

AMENDED AND RESTATED BY-LAW 2

**A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE ACTIVITIES AND AFFAIRS OF
THE ARTHRITIS SOCIETY – LA SOCIÉTÉ D'ARTHRITE,
A SOCIETY SUBJECT TO THE
*CANADA NOT-FOR-PROFIT CORPORATIONS ACT***



TABLE OF CONTENTS

SECTION 1 – INTERPRETATION.....	1
1.1 Definitions.....	1
1.2 Headings and References	2
SECTION 2 - BOARD - ELECTION AND MEETINGS.....	3
2.1 Qualification of Directors.....	3
2.2 Number of Directors.....	3
2.3 Election of Directors	3
2.4 Term of Office of Directors	3
2.5 Filling Vacancies.....	4
2.6 Re-Election.....	4
2.7 Ceasing to Hold Office.....	4
2.8 Removal of Directors	4
2.9 Powers	5
2.10 Calling of Meetings.....	5
2.11 Number of Meetings, In Camera Sessions	5
2.12 Meeting by Telephone or Electronic Means	5
2.13 Quorum.....	6
2.14 Notice of Meeting.....	6
2.15 No Notice of Meeting Required	6
2.16 Waiver of Notice	6
2.17 Voting.....	6
2.18 Chair	6
2.19 Annual Financial Statements.....	6
2.20 Resolution in Lieu of Meeting	7
SECTION 3 - BUSINESS OF THE SOCIETY	7
3.1 Registered Office.....	7
3.2 Corporate Seal	7
3.3 Financial Year	7
3.4 Finances.....	7
3.5 Utilization and Distribution of Property.....	7
3.6 Acquisition and Improvement of Real Property	8
3.7 Real Property.....	8

3.8	Investment	8
3.9	Remuneration and Expenses	8
3.10	Interest of Directors In Contracts	8
3.11	Conflict of Interest and Disclosure.....	8
3.12	Banking Arrangements.....	8
3.13	Voting Shares and Securities in Other Companies	9
3.14	Execution of Instruments	9
SECTION 4 - COMMITTEES OF THE BOARD		10
4.1	Audit and Finance Committee.....	10
4.2	Governance and Nominating Committee.....	12
4.3	Other Committees and Task Forces	13
4.4	Committee Procedure.....	13
4.5	Remuneration	13
4.6	Removal	13
4.7	Minutes and Proceedings	13
SECTION 5 - OFFICERS.....		13
5.1	Officers.....	13
5.2	Further Officers	14
5.3	Term of Office.....	14
5.4	Chair and Vice-Chair	14
5.5	President & Chief Executive Officer (CEO).....	14
5.6	Treasurer.....	14
5.7	National Honorary Solicitor	15
5.8	Re-Appointment of Officers.....	15
5.9	Agents and Attorneys	15
SECTION 6 - MEMBERS.....		15
6.1	Membership Conditions	15
6.2	Termination of Membership.....	15
6.3	Non-Transferability of Membership	16
SECTION 7 - MEETINGS OF MEMBERS		16
7.1	Annual Meeting.....	16
7.2	Members Calling a Members' Meeting	16
7.3	Meeting Held by Electronic Means.....	16
7.4	Special General Meeting	17

7.5	Notice of Meeting of Members	17
7.6	Waiver of Notice	18
7.7	Chair	18
7.8	Quorum.....	18
7.9	Right of Vote.....	18
7.10	Voting.....	18
7.11	Polls.....	19
7.12	Votes to Govern	19
7.13	Absentee Voting at Members’ Meetings.....	19
7.14	Time for Deposit of Proxies.....	21
7.15	Adjournment.....	21
7.16	Resolutions in Lieu of Meeting.....	21
SECTION 8 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS		22
8.1	Indemnity of Directors and Officers	22
8.2	Protection of Directors and Officers	22
8.3	Indemnities	22
SECTION 9 - NOTICES		23
9.1	Method of Giving Notices.....	23
9.2	Signature to Notices	23
9.3	Computation of Time	24
9.4	Proof of Service.....	24
9.5	Omissions and Errors	24
SECTION 10 - DISPUTE RESOLUTION.....		24
10.1	Dispute Resolution Mechanism	24
SECTION 11 – GOVERNANCE POLICY MANUAL		25
11.1	Governance Policy Manual	25
SECTION 12 – AMENDMENT.....		25
12.1	Amendment	25
SECTION 13 - REPEAL		25

