

BY-LAW NUMBER 1

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

CANADIAN AIDS TREATMENT INFORMATION EXCHANGE / RÉSEAU CANADIEN D'INFO-TRAITEMENTS SIDA (the Corporation)

1. GENERAL

1.1 Definitions

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

- (a) **Indigenous Member** means a member of the Corporation that is either an individual who self-identifies as Indigenous, or is a not-for-profit organization, association or institution, incorporated or unincorporated, whose primary mandate is to address the needs of Indigenous people, and where individuals who self-identify as Indigenous comprise a majority of the governing body.
- (b) **Act** means the *Canada Not-for-profit Corporations Act* S.D. 2009, c.23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;
- (c) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **Board** means the board of directors of the Corporation and **director** means a member of the board;
- (e) **By-law** means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) **individual member** means a member of the Corporation who is an individual;
- (g) **meeting of members** includes an annual meeting of members or a special meeting of members;
- (h) **ordinary resolution** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (i) **ordinarily resident** means for an organizational member the location of the organization's head office.
- (j) **organizational member** means a member of the Corporation that is a not-for-profit organization, association or institution, incorporated or unincorporated;
- (k) **proposal** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the *Act*;

- (l) **Regulations** means the regulations made under the *Act*, as amended, restated or in effect from time to time;
- (m) **representative** means the individual authorized by an organizational member to act on its behalf in conducting the business of the Corporation;
- (n) **special meeting of members** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (o) **special resolution** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 Interpretation

- (a) 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.
- (b) Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.
- (c) Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

1.3 Execution of Documents

Documents and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular Document or other instrument in writing or type of Document or other instrument in writing shall be executed. 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.

1.4 Financial Year End

Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be the last day of March in each year.

1.5 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union 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 by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

1.6 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2. MEMBERSHIP

2.1 Membership Qualifications

Membership in the Corporation shall be available to individuals and non-for-profit organizations, associations, and institutions (incorporated or unincorporated) interested in furthering the Corporation's purposes and who have applied for and been accepted into the membership of the Corporation in any such manner as may be determined by the Board.

2.2 Organizational Member's Authorized Representative

Each organizational member shall communicate the name of its authorized representative to the head office of the Corporation prior to each meeting of members, and at any time when a change in representative occurs.

2.3 Membership Classes

Subject to the Articles, there shall be six classes of members in the Corporation. All classes are entitled to vote for directors seeking to be elected as "at large" directors.

- (a) **Class A Members**, also known in these by-laws as **Pacific Region Members**, consisting of members ordinarily resident in British Columbia or the Yukon Territory.

Subject to the *Act* or these By-laws, Class A Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class A Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class A members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (b) **Class B Members**, also known as **Western Region Members**, consisting of members ordinarily resident in Alberta, Saskatchewan, Manitoba, or the Northwest Territories.

Subject to the *Act* or these By-laws, Class B Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class B Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class B members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (c) **Class C Members**, also known as **Ontario and Nunavut Region Members**, consisting of members ordinarily resident in Ontario or Nunavut.

Subject to the *Act* or these By-laws, the Class C Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class C Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class C members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (d) **Class D Members**, also known as **Quebec Region Members**, consisting of members ordinarily resident in Quebec.

Subject to the *Act* or these By-laws, Class D Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class D Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class D members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (e) **Class E Members**, also known as **Atlantic Region Members**, consisting of members ordinarily resident in New Brunswick, Nova Scotia, Prince Edward Island, or Newfoundland and Labrador.

Subject to the *Act* or these By-laws, Class E Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class E Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class E members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (f) **Class F Members**, also known as **Indigenous Members**, consisting of members ordinarily resident anywhere in Canada.

Subject to the *Act* or these By-laws, Class F Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class F Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class F members have the right to vote nominate candidates for and in elections for directors standing for election for their class.

3. **MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

3.1 **Membership Dues**

There shall be no dues payable by members for membership in the Corporation.

3.2 **Termination of Membership**

A membership in the Corporation is transferable only to the Corporation and, in addition to any other provision in this By-law providing for ceasing to be a member in the Corporation, is terminated and automatically lapses when one of the following events occurs:

- (a) the member dies or in the case of member that is a corporation or unincorporated organization, the corporation or unincorporated organization is liquidated or dissolved under the *Act*,
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (c) the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with section 3.3 below or is otherwise terminated in accordance with the Articles or By-laws; or
- (e) 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.

3.3 Suspension and Discipline of Members

The Board, by special resolution duly passed, shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written 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 purpose of the Corporation.

In the event that the Board determines that a member should be disciplined, expelled or suspended from membership in the Corporation, the secretary, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice of the proposed discipline, suspension or expulsion to the member and shall provide reasons for the proposed discipline, suspension or expulsion. The member may make written submissions to the secretary, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period.

In the event that no written submissions are received by the secretary, the secretary, or such other officer as may be designated by the Board, may proceed to notify the member that the member is disciplined, suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) 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.

