BY-LAW NUMBER 1

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

OTTAWA HUMANE SOCIETY

(the **Corporation**)

1. GENERAL

1.1 Definitions

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

"*Act*" means the *Canada Not-for-profit Corporations Act* S.C. 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;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the board of Directors of the Corporation;

"Business day" means any day other than a Saturday, Sunday or a day which is a statutory holiday in the Province of Ontario or Canada;

"By-laws" means this by-law and any other by-laws of the Corporation as amended and which are in force and effect;

"Chair" means the Chair of the Corporation;

"Director" means a Director of the Corporation;

"Vice-Chair" means the Vice-Chair of the Corporation;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Member" without further qualification means a member of the Corporation;

"Officer" means an Officer of the Corporation**;**

"Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Paragraph" means paragraph of this By-law;

"Policies" means the documents published as approved by the Board from time to time, in accordance with the By-laws, governing internal matters of the Corporation pursuant to and subject to the provisions of the *Act*, the Articles and the By-laws;

"Regulations" means the regulations made under the *Act*, as amended, restated or in effect from time to time;

"Secretary" means the Secretary of the Corporation;

"Section" means section of this By-law;

"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;

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"Subparagraph" means subparagraph of this By-Law;

"Treasurer" means the Treasurer of the Corporation;

1.2 Interpretation

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

Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

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 Corporate Seal

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

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) persons, each of whom is an Officer or Director. In addition, the Board may from time to time appoint, by resolution, one or more persons to sign specific documents or types of documents on behalf of the Corporation. Any person authorized to sign any document may affix the corporate seal (if any) to the document. 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.

1.5 Financial Year End

The financial year end of the Corporation shall be the last day of March in each year or such other date as the Directors may from time to time by resolution determine.

1.6 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.

1.7 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 at least once in a publication of the Corporation that is sent to all its members stating that the annual financial statements and documents provided in subsection 172(1) are available online on the OHS' website, https://ottawahumane.ca/about-us/ohs-annual-reports/, and any member may download a copy free of charge.

1.8 Borrowing Powers

The Directors may, by resolution, without authorization of the members,

a) borrow money on the credit of the Corporation;

b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;

d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation; and

e) acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

The Directors may, by resolution, delegate the powers referred to in Section 1.8 to a Director, a committee of Directors or an Officer.

1.9 Computation of Time

When calculating the period of time within which, or following which, any act is to be done or step taken pursuant to the By-laws, the date which is the reference date in calculating such period shall be excluded and the last day shall be included, but if the last day of the period is not a business day, the period in question shall end on the next business day.

2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted as members of the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member in good standing shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m) of the Act.

2.2 Member in Good Standing and Expiry of Membership

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all membership dues, if any, then payable by the member and unless such person has been a member in good standing for a period of six months prior to the meeting. For greater certainty, if a member's membership renewal date falls within that six month period, the member will be considered to be in good standing if they have renewed their membership, including payment of all applicable membership dues, prior to the membership renewal date, or within the following three months, but in any event, prior to the meeting. If a member does not renew their membership within three months of the renewal date, including payment of all applicable membership dues, that person's membership shall expire and if such person wishes to be a member of the Corporation once again, they will be required to apply for a new membership.

2.3 Transfer of Membership

Membership in the Corporation is non-transferable.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

2.4 Notice of Meeting of Members

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

a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

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

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.5 Absentee Voting by Mailed-in Ballot or Electronic Ballot

Pursuant to subsection 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has 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) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the By-laws to change this method of voting by members not in attendance at a meeting of members.

2.6 Absentee Voting by Proxy

Pursuant to subsection 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, 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 signed by the member or by the member's agent

   (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 proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, subject to Paragraph 2.6(d), to vote at the meeting by way of a show of hands;

d) where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, the proxy holder or alternate proxy holder shall demand ballots for the vote for each proxy held;

e) 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 at which it is to be used,

      2. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting, and

3. instructions on the manner in which the member may appoint the proxy holder;

(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 proxy holder, if the form of proxy designates a person as proxy holder;

(iv) provide a means for the member to specify that the membership registered in the member's 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 the member's 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 Subparagraph (iv) or (v) of this Paragraph (e) with respect to any matter to be acted on, the membership is to be voted accordingly;

(vii) 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 Subparagraph (iv) or (v) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;

(viii) 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;

(ix) 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; and

(x) Acceptance of proxy forms is 48 hours before the start of the members' meeting at which the proxies are to be used.