AMENDED AND RESTATED 2

A CORPORATION SUBJECT TO THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*

BE IT ENACTED as a By-law of THE ARTHRITIS SOCIETY – LA SOCIÉTÉ D'ARTHRITE (the “**Society**”) as follows:

SECTION 1 – INTERPRETATION

1.1 Definitions

In this By-law of the Society, unless the context otherwise requires:

- (a) **Act** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time;
- (b) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (c) **appoint** includes “elect” and vice versa;
- (d) **Audit and Finance Committee** means the committee of the Board established pursuant to paragraph 4.1
- (e) **By-laws** means this By-law and all other by-laws of the Society as amended from time to time in force and effect;
- (f) **Director** means an individual who has been validly elected as a member of the Board;
- (g) **Governance and Nominating Committee** means the committee of the Board established pursuant to paragraph 4.2;
- (h) **Governance Policy Manual** means a manual established by the Board, and amended from time to time, to guide the governance activities of the Society and which includes the Operating Principles;
- (i) **meeting of members** means an annual meeting of members and a special meeting of members;
- (j) **member** means only a member of the Society as described in paragraph 6.1;

- (k) ***non-business day*** means an Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as may be amended, restated or in effect from time to time;
- (l) ***Board*** means the Board of Directors of the Society and composed as set out in paragraph 2.2;
- (m) ***National Office*** means the head office of the Society;
- (n) ***National Operations*** means research, services and programs administered centrally by the National Office;
- (o) ***Operating Principles*** means the operating principles of the Society as established by the Board from time to time, which Operating Principles form part of the Governance Policy Manual;
- (p) ***recorded address*** means,
 - (i) in the case of a member, his or her address as recorded in the register of members;
 - (ii) in the case of an officer, auditor, member of a committee, his or her address as recorded in the records of the Society and where no address is so recorded, then the last address of such person known to the President & CEO of the Society; and
 - (iii) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.
- (q) ***Signing officer*** means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by paragraph 3.14.
- (r) ***Treasurer*** shall mean the person holding the office of Chair of the Audit and Finance Committee.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein or in any resolution of the members, the Board or of any committee of the Board.

1.2 Headings and References

References to paragraphs and sections are to paragraphs and sections of this By-law; words importing the singular include the plural and vice versa; words in one gender include all genders; words importing persons include individuals, bodies corporate, partnerships, trusts, unincorporated organizations, associations and governmental bodies, and “**including**” means including, without limitation.

SECTION 2- BOARD - ELECTION AND MEETINGS

2.1 Qualification of Directors

No paid staff member of the Society shall be elected or appointed as a Director.

2.2 Number of Directors

- (a) **Board of Directors**: Subject to the Articles, the Board shall consist of a minimum of three (3) and a maximum of twenty-two (22) Directors.
- (b) **Observers**: The following Persons shall have a standing invitation to attend Board Meetings, provided they shall not be a member or have voting privileges and further provided that such standing invitation may be revoked by the Chair at any time for any or all of these Persons:
 - (i) If not elected a Director, the **Immediate Past Chair**;
 - (ii) The **President & CEO**; and
 - (iii) The **National Honorary Solicitor**.

2.3 Election of Directors

Subject to paragraph 2.2, the Directors shall be elected by the members at the first meeting of members after the effective date of this By-law. Candidates for the office of Director shall be nominated by the Governance and Nominating Committee established pursuant to paragraph 4.2. To be elected as a Director, each candidate must receive a majority, at least fifty-one percent (51%), of the eligible number of votes.

2.4 Term of Office of Directors

- (a) The term of office of a Director shall be from the date of the meeting at which he or she is elected for a period of up to three (3) years (such period to be determined at the time of election) or until his or her successor is elected.
- (b) The election of Directors shall be by resolution, or if demanded by a member or a proxyholder, by ballot.
- (c) If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.
- (d) An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected to hold office as a Director unless:
 - (i) he or she was present at the meeting when the election took place and he or she did not refuse to hold office as a Director; or

- (ii) he or she was not present at the meeting when the election took place, and either:
 - (A) he or she consented to hold office as a Director in writing before the election or within 10 days after it; or
 - (B) he or she has acted as a Director pursuant to the election.

