity to be heard at such meeting;
- (f) the member's term of membership expires (if any);
- (g) the member is in default as described in Section 3.1 of this by-law; or
- (h) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.4 Discipline of Members

If the board of directors should require a member to resign, a special meeting of the board of directors will convene and if a vote greater than eighty (80%) percent of the voting board members agree, then the member(s) in question will be contacted to gather further information regarding the issue of membership. Should it be required, the board of directors will report the issue and all materials obtained to the general membership.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Time and Place of Meetings

Subject to compliance with the Act, Meetings of the members shall be held at least once a year or more often if necessary at the registered office of the Corporation or at any place in Canada as the board may determine and on such date and time as the board shall appoint. A majority of members may resolve that a particular meeting of members be held outside Canada.

4.2 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 and the auditor 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 Chairperson of the meeting or by resolution of the members.

4.3 Notice of Meetings

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 twenty-one (21) to sixty (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 twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to this by-law to change the manner of giving notice to members entitled to vote at a meeting of members.

4.4 Waiver of Notice

Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Annual Meetings

At every annual meeting of members, in addition to any other business that may be transacted, the following business shall be transacted:

- (a) the report of the board, if any, the financial statements, and the report of the auditor, if any, shall be presented to the members;
- (b) if any audit is required, the members shall appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting of members;
- (c) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting); and
- (d) the members may consider and transact any business either special or general at any meeting of members.

4.6 Special Meetings

Other meetings of the members may be convened by order of the Chairperson of the board, the Vice-Chairperson of the board, the President if a director or a Vice-President who is a director and member or by the board at any date and time and at any place within Canada, or, if a majority of the members so agree, outside Canada. The board shall call a special meeting of members on written requisition of members carrying not less than five percent (5%) of all votes of members entitled to vote.

4.7 Chairperson of the Meeting

The Chairperson or, in the Chairperson's absence, the Vice-Chairperson or, in the Vice-Chairperson's absence, the President shall be the Chairperson of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their numbers to Chairperson the meeting.

4.8 Adjournment

The Chairperson 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. If a meeting of members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment shall be given to members entitled to vote at the meeting, the directors and the auditor. 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.

4.9 Quorum

A quorum at any meeting of members (unless a greater number of members and/or proxies are required to be present by the Act) shall be:

- (a) ten (10) of the members entitled to vote present at the meeting in person or by proxy; and
- (b) the President and two officers of the Corporation present at the meeting in person or by proxy.

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.

4.10 Votes to Govern and Casting Vote

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined on a show of hands by ordinary resolution.

No member shall be entitled in person, by proxy or by mail ballot to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote as the meeting. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment it shall be taken forthwith without adjournment.

If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

Notwithstanding anything contained herein, the President shall be entitled to vote at a meeting of members, provided that, in case of an equality of votes, the President shall have a second, casting vote.

4.11 Proxy Voting

Subject to the Act, votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a firm, corporation or branch, by an individual authorized by resolution of the board or governing body of the firm, corporation or branch to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

The person appointed by proxy need not be a member.

A proxy may be in the following form:

The undersigned member of *Canadian Biomaterials Society* hereby appoints ● of ● or failing the person appointed above, ● of ● as the proxy of the undersigned to attend and act at the ● meeting of the members of the said Corporation to be held on the ● day of ●, and at any adjournment or adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ● day of ●, 20●

Signature of Member

The board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile or in writing at least seven (7) days before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The board may, subject to any regulations made as aforesaid, in the board's sole discretion

accept facsimile or written communication as to the authority of any person claiming to vote on behalf of or to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such facsimile or written communication accepted by the board shall be valid and shall be counted.

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

4.12 Participation in Meeting 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 means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

SECTION 5 - DIRECTORS

5.1 Duties of Directors

The board shall be responsible for the governance of the Corporation and manage, or supervise the management of, the activities and affairs of the Corporation. The board may, from time to time, develop and adopt charters of the board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

Without limiting the generality of the foregoing, the board shall have the following duties and powers:

- (a) **Administer Affairs:** the board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is otherwise authorized to exercise and do.
- (b) **Expenditures:** the board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the board may prescribe.

- (c) Fund Raising: the board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- (d) Agents and Employees: the board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of this by-law, be fixed by the board by resolution.