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

3. MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

The Directors shall establish the membership dues. Applicants for membership must pay the membership dues in conjunction with the delivery of their applications for membership, in order to have those applications considered. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.2 Termination of Membership

A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

b) a member fails to maintain any qualifications for membership described in Section 2.1 of this By-law;

c) the member resigns by delivering a written resignation to the head office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date it is received;

d) the member is expelled in accordance with Section 3.3, below, or the member's membership is otherwise terminated in accordance with the Articles or By-laws;

e) the member's term of membership expires; or

f) the Corporation is liquidated or dissolved under the *Act*.

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

3.3 Discipline of Members

The Board shall have authority to discipline, 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; or

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 Chair, or such other Officer as may be designated by the Board, shall provide 20 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 Chair, or such other Officer as may be designated by the Board, in response to the notice

received within such 20 day period. In the event that no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Chair 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 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4. MEETING OF MEMBERS

4.1 Place of Members' Meetings

Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within the City of Ottawa or by electronic means as determined by the Board. The Board or the Chair or either Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation.

4.2 Persons Entitled to be Present

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

4.3 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting, waive notice of the meeting. The member's or other person's attendance at the meeting is a waiver of notice of the meeting, unless the member or such other person, as the case may be, attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.4 Chair of the Meeting

The Chair will chair the meetings of members. If the Chair and the Vice-Chair are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.5 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be 30 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by proxy, or, if authorized under Section 4.10, by telephone or by other electronic means.

4.6 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. In case of an equality of votes the Chair of the meeting shall not have a second or casting vote and the question is lost.

4.7 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.

4.8 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the Chair of the meeting, or any member or proxy holder may demand a ballot, in which case the ballot shall be taken in such manner as the Chair of the meeting directs and the decision of the members on the question shall be determined by the result of such ballot**.**

4.9 Resolution in Lieu of Meeting

Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by all 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 members. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

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.

5. DIRECTORS

5.1 Qualifications

Every Director:

a. shall be an individual of 18 or more years of age;

b. shall be a member of the Corporation, or shall become a member of the Corporation within 30 days after election as a Director;

c. shall not have been a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

d. shall not have a status of bankrupt;

e. shall not be an employee of the Corporation; and

f. shall not have been convicted of an offence pertaining to welfare and treatment of animals.

5.2 Election and Term

Directors elected or appointed prior to the coming into force of this By-law will, subject to the provisions of Section 5.5, remain as Directors until the expiry of their term. Subject to the Articles, the members will elect the Directors at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a two year term expiring not later than the close of the second annual meeting of members following the election. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected. No person may be elected or appointed a Director for more than three (3) consecutive terms at a time, but following a break in continuous service of a period of time equivalent to at least one term, the same person may be re-elected or re-appointed a Director in accordance with the provisions of the By-laws.

5.3 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than nine, at least three of whom are not Officers of the Corporation or its affiliates.

5.4 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

5.5 Vacancy in Office

A person shall cease to be a Director and the office of Director occupied by the person shall be automatically vacated:

a) if the Director resigns their office by delivering a written resignation to the Chair of the Corporation;

b) if the Director is found to be incapable by a court in Canada or in another country;

c) if the Director has the status of bankrupt;

d) if the Director is under 18 years old;

e) if the Director is not an individual;

f) if the Director has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

g) if at a special general meeting of members an ordinary resolution is passed by the members entitled to vote that they be removed from office;

h) if the Director is convicted of an offence pertaining to the welfare or treatment of animals;

i) if the Director ceases to be a member of the Corporation;

j) if the Director becomes an employee of the Corporation;

k) on death; or,

l) if a Director is absent from 3 Board meetings in any one year period.

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former Director's term.

5.6 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

5.7 Nomination of Directors

(1) Subject to the *Act*, nominations of candidates to stand for election as Directors at any meeting of members must be made: (a) by the Board on the recommendation of the Nominating Committee described in Section 9.2 of this By-law; or (b) by one or more members ("Members Nomination") that meets the following requirements:

a. A Members Nomination must be signed by not less than five percent (5%) of the members entitled to vote at the meeting of members held to elect Directors

(whether or not that meeting is also held for any other purpose(s)), or such lesser number or percentage of members as may be permitted by the *Act*.

b. In the case of the annual meeting of members, a Members Nomination must be received by the Corporation not less than ninety (90) days and not more than one hundred and fifty (150) days before the one-year anniversary of the most recently held annual meeting.