2.5 Filling Vacancies

- (a) Subject to the Act, a quorum of the Board may fill a vacancy, except for a vacancy resulting from:
 - (i) an increase in the number or minimum number of Directors; or
 - (ii) a failure of the members to elect the number or minimum number of Directors provided for in the Articles.

2.6 Re-Election

Except as provided below, all Directors shall be eligible for re-election.

No Director may have a period of continuous service as a director of greater than nine (9) years. Where, however, a Director is elected as the Chair of the Board, such director shall be eligible for re-election as a Director for a period of time (up to three (3) full additional years) sufficient for him or her to complete the term in that office, and one (1) additional year in the office of Immediate Past Chair, subject to the concurrence of the Board.

2.7 Ceasing to Hold Office

A Director ceases to hold office when:

- (a) his or her written resignation is received by the Society or, if a time is specified in such resignation, at the time so specified, whichever is later;
- (b) he or she is removed from office by the members; or
- (c) he or she ceases to be qualified for election as a Director.

2.8 Removal of Directors

Subject to the Act, the members may, at an annual or special meeting of the members to which 2/3 of the members are present at such meeting, pass an ordinary resolution to remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which, it may be filled by the Board.

2.9 Powers

The Board shall have full power and authority to manage and control the affairs of the Society and to formulate its policies and, for greater certainty, but not so as to restrict the generality of the purposes of the Society as enumerated in the Articles, shall:

- (a) appoint the officers of the Society;
- (b) have the power to enact, repeal or amend by-laws and, subject to the Act, any such enactment, repeal or amendment shall be effective from the date thereof if it is confirmed with or without variation at a special general meeting of the members duly called for that purpose or at the next annual meeting of the members, whichever is held first;
- (c) have the power to establish, and amend from time to time without a general meeting of the members, a Governance Policy Manual which sets out in some detail the roles and responsibilities of the Boards and committees and their members and officers, as well as the governance processes to be followed by the Society; and
- (d) have the power to establish, and amend from time to time without a general meeting of the members, Rules of Operation that define the operating policies and practices of the Society.

2.10 Calling of Meetings

Meetings of the Board may be held at such time and at such place as may be formally called by the Chair or any three (3) Directors.

2.11 Number of Meetings, In Camera Sessions

The Board shall meet at least four times per year, with one of the four meetings being held at the annual meeting of members. Meetings of the Board may, at the option of the Chair or any three (3) Directors be closed, meaning that no persons other than members of the Board may be present at the meeting. The Board shall, if determined necessary at any time and from time to time by the Chair or any three (3) Directors, hold an in-camera session at any meeting of the Board without the presence of any member of management.

2.12 Meeting by Telephone or Electronic Means

The Directors may participate in a meeting of the Board or of a committee of the Board by means of teleconference, electronic or other communication facility that permits each Director to communicate adequately with each other, provided that each director consents to the meeting being held by the specific means of teleconference, electronic or other communication proposed for the meeting.

2.13 Quorum

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

2.14 Notice of Meeting

Notice of any meeting of the Board shall be given to each Director in the manner provided by Section 9 not less than 7 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present thereat.

2.15 No Notice of Meeting Required

- (a) For the first meeting of the Board held immediately following the election of Directors at any meeting of the members or for a meeting of the Board at which a Director is elected to fill a vacancy in the Board, no notice of such meeting shall be necessary to a newly elected Director in order legally to constitute the meeting, if a quorum of the Directors is present.
- (b) 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 shall specify any matter referred to in subsection 138(2) (Limitations on Authority) of the Act that is to be dealt with at the meeting.

2.16 Waiver of Notice

A Director may in any manner or at any time waive notice of or otherwise consent to a Board meeting. Attendance of a Director at a Board meeting shall constitute a waiver of notice of that meeting except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

2.17 Voting

Except as otherwise provided in this By-Law, all questions at meetings of the Board shall be decided by a majority of the votes cast except that a resolution to enact, repeal or amend any by-law shall require a two-thirds (2/3) vote. Each Director shall have one vote.