4. **MEETING OF MEMBERS**

4.1 **Annual and Special Meetings of Members**

- (a) The annual meeting of the members shall be held within six months after each fiscal year end, or at such time as the Board shall specify, at the head office of the Corporation or such other place in Canada as may be determined by the Board, at a time and date determined by the Board for the purpose of:
- (i) hearing and receiving the reports and statements required by the *Act* to be read at and laid before the Corporation at an annual meeting of the members;
 - (ii) electing the directors, as applicable;
 - (iii) appointing the auditor and fixing or authorizing the Board to fix the remuneration of the auditor; and
 - (iv) for the transaction of any other business properly brought before the meeting.
- (b) The Board may at any time call a special general meeting of members for the transaction of any business, the notice of calling of which shall include sufficient information to permit a member to make reasoned decision.

4.2 **Cost of Publishing Proposals for Annual Members' Meetings**

The member who submits a proposal for consideration at a meeting of members 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 board or of the members present at the meeting.

4.3 **Requisitioned Meeting**

The Board shall call a meeting of members in accordance with Section 167 of the *Act*, on written requisition of members carrying not less than 3% of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within Canada determined by the Board.

4.4 **Notice of Meeting of Members**

Notice of the date, time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
or

- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.5 Persons Entitled to be Present

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the *Act*, articles and by-laws are entitled to cast a vote at the meeting.

4.6 Chair of the Meeting

The Chair of the Board will chair the meeting of members. In the event that the Chair and the Vice-Chair are absent, the directors who are present and entitled to vote at the meeting shall choose one from their number to chair the meeting.

4.7 Quorum

Quorum for the transaction of business at any meeting of members shall consist of not fewer than twenty-five members who are not employees of the Corporation.

4.8 Votes to Govern

At any meeting of 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.

4.9 Show of Hands

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and 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. The chair shall not vote except in the case of a tie, when he or she shall have the right to exercise a casting vote.

4.10 Participation by Electronic Means at Meetings of Members

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.

4.11 Meeting of Members Held Entirely by Electronic Means

If the Board or the members of the Corporation who are entitled to vote call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall 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.

4.12 Absentee Voting – Mail-in Ballot or Electronic Voting

Pursuant to section 171(1) of the Act, for the purposes of the election of directors only, a member that is entitled to vote at general meeting of members may vote by mail in ballot or by means of a telephonic, electronic, or other communication facility. For this purpose, the Corporation shall have a system that

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 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 this method of voting by members not in attendance at a meeting of members.

4.13 Absentee Voting – Proxies

Pursuant to section 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting of members in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting of members in respect of which it is given or at a continuation of that meeting of members after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument signed by the member or by its or his or her agent;
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the commencement of the meeting of the members, or the day of the continuation of that meeting after an adjournment of that meeting of the members, at which the proxy is to be used, or
 - (ii) with the person presiding as chair of a meeting of the members on the day that the meeting of the members is convened or the day of the continuation of the meeting of the members after an adjournment of that meeting of the members;
- (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 and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting of members by way of a show of hands;

- (d) if a form of proxy is created by a person other than the member, the form of proxy shall:
- (i) indicate, in bold-face type,
 1. the meeting of members at which it is to be used,
 2. 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 of members, and
 3. instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature of the member and of any other person required to sign the proxy,
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) 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 the meeting of the members, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted for or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) 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 sub-subparagraph (iv) or (v) of this subparagraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) 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 sub-subparagraph (d)(iv) or (d)(v) of this sub-section 4.13(d), 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;
- (f) 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; and
- (g) 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 a meeting of the

members or other matters that may properly come before the meeting of the members must contain a specific statement to that effect.

- (h) No one may hold more than two proxies.

Pursuant to section 197(1) of the *Act*, a special resolution of the Members entitled to vote is required to make any amendment to the By-laws of the Corporation to change this method of voting by Members.

4.14 Participation and Communication in Both Official Languages

The Corporation shall provide the technological and/or other supports necessary to allow participants at all meetings of members to communicate in either English or French.

5. DIRECTORS

5.1 Qualifications

A director must be an individual member, at least 18 years of age, with the power to contract at law.

5.2 Composition of the Board

The affairs of the Corporation shall be managed by a Board composed of 15 directors as follows:

- (a) two directors from each of the Pacific, Western, Ontario and Nunavut, Quebec and Atlantic Regional classes, for a total of ten regional directors; one director from each regional class must be a person living with HIV/AIDS;
- (b) one Indigenous director; and
- (c) four at-large directors;

such that persons living with HIV/AIDS must comprise a majority of the board, and at least one director must be a person having experience living with the hepatitis-C virus.

5.3 Nominations

Subject to the Regulations under the *Act*, a nomination for the election of directors shall be submitted in the form prescribed by the Board, and signed by the nominee and another member entitled to vote for the position for which the nomination is being submitted.