c. In the case of a special meeting of members that is not also an annual meeting of members called for the purpose of electing Directors (whether or not also called for any other purpose(s)), a Members Nomination must be received by the Corporation not later than the close of business on the tenth (10th) day before the date of the special meeting of members.

d. A Members Nomination must contain the following information:

   i. The name, age, and residential address or other physical address for service of the nominee;

   ii. The principal occupation of the nominee for the most recent five (5) year period;

   iii. A statement affirming that the proposed nominee meets all the requirements established in Section 5.1 of this By-law;

   iv. Confirmation that the nominee accepts the nomination; and

   v. Any other information required by the Board.

e. A Members Nomination must be provided to the attention of the Secretary of the Corporation in accordance with the notice provisions of Section 10 of this By-law, and for greater certainty, such notices addressed to the registered office of the Corporation are also valid.

(2) For the avoidance of doubt, nominations of candidates to stand for election as Directors are not permitted to be made from the floor of any meeting of members.

(3) The notice of any meeting of members at which the election of directors is to be considered shall contain the names of all validly nominated individuals.

(4) For greater certainty, nothing in this Section 5.7 shall limit the rights of members to submit proposals, including for the nominations of candidates to stand for election as Directors, as provided in the *Act*.

6. INDEMNITIES TO DIRECTORS AND OTHERS

6.1 Indemnity

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 every other individual who

acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified 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.

6.2 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 6.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 6.1.

6.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.1 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.

7. MEETINGS OF DIRECTORS

7.1 Calling of Meetings

Meetings of the Board may be called by the Chair or any two Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

7.2 Notice of Meeting

Notice of a meeting of the Board shall be served in the manner specified in Section 10.1 to every Director of the Corporation. Unless sent by regular mail, 48 hours' notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by regular mail shall be served to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the

business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

7.3 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.

7.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 Chair of Meeting

In the event that the Chair and the Vice-Chair are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.6 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.

7.7 Quorum

A majority of the Board shall constitute a quorum for meetings of the Board. 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.

7.8 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 the *Act* to be present at that meeting.

7.9 Guests at Board Meetings

A member may only attend meetings of the Board as an observer at the invitation of the Chair of the meeting, provided that the Corporation shall have no obligation to provide notice of Board meetings to the members of the Corporation. The Board may declare certain business of the Corporation to be of such a confidential nature that it requires that

the business be addressed during an *in camera* session of the meeting. In that event, any guests present at the meeting may be asked to leave for the *in camera* portion of the meeting.

8. OFFICERS

8.1 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 be a Director and, when present, shall 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. The Chair shall serve as ex officio member of all Board committees.

b) **Vice-Chair -** The Vice-Chair shall be a Director and shall, in the event of the absence of, or if the Chair is unable or refuses to act, perform the duties and exercise the powers of the Chair and perform such duties as shall from time to time be delegated to them by the Board or by the Chair.

c) **Secretary** – The Secretary shall be a Director and shall ensure that minutes are taken of all meetings of the Board, meetings of 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 be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform such duties as shall from time to time be delegated to them by the Board or by the Chair.

d) **Treasurer** – The Treasurer shall be a Director and shall have such powers and duties as the Board may specify.

e) **President and Chief Executive Officer -**The Board may from time to time appoint a President and Chief Executive Officer who shall be responsible for implementing strategic plans and policies of the Corporation. The President and Chief Executive Officer shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Board may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The President and Chief Executive Officer shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Directors all information they may require

regarding the affairs of the Corporation. The President and Chief Executive Officer shall not be a Director, but shall be entitled to attend, without voting, meetings of members, of the Board, Executive Committee, Finance and Audit Committee and Governance Committee and other committees of the Board, but the Board and these committees may also meet *in camera* without the President and Chief Executive Officer.

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 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.

8.2 Appointment

Except for the Chair, Officers of the Corporation shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members and at a meeting of the Board whenever there is a vacancy Any Officer shall be subject to removal by ordinary resolution of the Board at any time.

8.3 Holding Multiple Offices

Except for the offices of Chair and the Vice-Chair, any two offices may be held by the same person.

8.4 Remuneration

Except for the President and Chief Executive Officer, Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

8.5 Term and Removal

The Secretary and Treasurer of the Corporation shall hold office for two years from the date of appointment or election or until the earlier of their successors being elected or appointed in their stead, their resignation, their ceasing to be a Director (if a necessary qualification of appointment) or their death.