2.18 Chair

The Chair or, in his or her absence, the Vice-Chair, shall be the chair of any meeting of the Board. If no such officer is present within 15 minutes from the time fixed for holding such meeting, the Directors present shall choose one of their number to be chair of such meeting.

2.19 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, to the members, publish a notice to its members stating that the annual financial statements and

documents provided in such subsection 172(1) are available at the registered office of the Society and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.20 Resolution in Lieu of Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.

SECTION 3 - BUSINESS OF THE SOCIETY

3.1 Registered Office

The registered office of the Society shall be in the province or territory within Canada specified in its Articles from time to time and at such location therein as the Board may from time to time determine.

3.2 Corporate Seal

The Society 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 President and CEO of the Society shall be the custodian of the corporate seal.

3.3 Financial Year

The Board may, by resolution, fix the financial year end of the Society and may from time to time, by resolution, change the financial year end of the Society.

3.4 Finances

All property of every nature and kind both real and personal (including, without limitation, cash, debentures, bonds, stock or other securities) and every estate or interest therein coming into the custody of the Society arising from any source including, without limitation, donations (whether arising from fund-raising campaigns or otherwise), legacies, bequests and other testamentary gifts, shall be subject to the control of the Board to be utilized in such a manner as is most desirable and necessary for the carrying out of the objects of the Society, except where any such property is subject to a trust or other condition requiring it to be otherwise controlled. When any such property is subject to a trust or other condition, the terms of which are unacceptable to the Board, acceptance thereof may be refused by the Board. Any property of the Society acquired by it by gift, whether testamentary or other may be retained in the form in which it was when acquired, whether or not it is in the form of an investment authorized by law for trustees.

3.5 Utilization and Distribution of Property

The Board may from time to time by resolution establish policies governing the utilization and distribution of property referred to in paragraph 3.4 (but subject to any trust or condition attaching thereto) coming into the custody of the Society.

3.6 Acquisition and Improvement of Real Property

No real property shall be purchased or improved except with the approval of the Board.

3.7 Real Property

No real property may be sold, mortgaged or otherwise encumbered without the prior approval of the Board.

3.8 Investment

Subject to paragraph 3.4, the investment of funds not immediately required for the operations of the Society shall not be limited to investments authorized by law for trustees but may be any investments which are considered to be to the advantage of the Society, and no employee, officer or Director of the Society shall be liable for any loss that may happen to the Society in connection with any such investments made by them in good faith and in accordance with the investment policies of the Society as approved by the Board from time to time.

3.9 Remuneration and Expenses

The Directors shall serve as such 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 paid reasonable expenses incurred in the performance of his or her duties. Any remuneration paid to officers of the Society shall be reasonable.

3.10 Interest of Directors In Contracts

No Director shall be disqualified by his or her office from contracting with the Society nor shall any contract or arrangement entered into by or on behalf of the Society with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Society for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

3.11 Conflict of Interest and Disclosure

Every Director shall observe the conflict of interest and code of conduct policies adopted by the Society from time to time. A Director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Society shall disclose in writing to the Society, or request to have entered in the minutes of the Board meeting, the nature and extent of his or her interest at the time and in the manner provided by the Act. Such a Director shall not vote on any resolution to approve the same except as provided by the Act.

3.12 Banking Arrangements

All of the banking business of the Society shall be transacted with such bank or trust company as the Board may from time to time determine by resolution.

All such banking business, or any part thereof, shall be transacted on the Society's behalf by such officers and/or other persons as the Board may from time to time determine by resolution. Such delegation by the Board of Directors of authority shall establish appropriate levels of expenditure for those officers and others.

3.13 Voting Shares and Securities in Other Companies

All of the shares or other securities carrying voting rights of any other company or companies held from time to time by the Society may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company and in such manner and by such person as the Board may from time to time determine; in the absence of any such determination, the signing officers of the Society may also from time to time execute and deliver on behalf of the Society proxies in favour of such names as they determine without the necessity of a resolution or other action by the Board.