5.2 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the board to determine the number, by resolution of the board. In the case the Corporation retains its charitable status or is a soliciting corporation as defined by the Act, the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

5.3 Qualification

In addition to any requirements set forth in the Act, no person shall be qualified as a director unless, he or she shall at the time of his or her election and throughout his or her term of office be a member of the Corporation, or the appointed representative of a member which is not an individual, provided that if a person who is not a member is elected as a director he or she may so qualify by becoming a member within ten (10) days after the date of his or her election.

5.4 Election of Directors in Term Rotation

The directors of the Corporation shall be elected and shall retire in rotation.

At the first meeting of members, a number of director(s) as determined at the discretion of the members but not less than one and not more than three shall be elected to hold office until the close of the second annual meeting of members after that date, a number of director(s) as determined at the discretion of the members but not less than one and not more than three shall be elected to hold office until the close of the next annual meeting after that date. Subsequently, at each annual meeting there shall be elected by the members a number of directors, such number of directors as determined at the members' discretion, and each director so elected shall hold office until the close of the second annual meeting after such director's election.

All directors shall be elected in accordance with the submissions made by the nominating committee (if any) or as further prescribed from time to time. If a meeting of members fails to elect the minimum number of directors as required by the articles, the directors so elected at that meeting may exercise all the powers of the directors if the number of directors elected constitutes

a quorum. Should the meeting of members fail to elect any directors, the incumbent directors shall continue in office until their successors are elected.

5.5 Re-Election of Director

Notwithstanding Section 5.3 of this by-law, directors shall be permitted to serve on the board for an unlimited number of two (2) year terms.

5.6 Vacancies on the Board

The office of director shall automatically be vacated:

- (a) if the director has resigned from office by delivering a written resignation to the President of the Corporation which resignation shall be effective at the time it is received by the President or at the time specified in the notice, whichever is later;
- (b) if the director is found by a court to be of unsound mind;
- (c) if the director becomes bankrupt or suspends payment of debts generally or compounds with such director's creditors or makes an authorized assignment or is declared insolvent;
- (d) if, at a special meeting of members, a resolution is passed by a majority of the members present, that the director be removed from office; or
- (e) on the death of a director.

5.7 Filling Vacancies

If any vacancy shall occur for any reason, the board, by majority vote (if a quorum remains in office), may fill the vacancy if they shall see fit to do so. The director filling the vacancy shall serve as director until:

- (a) the next annual meeting of members; or
- (b) if applicable, prior to the next annual meeting of members, the board, by majority vote (if a quorum remains in office), votes to remove the director.

If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

5.8 Delegation Powers

Subject to the Act, the articles and any by-law, the board may from time to time delegate to a director, a committee of directors or an officer or such other person or persons so designated by the board all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

5.9 Standard of Care

Every director in exercising their powers and discharging their duties to the Corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.10 Remuneration of Directors

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 the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

SECTION 6 - MEETINGS OF DIRECTORS

6.1 Calling and Place of Meetings

Meetings of the board may be called by the Chairperson, the Vice-Chairperson, the President if a director, a Vice-President if a director or any two (2) directors at any time, provided that there shall be at least one (1) meeting of the board in each year. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors.

Meetings of the board may be held at any place within or outside Canada.

6.2 Notice of Meetings

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 12.1 of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held unless the notice is provided by mail, in which case the board shall be provided with a minimum of fourteen (14) days advance notice. Notice of a meeting shall not be necessary if all of the directors are present, and no one 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 this 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 Section 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 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 Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The board shall meet at least once per year.

6.4 Quorum

A quorum at any meeting of directors shall be:

- (a) Sixty (60%) percent of the directors present at the meeting in person or by proxy; and
- (b) the President and Secretary of the Corporation present at the meeting in person or by proxy.

Despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions conferred on the board by the Act or under this by-law of the Corporation.

6.5 Adjournment

Any meeting of directors may be adjourned from time to time by the Chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

6.6 Minutes of Meetings

Draft minutes for each meeting of the board shall be prepared within thirty (30) days of the date of such meeting by the Secretary or by such other officer or person as the board may, from time to time, appoint. A copy of the draft minutes so prepared shall be circulated to all persons who were present at the said meeting for their comments and approval. Each person who was present at the said meeting shall, within ten (10) days from receiving the said draft minutes, reply to the Secretary indicating his or her corrections, comments or approval with respect to the minutes.