The Vice-Chair shall hold office one year from the date of appointment or election until their resignation, their ceasing to be a Director, or their death. The Vice-Chair's term may be renewed for an additional year. At no time shall the office of Vice-Chair be vacant.

The Chair shall hold office for two years from the date of appointment or election, until their resignation, their ceasing to be a Director or their death. If the Chair assumed the office part way through the previous Chair's term, the term of the incoming Chair shall include the unexpired portion of the former Chair's term together with an additional two year term.

8.6 Vacancy in Office

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

9. COMMITTEES

9.1 Executive Committee

The Chair, Vice-Chair, Secretary and Treasurer, together with one (1) other Director appointed by the Board shall together constitute a committee known as the Executive Committee which shall exercise the powers of the Board in between meetings of Directors, except that the Executive Committee does not have the authority to:

1. Submit to the members any question or matter requiring the approval of members;
2. Fill a vacancy among the Directors or in the office of public accountant, appoint additional Directors or appoint or remove members of any committees;
3. Create, dissolve or reconstitute any committee of the Board;
4. Remove any advisors appointed by the Board;
5. Issue debt obligations except as authorized by the Directors;
6. Approve any financial statements referred to in subsection 172 of the *Act*;
7. Adopt, amend or repeal By-laws; or
8. Establish contributions to be made, or dues to be paid, by members under section 30 of the *Act*.

The Executive Committee shall have full access to all Corporation staff and authority to consult independent non-voting advisors, including sole authority to retain and terminate any such advisors and to approve the advisors' fees and other retention terms subject to any directions from the Board.

9.2 Nominating Committee

The Directors shall appoint from their number not fewer than three Directors as the Nominating Committee. The Vice-Chair shall be a member of the Nominating Committee.

The Nominating Committee shall identify candidates for the office of Director who are suitable given the short and long-term goals and objectives of the Corporation and corresponding skills required from Directors. The Nominating Committee shall submit a list of proposed candidates for the office of Director to the Board for approval prior to the annual meeting of members. The Nominating Committee shall provide its report to the members at the annual meeting of the members. Should the Board so direct, the Nominating Committee shall make a recommendation to the Board as to a suitable candidate whenever a Board vacancy occurs mid-term.

9.3 Finance and Audit Committee

The Directors shall appoint from their number the Treasurer and at least two other Directors to be constituted as the Finance and Audit Committee, and the Treasurer shall act as Chair of that committee. The purposes of the Finance and Audit committee are: (1) to assist the

Board in fulfilling its oversight of the Corporation's material and strategic financial matters and related planning; (2) to recommend measures to the Board to ensure the financial viability of the Corporation; (3) to develop sound financial management policies, procedures and techniques; and (4) to assist the board in fulfilling its oversight of: (a) the integrity of the financial statements of the Corporation; (b) the effectiveness of the internal control over financial reporting; (c) the independent registered public accountant's qualifications and independence; (d) the performance of the Corporation's internal audit function and independent registered public accountant; and (e) the Corporation's compliance with legal and regulatory requirements. The Finance and Audit Committee shall have full access to all Corporation staff and authority to consult independent advisors, including sole authority to retain and terminate any such advisors and to approve the advisors' fees and other retention terms subject to any directions from the Board, but the Finance and Audit committee shall not have the power to appoint the public accountant of the Corporation.

9.4 Governance Committee

The Directors shall appoint from their number not fewer than three Directors as the Governance Committee.

The Governance Committee shall develop sound governance policies, procedures and techniques and pursue the development of the governance of the Corporation in accordance with governance best practices.

10. NOTICE

10.1 Method of Giving Notices

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-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 section 128 (Notice of directors) or 134 (Notice of change of directors) of the *Act*; or

b) if mailed to such person at such person's address as shown in the records of the Corporation by prepaid ordinary or air mail; or

c) if sent by courier to such person at such person's address as shown in the records of the Corporation; or

d) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Corporation; or

e) 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; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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.

10.2 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.

10.3 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.

11. POLICIES

The Board may prescribe such Policies not inconsistent with the By-laws relating to the management and operation of the Corporation, including the affairs of the Corporation, and other matters provided for in this By-law, as the Board may deem expedient.

12. BY-LAW AMENDMENTS

Subject to the *Act* and the Articles, the Board may, by ordinary resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors 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. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act*.

13. 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 actions taken by or on behalf of the Corporation under or by the authority of such 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 it comes into 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.

Chair: _____

Secretary: _____

Date: _____