3.14 Execution of Instruments

Except as otherwise specified from time to time by resolution of the Board, contracts, obligations, documents or instruments in writing shall be signed on behalf of the Society:

- (a) to a monetary limit of \$200,000 or such other limit as may be approved by resolution of the Board of Directors from time to time, that is contractual and related matters involving commitments and undertakings of the Society of not more than \$200,000 or such other limit as may be approved by resolution of the Board from time to time, by the President & CEO, acting alone; and
- (b) to a monetary limit in excess of \$200,000, or such other limit as may be approved by resolution of the Board from time to time that is, contractual and related matters involving commitments and undertakings of the Society of more than \$200,000, or such other limit as may be approved by resolution of the Board from time to time by any two of the Chair, a Vice-Chair or Treasurer or by any one of the foregoing plus the President and CEO, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

In addition, the Board shall from time to time authorize by resolution any other person or persons to sign any particular contracts, documents or instruments in writing.

Copies of all material contracts executed by the Society shall be held on file at the National Office of the Society.

The seal of the Society may when required be affixed to contracts, documents and instruments in writing signed as aforesaid.

The term "contracts, documents or instruments in writing" as used in this by-law includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the

payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, rights, warrants or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the President and CEO shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign (under the corporate seal of the Society or otherwise) and deliver all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Notwithstanding the foregoing, any document relating to a bequest made to the Society may be signed by the Chief Financial Officer of the Society or by any other person authorized by resolution of the Board to transact banking business of the Society.

Any officer or Director may sign certificates and similar instruments on the Society's behalf with respect to any factual matters relating to the Society's activities and affairs, including certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Society. Any signing officer may affix the corporate seal to any instrument requiring the same.

The signature of any person authorized to sign on behalf of the Society may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

SECTION 4 - COMMITTEES OF THE BOARD

4.1 Audit and Finance Committee

(1) Composition of Audit and Finance Committee:

The Board shall have an Audit and Finance Committee consisting of :

- (a) the Treasurer or, in the event of his or her refusal or inability to act, a Director appointed by the Chair who shall serve as Chair, and;
- (b) not more than five (5) members selected by the Board from among the remaining Directors.

The term of a committee member holding one of the aforementioned offices shall be from the date upon which he is elected or appointed to the office automatically entitling him to become a committee member until the date he ceases to hold such office, but in the normal course, from the annual general meeting for a period of one year. The Treasurer may, considering the purpose of any meeting, invite appropriate committee chairs, staff or other person or persons to join the Audit and Finance Committee for a particular meeting.

(2) Special Invitees to the Audit and Finance Committee

The Chair of the Audit and Finance Committee may, from time to time, invite one or more individuals who are not Directors to participate in meetings of the Audit & Finance Committee to provide specialized expertise in any area within the mandate of the Audit and Finance Committee, including, without limitation, in the areas of investment strategy, the engagement of investment advisors and the overall management of the investment of the assets of the Society. Any such invitees will not be considered formal members of the Audit and Finance Committee nor shall they have the right to vote on any matters that are considered by the Audit and Finance Committee at any meeting in which they participate. Each such invitee will, from time to time, be provided with notices of the meetings to which they are invited, meeting agendas and background materials for such meetings as determined appropriate by the Chair of the Audit and Finance Committee in their sole discretion.

(3) Mandate of the Audit and Finance Committee

The roles and responsibilities of the Audit and Finance Committee, and of the individual members of that committee, shall be as described in the Governance Policy Manual.

(4) Calling of Meetings

A meeting of the Audit and Finance Committee may be called by the Treasurer.

(5) Notice of Meeting

Notice of any meeting of the Audit and Finance Committee shall be given to each committee member in the manner provided by Section 9 not less than 7 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present thereat.

(6) Waiver of Notice

A member of the Audit and Finance Committee may in any manner or at any time waive notice of or otherwise consent to a committee meeting being held. Attendance of a committee member at a committee meeting shall constitute a waiver of notice of that meeting except where a committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

(7) Quorum

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the Audit and Finance Committee.

(8) Voting

All questions at meetings of the Audit and Finance Committee shall be decided by a majority of the votes cast. Each committee member shall have one vote.

4.2 Governance and Nominating Committee

(1) Composition of Governance and Nominating Committee:

The Society shall have a Governance and Nominating Committee composed as follows:

- (a) not more than five (5) members selected from among the Directors of the Society, one of whom shall act as Chair.

The term of a committee member holding one of the aforementioned offices shall be from the date upon which he or she is elected or appointed to the office automatically entitling him or her to become a committee member until the date he or she ceases to hold such office, but in the normal course, from the Annual General Meeting for a period of one year. The Chair may, considering the purpose of any meeting, invite appropriate committee chairs, staff or other person or persons to join the Governance and Nominating Committee for a particular meeting.