6.7 Votes to Govern and Casting Vote

At any meeting of the board 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. Each director is authorized to exercise one (1) vote. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every resolution referred to in shall be kept with the minutes of the meetings of directors. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.8 Participation in Meeting 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 directors, any person entitled to attend such meeting may participate in the meeting or in a meeting of a committee of directors by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

SECTION 7 - BOARD COMMITTEES

7.1 Committees

The board may from time to time appoint a committee or committees as it deems necessary or appropriate for such purposes and with such powers and members as it shall see fit, provided that at least one (1) member of each committee shall be a director. Any committee shall formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any member of a committee may be removed by resolution of the board. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

SECTION 8 - OFFICERS

8.1 Appointment of Officers

The officers of the Corporation shall include the offices of Chairperson of the board, Vice-Chairperson of the board, President, President-Elect, Past-President, Secretary, Treasurer and any such other officers as the board may determine. The President-Elect shall be elected by members at an annual meeting.

A director may be appointed to any office of the Corporation. An officer must be either a director or a member, unless this by-law otherwise provides. Two or more offices may not be held by the same person. Officers, other than the President, President-Elect and Past-President, shall be appointed by resolution of the board at the first meeting of the board following an annual meeting of members. The board may specify the duties of such officers and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation.

8.2 Term of Office

The officers of the Corporation shall hold office for a period of one (1) year from the date of appointment or election or until their successors are appointed or elected. Officers may resign from their position by submitting a written resignation to the board and to the President.

8.3 Vacancies 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, which resignation shall be effective at the time the written resignation is received by the President of the Corporation or at the time specified in the resignation, whichever is later;
- (c) such officer ceasing to be a director (if being a director is a necessary qualification of appointment);
- (d) such officer's death;
- (e) such officer's removal;
- (f) the meeting at which the board appoints the officers of the Corporation; or
- (g) the expiry of the term in Section 8.2.

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

8.4 Remuneration of Officers

Officers shall serve without remuneration, and no officer shall directly or indirectly receive any profit from his or her position as such, provided that an officer may be reimbursed for reasonable expenses incurred in the performance of his or her duties. An officer shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

8.5 Duties of Officers

All officers shall sign such contracts, documents or instrument in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board. The duties of the officers shall include:

- (a) Chairperson of the Board: the Chairperson of the board, if any, shall, when present, preside at all meetings of the board, committees of directors, if any, and the members.
- (b) The Vice-Chairperson of the Board: if the Chairperson of the board is absent or is unable or refuses to act, the Vice-Chairperson of the board, if any, shall, when present, preside at all meetings of the board, committees of directors, if any, and the members.
- (c) President-Elect: the President-Elect shall be an assistant to the President of the Corporation and shall perform any duties as determined by the President or the board from time to time. Upon expiry of the President-Elect's term, he or she shall become President of the Corporation unless removed or the office is vacated in accordance with the terms of this by-law.
- (d) President: the President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board. The President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson of the board and/or Vice-Chairperson of the board if none be appointed or if the Chairperson of the board and the Vice-Chairperson of the board are absent or are unable or refuse to act; provided, however, that unless the President is a director the President shall not preside as a Chairperson at any meeting of directors or any committee of directors, if any, and, subject to Section 4.7 of this by-law, at any meeting of members. Upon expiry of the President's term, he or she shall become Past-President of the Corporation unless removed or the office is vacated in accordance with the terms of this by-law.
- (e) Past-President: the Past-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Past-President who is not a director shall not preside as Chairperson at any meeting of the board or of committees of directors, if any, and that a Past-President who is not a director shall not, subject to Section 4.7 of this by-law, preside at any meeting of members. The Past-President shall provide guidance and mentorship to the President. The board may grant the Past-President the authority to complete any duties, tasks or undertakings he or she commenced as the President of the Corporation. Upon expiry of the Past-President's term, he or she shall cease to be an officer of the Corporation unless re-elected in accordance with the terms of this by-law.

- (f) Secretary: the Secretary shall be the ex-officio clerk of the board. He or she shall attend all meetings of the board and members and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given notices for all meetings of the board or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents referred to in Section 21 of the Act.
- (g) Treasurer: the Treasurer shall have custody of the funds and securities and shall keep, or shall cause to be kept, an accurate account of all receipts and disbursements of the Corporation and proper books of account, and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the board. The Treasurer shall disperse or cause to be dispersed the funds of the Corporation under the direction of the board, receiving proper vouchers thereof and render to the board at its regular meeting or whenever required, an account of all of his or her transactions as Treasurer, and of the financial position of the Corporation.