Nominations must be received at the registered office of the Corporation at least 60 days before the annual meeting of members or another meeting of members called for the purpose of electing directors.

5.4 Term and Election

Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. The election of directors shall be staggered, such that the term of office of one regional director from each region and two at-large directors shall expire each year. Directors may not be elected or appointed for more than four consecutive terms, if otherwise qualified.

Directors shall be elected by secret preferential ballot.

5.5 Vacancy in Office

Despite any other provision in this By-law, the office of a director shall be automatically vacated, and the individual holding the office of director shall automatically cease to be a director of the Corporation, upon and subject to the following:

- (a) if the director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- (b) if the director is found by a court to be incapable;
- (c) if the director becomes bankrupt or suspends payment or compounds with his/her creditors;
- (d) if at a special general meeting of members an ordinary resolution is passed that he be removed from office; or
- (e) on death of the Director.

If any vacancy occurs for the “at large” directors, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director’s term.

Where the vacancy occurs for a director elected by a class of members who have an exclusive right to elect one or more directors, the vacancy shall be filled only by a vote of the members of that class, for the balance of the former director’s term.

6. POWERS AND DUTIES OF THE BOARD

- 6.1** Subject to the *Act* and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation, and in connection with the management and operation of the Corporation, the Board may prescribe such rules and regulations not inconsistent with the By-laws of the Corporation it deems expedient.
- 6.2** The directors of the Corporation 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 by its charter or otherwise authorized to exercise and do.
- 6.3** The directors shall have power to authorize expenditures on behalf of the Corporation.
- 6.4** The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 6.5** The Board is hereby authorized, from time to time:
 - a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at

such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- 6.6 The Board shall take such steps as they 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 purposes of the Corporation.
- 6.7 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.
- 6.8 Remuneration for all officers, agents and committee members, if any, shall be fixed by the Board by ordinary resolution.

7. INDEMNITIES TO DIRECTORS AND OTHERS

7.1 Indemnities

Subject to the limitations contained in the *Act*, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the Corporation and his or her heirs, executors, administrators, or other legal personal representative and his or her estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation from and 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 provided the individual to be, indemnified:

- (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.

7.2 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 7.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 7.1.

7.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 7.1 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.

8. MEETINGS OF DIRECTORS

8.1 Calling of Meetings

Meetings of the Board may be called by the chair, the vice-chair or any two directors at any time.

8.2 Notice of Meeting

Notice of the date, time and place for the holding of a meeting of the Board shall be given by written notice to every director. Notice by mail shall be sent at least 14 days prior to the meeting. Written notice by any other means shall be given on 48 hours' notice.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the date, time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the *Act* that is to be dealt with at the meeting.

8.3 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

8.4 Regular Meetings

There shall be at least one meeting per year of the Board.

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 subsection 136(3) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

8.5 Chair of Meeting

In the event that the chair and the vice-chair of the Corporation are absent, the directors who are present shall choose one from their numbers to chair the meeting of the Board.

8.6 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question is lost.

8.7 Quorum

Quorum for the transaction of business of any meetings of the Board shall consist of a majority of directors then in office. 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 by or under the By-laws of the Corporation. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority vote of those present.

8.8 Participating in Directors Meetings by Electronic Means

A director may, in accordance with the Regulations, if any, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

9. OFFICERS

9.1 Power to Designate and Fill Offices

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, 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.

9.2 Description of Officers

Unless otherwise specified by the Board, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by resolution designate other officers of the Corporation:

- (a) Chair -- The Chair, shall, when present, preside at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair -- The Vice-Chair shall, in the absence or inability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him or her by the Board.

- (c) Secretary -- The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall have such other duties and powers as the board may specify.
- (d) Treasurer – The treasurer shall be responsible for ensuring the custody of the funds and securities of the Corporation, the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

He or she shall be responsible for the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board.

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

9.3 Vacancy in Office

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

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

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

10. 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board.

11. **NOTICE**

11.1 **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 or member of a committee of the Board or to 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 sent by the Corporation in accordance with sections 128 (Notice of directors) or 134 (Notice of change of directors); 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 Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.2 **Invalidity of any provisions 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.

11.3 **Omissions and Errors**

The accidental omission to give any notice to any members, 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.

12. PASSAGE, AMENDMENT, REPEAL OF BY-LAWS

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members in accordance with the *Act*, and Articles. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

13. EFFECTIVE DATE

This By-law shall come into force and effect on the date that the Corporation is continued under the *Act*.

14. REPEAL OF PRIOR BY-LAWS

All prior by-laws of the Corporation shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any action taken under the authority or pursuant to the prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Corporation shall invalidate any past act of any director, officer, member or other person, including without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date when it comes in force and effect, without in any way affecting any resolution duly passed or any act done, or any right, existing, acquired, established, accruing or accrued under any prior By-law of the Corporation.

Only the English By-Laws were amended and approved at the Annual Meeting of Members on October 8, 2021