(2) Mandate of the Governance and Nominating Committee

The roles and responsibilities of the Governance and Nominating Committee and of the individual members of that Committee, shall be as described in the Governance Policy Manual. In addition, the Governance and Nominating Committee shall provide oversight for the annual performance review of the President & CEO.

(3) Calling of Meetings

A meeting of the Governance and Nominating Committee may be called by the Chair of the Committee.

(4) Notice of Meeting

Notice of any meeting of the Governance and Nominating Committee shall be given to each committee member in the manner provided by Section 9 not less than 7 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present thereat.

(5) Waiver of Notice

A member of the Governance and Nominating Committee may in any manner or at any time waive notice of or otherwise consent to a committee meeting being held. Attendance of a committee member at a committee meeting shall constitute a waiver of notice of that meeting except where a committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

(6) Quorum

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the Governance and Nominating Committee.

(7) Voting

All questions at meetings of the Governance and Nominating Committee shall be decided by a majority of the votes cast. Each committee member shall have one vote.

4.3 Other Committees and Task Forces

The Board may from time to time appoint additional special advisory committees and task forces to hold office during the pleasure of the Board and delegate to any such committee or task force such power and authority as the Board shall deem appropriate. The duties and rules of conduct of any such committee or task force shall be established by the Board.

4.4 Committee Procedure

To the extent not ordered by the Board or required by the by-laws, any committee or council appointed pursuant to this Section 4 shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

4.5 Remuneration

No member of any committee of the Directors shall receive any remuneration for serving as such, but each such member shall be entitled to reasonable expenses incurred in the exercise of his or her duties.

4.6 Removal

Any member of any committee of the Directors may be removed by resolution of the Directors.

4.7 Minutes and Proceedings

The Minutes of the proceedings of any committee established by the Board shall be maintained in a book or books for that purpose, which shall always be available for inspection by any member of the Board. The minutes of each meeting of any such committee or council shall be presented at the following committee or council meeting for approval and confirmed under the signature of the chair of that meeting.

SECTION 5 - OFFICERS

5.1 Officers

At its first meeting following the annual meeting at which it was elected, the Board shall elect a Chair and a Vice-Chair from among the Directors.

The Chair shall be elected for a term of two (2) years. The Vice-Chair shall be elected for a term of one (1) year.

Upon the conclusion of the term of the Chair, he or she shall be designated the Immediate Past Chair, for a period of time subject to paragraph 2.6. Any other officers appointed pursuant to the By-law may but need not be a Director.

5.2 Further Officers

From time to time the Board shall appoint a President & Chief Executive Officer (CEO), Treasurer and a National Honorary Solicitor.

5.3 Term of Office

If any officer appointed pursuant to paragraph 5.1 from among the Directors ceases to be a Director, his or her term of office shall expire. The term of office of any officer shall not expire by reason only of the election of a new Board and failure to re-appoint such officer. In the absence of written agreement to the contrary, the Board may remove at its pleasure any officer of the Society by way of resolution passed by a majority of the Directors present at a meeting of the Board.

5.4 Chair and Vice-Chair

The Chair shall preside at all meetings of the Board and shall exercise general and active supervision over the affairs of the Society and shall exercise such powers and fulfil such duties as the Board may from time to time determine. The Chair shall be a member of all boards and committees of the Society established pursuant to Section 4 as a voting member. During the Chair's absence or his or her inability to act, the powers and duties of the Chair may be exercised and fulfilled by the Vice-Chair.

5.5 President & Chief Executive Officer (CEO)

The President & CEO of the Society shall exercise such powers and fulfill such duties as the Board shall, from time to time determine and shall provide leadership and direction to the activities of the Society to ensure that its policies and programs, are consistent with and contribute effectively to the achievement of the Society's policies.

The President & CEO is accountable to the Board. The Board's sole official connection to the operational organization, its achievements and conduct will be through the President & CEO. The Board provides direction to the President & CEO in accordance with policies established by the Board and subject to direction of the Board. The Board delegates responsibility and concomitant authority to the President & CEO for the operations of the Society.

The President & CEO shall have custody of the corporate seal of the Society (if any).