8.6 Duties of Officers May be Delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

8.7 Standard of Care

Every officer in exercising their powers and discharging their duties to the Corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.8 Standing Executive Committee

There shall be a standing Executive Committee (the “**Executive Committee**”) consisting of the President, Past-President, Secretary and Treasurer and four (4) members at large. All members of the Executive Committee, except for the President, who shall be an *ex officio* member of the Executive Committee, shall be appointed by the board, after consultation with the President, from among the persons nominated by members to serve on the Executive Committee. Nominations for positions on the Executive Committee shall be addressed to the board and may be made at any time by any member.

The Executive Committee shall exercise such powers as may be given to it by the board, from time to time. Each member of the Executive Committee shall serve as such for a term of

one (1) year, provided that such term may be renewed by the board. Any member of the Executive Committee, except for the President, may be removed from his or her post by the board. The President may be removed from the Executive Committee by way of special resolution of the members.

Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

The Executive Committee shall hold its meetings at a place and time to be determined by the Executive Committee, provided that written notice of such meeting shall be given to all Executive Committee members no later than forty-eight (48) hours prior to the date of such meeting. The presence of any three (3) of the President, Past-President, Secretary and Treasurer together with two (2) members at large shall constitute quorum for the purpose of holding a meeting of the Executive Committee.

SECTION 9 - DISCLOSURE OF INTEREST

9.1 Disclosure of Interest by Directors and Officers

- (a) A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer:
 - (i) is a party to the contract or transaction;
 - (ii) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.
- (b) The disclosure required by subsection (a) shall be made, in the case of a director,
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the director was not, at the time of the meeting referred to in subparagraph (i), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

- (c) The disclosure required by subsection (a) shall be made, in the case of an officer who is not a director,
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (e) A director required to make a disclosure under subsection (a) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction,
 - (i) is for indemnity or insurance; or
 - (ii) is with an affiliate.
- (f) For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred in paragraph (a) (ii) or (iii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required under subsection (a) is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if

- (i) disclosure of the interest was made in accordance with this section;
 - (ii) the board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) Even if the conditions of subsection (g) are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under subsection (a), and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if
- (i) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - (ii) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

SECTION 10 - PROTECTION OF DIRECTORS AND OFFICERS

10.1 Indemnity of Directors and Officers

The Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

10.2 Advance of Costs

The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.1 of this by-law provided such individual agrees in advance, in writing, to repay the monies if the individual does not fulfil the conditions of Section 10.3 of this by-law.

10.3 Limitation

The Corporation may not indemnify an individual under Section 10.1 of this by-law unless the individual:

- (a) 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, had reasonable grounds for believing that their conduct was lawful.

10.4 Indemnification

The Corporation may, with the approval of a court, indemnify an individual referred to in Section 10.1, or advance money under Section 10.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 10.1, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in Section 10.3.

10.5 Insurance

- (a) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 10.1 of this by-law against liability incurred by the individual:
- (b) in the individual's capacity as a director or an officer of the Corporation; or
- (c) 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.

SECTION 11 - LOCAL CHAPTERS

11.1 Formation

Upon formal request by a group of no less than ten (10) members, the board may approve the establishment of a local chapter of the Corporation (the "Chapter"). Such Chapter will be governed by the by-laws of the Corporation and its own by-laws, provided that in the event of a conflict between the present by-law and any by-law of the Chapter, the present by-law shall prevail. Any by-laws approved by a Chapter be approved by the board and shall be of no force and effect unless they have been so approved.

Any formal request for Chapter status shall contain the following information:

- (a) names of the interim president and vice-president;
- (b) intended activities of the Chapter for its first year in existence;
- (c) list of the names of members who are also members of the corporation;

- (d) description of the chapter's common liaison activities with the Corporation;
- (e) draft of the Chapter's constitution by-law; and
- (f) projected budget for the first year of operation.

This information will be sent to the President of the Corporation, who will present it to the board. Copies of each Chapter's by-laws, regulations, rules, policies and procedures will be kept on file at all times by the President of the Corporation.

11.2 Financial Support

Each Chapter shall present a review of their activities for the past year at each annual meeting and shall submit a work plan and budget for new funding on or before August 31 of each year to the President of the Corporation outlining the Chapter's request for funding by the Corporation to assist in carrying out the activities outlined in the work plan and budget. The funds may consist of a lump sum start-up payment, negotiated upon start-up, and an annual disbursement coming from membership dues that equal half of the membership fees paid by local Chapter members to the Corporation, not to exceed five hundred dollars per annum (\$500.00). The President will present these matters to the board for evaluation at the first meeting of the Board following August 31. Any payments from the Corporation to Chapters should be finalized prior to October 31 of that year.