5.6 Treasurer

The roles and responsibilities of the Treasurer shall be to ensure that:

- (a) full and accurate accounts of the assets, liabilities, surpluses, revenues and expenditures of the Society are kept;
- (b) the systems, practices and processes developed by the Chief Financial Officer (CFO) in the National Office are consistent, compatible and uniformly followed across the Society;
- (c) an annual consolidated budget and year-end financial statements are prepared for consideration by the Audit and Finance Committee;
- (d) all monies and valuable effects are deposited to the credit of the Society or held in safe custody in a bank or a trust company;
- (e) the funds of the Society are expended in accordance with the directions of the Board; and
- (f) the required remissions by the Society are in compliance with the law at all times as described in the Governance Policy Manual.

5.7 National Honorary Solicitor

The duties of the National Honorary Solicitor shall be to give such legal counsel as the Society may require.

5.8 Re-Appointment of Officers

Any officer shall be eligible for re-appointment to the same office except that the Chair and the Vice Chair shall not hold such office for more than two (2) years.

5.9 Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Society, in or out of Canada, with such powers of management or otherwise (including the power to sub delegate) as may be thought fit.

SECTION 6 - MEMBERS

6.1 Membership Conditions

Subject to the Articles, there shall be one class of member of the Society consisting solely of the Directors, who shall automatically become members upon their election or appointment as Directors.

6.2 Termination of Membership

Each member shall cease to be a member upon ceasing to be a Director.

6.3 Non-Transferability of Membership

Membership in the Society shall not be transferable or assignable.

SECTION 7- MEETINGS OF MEMBERS

7.1 Annual Meeting

The annual meeting of the members shall be held at such time as the Board may from time to time determine, provided that it shall be held at least once every calendar year not more than 15 months after the holding of the last preceding annual meeting. The meeting shall be held at any place in Canada as the Board may from time to time determine.

7.2 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

7.3 Meeting Held by Electronic Means

(1) Any person entitled to attend a meeting of members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Society that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting.

(2) Directors who call (but not members who requisition) a meeting of members may determine that:

- (a) the meeting shall be held, in accordance with 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; and
- (b) any vote shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that the Society has made available for that purpose.

(3) Any vote at a meeting of members may be carried out by means of a telephonic, electronic or other communication facility, that permits all participants to communicate adequately with each other during the meeting.

If all the members consent thereto generally or in respect of a particular meeting, whether annual or special general, a member may participate in a meeting of members by means of conference telephone or such other communication facilities as permit all persons participating in the meeting to hear each other. A member participating in such a meeting by such means is deemed to be present at the meeting. At every annual meeting of members, in addition to any

other business that may properly come before the meeting, the following business shall be transacted.

- (c) reports of the Board, the Treasurer and the auditors shall be presented to the members and, if deemed appropriate, confirmed;
- (d) Directors of the Board shall be elected;
- (e) the auditors shall be appointed for the ensuing year and their remuneration shall be fixed by the members or the Board shall be authorized to fix their remuneration.

7.4 Special General Meeting

A special general meeting of members shall be convened by the President and CEO pursuant to a request in writing of the Chair or a request in writing signed by not less than three (3) members of the Society. Any special general meeting shall be held at the National Office or, if called pursuant to a resolution of the Board as aforesaid, it may be held at such place in Canada as the Board may determine. No special business other than that set out in the notice calling the meeting shall be transacted at any special general meeting.

7.5 Notice of Meeting of Members

- (1) No public notice or advertisement of a meeting of members shall be required.
- (2) 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, not less than 14 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, not less than 14 days before the day on which the meeting is to be held.
- (3) Notice of the time and place of each meeting of members shall also be given in the manner provided in Section 9 before the date of the meeting to each Director, as applicable and to any public accountant.
- (4) Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of Directors and reappointment of the incumbent public accountant or fixing or authorizing the Directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:
 - (a) the nature of the business in sufficient detail to permit the members to form a reasoned judgment on it; and

- (b) the text of any special resolution to be submitted to the meeting.

7.6 Waiver of Notice

(1) A meeting of members may be held without notice at any time and place permitted by the Act if:

- (a) all the members entitled to vote at the meeting are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to the meeting being held; and
- (b) the public accountant and the Directors are present or waive notice of or otherwise consent to the meeting being held,

so long as the members, public accountant or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) At a meeting held under paragraph 7.6(1), any business may be transacted which the Society may transact at a meeting of members.

7.7 Chair

The Chair or, in his or her absence, the Vice-Chair shall be the chair of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the members present shall choose one of their numbers to be chair.

7.8 Quorum

A majority of members shall constitute a quorum for the transaction of business at any meeting of members.

7.9 Right of Vote

Every member shall, if personally present, have one vote on all matters arising at any meeting of members.

7.10 Voting

Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot is required or demanded as provided. On a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chair declared a resolution to be carried or defeated is, in the absence of proof to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.11 Polls

On any question for consideration at a meeting of members, and whether or not a show of hands or oral expression of views has been taken thereon, the chair may require or any member present may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present shall be entitled to one vote at the meeting upon the question and the result of the poll so taken shall be the decision of the members upon the said question.

7.12 Votes to Govern

At any meeting of the members, every question shall, unless otherwise required by the Articles, By-law or the Act, be determined by a majority of the votes cast on the question.

7.13 Absentee Voting at Members' Meetings

(1) Pursuant to subsection 171(1) (Absentee Voting) 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 proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the member or by their agent or mandatary:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting 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,

- (A) the meeting at which it is to be used;
 - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and
 - (C) instructions on the manner in which the member may appoint the proxyholder;
- (ii) contain a designated blank space for the date of the signature;
 - (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 his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;
 - (v) provide a means for the member to specify that the membership registered in his or her name is to be voted 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 section (iv) or (v) 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 section (d)(iv) 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 meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(2) As an alternative to paragraph 7.13(1), every member which is a body corporate or other legal entity may authorize by resolution of its directors or governing body an individual to represent it at a meeting of members and that individual may exercise on the member's behalf all

the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of the resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a member. The proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

7.14 Time for Deposit of Proxies

The Board may fix a time not exceeding 48 hours, excluding non-business days, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or its agent, and any time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Corporation or its agent specified in the notice or if, no such time having been specified in the notice, it has been received by the secretary of the Corporation or by the chair of the meeting before the time of voting.

7.15 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

7.16 Resolutions in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director, or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Society by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of that Director; or
- (b) in the case of the removal or resignation of a public accountant, or the appointment or election of another person to fill the office of public accountant, representations in writing are made to the Society by that public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation

SECTION 8 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Indemnity of Directors and Officers

Every Director and officer of the Society and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about or in relation to the duties of his or her office; and
- (b) all other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

8.2 Protection of Directors and Officers

No Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipts or other act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects of the Society shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful act or default.

8.3 Indemnities

The Directors of the Society are hereby authorized to cause the Society from time to time to give indemnities to any Director officer or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and to secure such Director, officer, or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Society by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.

SECTION 9- NOTICES

9.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law 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 subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;
- (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 Part 17 (Documents in Electronic or Other Form) 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 on the 3rd day following the day the notice was 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

The President & CEO may change or cause to be changed the recorded address of any member, Director, officer or public accountant in accordance with any information believed by him to be reliable.

9.2 Signature to Notices

The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.3 Computation of Time

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

9.4 Proof of Service

A certificate of the Chair, the Vice-Chair or of any other officer of the Society in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, Director, officer or public accountant or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Society as the case may be.

9.5 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer or public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

SECTION 10 - DISPUTE RESOLUTION

10.1 Dispute Resolution Mechanism

If a dispute or controversy among members, Directors, officers or committee members of the Society arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Society is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 – GOVERNANCE POLICY MANUAL

11.1 Governance Policy Manual

The Governance Policy Manual (including the Operating Principles) as amended from time to time, will include direction on the establishment of committees or other advisory groups to support the local operations of the Society within the various regions of Canada.

SECTION 12– AMENDMENT

12.1 Amendment

(1) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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. Such 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.

(2) Paragraph 12.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to paragraphs 6.1, 7.3(1), 7.5(2), 7.5(4), 7.13, 7.14, 9.1 and this paragraph 12.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

SECTION 13 - REPEAL

All previous By-laws of the Society are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Society obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the 28th day of March, 2025.



Nancy Hopkins
Chair



Trish Barbato
President & CEO