In order to qualify for renewal of financial support in a new calendar year, a Chapter shall submit to the board no later than March 30 of the year in which the Chapter seeks the renewal:

- (a) a written report outlining the progress made by the Chapter in the previous year, including proof of worthwhile activity; and
- (b) a financial report for the Chapter and its activities for the previous year.

The board shall make a decision on whether to provide financial support for the following year based on its assessment of the report and a comparison of the activities of all Chapters. A decision shall be granted no later than the date of the annual general meeting. Failure to comply with the steps outlined above may result in full or partial loss of financial support for the respective calendar year.

If a Chapter fails to submit financial and progress reports for two consecutive years, it shall be designated as a probationary Chapter. Failure to submit such a report for a third year will result in the closure of the Chapter and audit of the officers and Chapter activities.

11.3 Termination

If a Chapter wishes to cease its activity, it must submit in writing, at least sixty (60) days prior to termination, a letter of intent, accompanied with a financial report and reasons outlining the need for termination of the Chapter.

The board of directors may vote to close a Chapter at any time by special resolution. All remaining funds from the Chapter shall be returned to the Corporation. If the financial report is not deemed to be adequate by the board at its sole discretion, the Corporation will initiate an audit of the officers and the Chapter. A decision regarding the acknowledgement of closure of the Chapter shall be sent to the president of the Chapter from the President.

SECTION 12 - NOTICES

12.1 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 auditor 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 sent by the Corporation in accordance with the Act;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (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, member of a committee of the board or the auditor 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. 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 or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.2 Omissions and Errors in Giving Notice

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or the auditor, or the non-receipt of any notice by any such person where

the Corporation has provided notice in accordance with this by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

SECTION 13 - AUDITORS

13.1 Auditors

The members shall at each annual meeting appoint a public accountant to audit the accounts of the Corporation for reporting to the members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the auditor shall be fixed by the Active Members at the annual meeting or by the board if not previously determined by the Active Members.

Upon completion of the review or audit engagement, the public accountant shall report in the prescribed manner on the financial statements required by this Act to be placed before the Active Members, except any financial statements or part of those statements that relate to the period referred to in Section 172(1)(a)(ii) of the Act.

13.2 Audit Committee

Should the Corporation appoint an audit committee, the committee shall be composed of not less than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates.

SECTION 14 - DISPUTE RESOLUTION

14.1 Mediation and Arbitration

Except for disciplining of members, which is governed by Section 3.4 of this by-law, disputes or controversies among members, directors, officers, committee members, employees or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 14.2 of this by-law.

14.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members, employees or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) the dispute or controversy first shall be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of

the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;

- (b) the number of mediators may be reduced from three to one or two upon agreement of the parties; and
- (c) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall 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. The parties agree that 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.

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 arbitrators.

SECTION 15 - BY-LAW, RULES AND REGULATIONS

15.1 By-law and Effective Date

Subject to the articles, the majority of the board of directors may, by resolution, make, amend or repeal any by-law that regulates the activities and affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution of two-thirds (2/3) of the membership. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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

15.2 Rules and Regulations

The board may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in these by-laws as may be deemed expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

SECTION 16 - REPEAL

16.1 Repeal

Upon this by-law coming into force, the by-law of the Corporation dated June 6, 2014 is hereby repealed. However, such repeal shall not affect the previous operation of such by-law 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 such by-law prior to such repeal. All officers and persons acting under such repealed by-law shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or board with continuing effect passed under such repealed by-law shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law.

APPROVED by the directors of the Corporation on _____, 2014 and confirmed, without variation, by the members on _____, 2014.

_____- Director

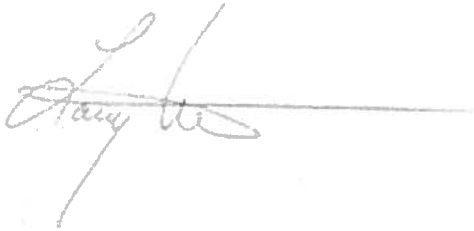
_____- Director

SECTION 16 - REPEAL

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Upon this by-law coming into force, the by-law of the Corporation dated June 6, 2014 is hereby repealed. However, such repeal shall not affect the previous operation of such by-law 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 such by-law prior to such repeal. All officers and persons acting under such repealed by-law shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or board with continuing effect passed under such repealed by-law shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law.

APPROVED by the directors of the Corporation on June 6th, 2014 and confirmed, without variation, by the members on June 6th, 2014.



Larry D Unsworth - President



Isabelle Catelas - President-Elect