

**CANADIAN ASSOCIATION FOR HIV RESEARCH/
L'ASSOCIATION CANADIENNE DE RECHERCHE SUR LE VIH**

GENERAL BYLAW NO. 42

being a Bylaw relating generally to the ~~conduct of the~~activities and affairs of the Corporation

BE IT ENACTED as a Bylaw of the Corporation as follows:

INTERPRETATION

1. ~~1.~~—In this Bylaw, unless the context otherwise requires:
- (a) ~~(a)~~—“**Act**” means the *Canada Not-for-profit Corporations Act R.S.C. 1970/2009 c. ~~G-3223~~* as amended from time to time and any statute that may be substituted ~~therefore~~therefor and, in the case of any such substitution, any references in the Bylaws to provisions of the Act will be read as references to the substituted provisions ~~therefore~~therefor in such statute;
- (b) ~~(b)~~—“**Address of the Corporation**” means the address of the Corporation as filed from time to time with Corporations Canada;
- (c) ~~(c)~~—“**AIDS**” means acquired immunodeficiency syndrome;
- (d) ~~(d)~~—“**Articles**” means the articles of continuance of the Corporation, as amended from time to time;
- (e) ~~(e)~~—“**Associate**” means the Persons and Organizations referred to in Section 8;
- (f) ~~(f)~~—“**Board Resolution**” means:
- (i) ~~(i)~~—a resolution passed at a duly constituted meeting of the Council by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
- (ii) ~~(ii)~~—a resolution that has been submitted to all Directors and consented to in writing by ~~75%~~all of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Council;
- (g) ~~(g)~~—“**Bylaw**” or “**Bylaws**” means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
- (h) ~~(h)~~—“**Corporation**” means the ~~“Canadian Association For HIV Research/ L’Association Canadienne de Recherche Sur Le VIH”~~“CANADIAN ASSOCIATION FOR HIV RESEARCH/ L’ASSOCIATION CANADIENNE DE RECHERCHE SUR LE VIH”;
- (i) ~~(i)~~—“**Council**” means the board of Directors ~~acting as authorized by the Letters Patent and this Bylaw in managing or supervising the management of the affairs of the Corporation and exercising the powers~~ of the Corporation;

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- (j) ~~(h)~~ — “**Directors**” means those persons who ~~have become~~are directors of the Corporation ~~in accordance with these Bylaws and have not ceased to be directors~~, and a “Director” means any one of them;
- (k) ~~(i)~~ — “**HIV**” means Human Immunodeficiency Virus and includes related viruses causing AIDS;
- ~~(j)~~ — “**Letters Patent**” means the letters patent of incorporation of the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- (l) ~~(k)~~ — “**Meetings of the Members**” means the annual ~~general~~ and special ~~general~~ meetings of the Corporation and “Meeting of the Members” means any such ~~general~~ meeting;
- (m) ~~(l)~~ — “**Members**” means the applicants for incorporation and those Persons ~~and organizations~~ who have become ~~either Voting Members or Non-Voting~~ Members of the Corporation in accordance with these Bylaws and have not ceased to be members, and a “Member” means any one of them;
- ~~(m)~~ — “**Non-Voting Members**” means the Members who, in accordance with these Bylaws, are not entitled to cast a vote at Meetings of the Members or to be elected and hold office within the Corporation and “Non-Voting Member” means any one such Member
- (n) ~~(n)~~ — “**Ordinary Resolution**” means:
- (i) ~~(i)~~ — a resolution passed by the ~~Voting~~ Members by a simple majority of the votes cast in person at a Meeting of the Members; or
- (ii) ~~(ii)~~ — a resolution that has been submitted to the ~~Voting~~ Members and consented to in writing by ~~75% all~~ of the ~~Voting~~ Members who would have been entitled to vote on the resolution in person at a Meeting of the Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of the Members;
- (o) ~~(e)~~ — “**Organization**” includes an association, club, company, corporation, group, institution, not-for-profit organization or society;
- (p) ~~(p)~~ — “**Person**” means a natural person; ~~and~~
- (q) ~~(q)~~ — “**President**” means the ~~Person elected to the office of President in accordance with these Bylaws;~~president of the Corporation; and
- (r) ~~(r)~~ — “**Special Resolution**” means:
- (i) ~~(i)~~ — a resolution passed at a Meeting of the Members by a majority of not less than 75% of the votes of those ~~Voting~~ Members who, being entitled to do so, vote in person, ~~(1) of which the notice that the Bylaws provide, and not being~~

~~less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given;~~ or

~~(2) if every Voting Member entitled to attend and vote at the meeting agrees, at a Meeting of the Members in respect of which less than 14 days' notice has been given, or~~

(ii) (ii) a resolution that has been submitted to the ~~Voting~~ Members and consented to in writing by ~~every Voting Member~~ all of the Members who would have been entitled to vote on the resolution in person at a Meeting of the Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of the Members.

~~(s) "Voting Members" means the Members who, in accordance with these Bylaws, are entitled to cast a vote at Meetings of the Members and to be elected and hold office within the Corporation and "Voting Member" means any one such Member.~~

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

CORPORATE SEAL

2. ~~2.~~ **Seal.** The seal, an impression whereof is stamped in the margin hereof, will be the seal of the Corporation.

~~HEAD~~REGISTERED OFFICE

3. ~~3.~~ **HeadRegistered Office.** The ~~headregistered~~ office of the Corporation will be situated in the place or municipality and the province specified in the ~~Letters Patent~~ Articles, at such address as the Council may, by Board Resolution, determine. ~~Subject to the Act, the Corporation may, by Special Resolution, change the place or municipality and the province in which the registered office of the Corporation will be situated. A copy of the Special Resolution will be filed with Corporations Canada.~~

4. ~~4.~~ **Branches or Divisions.** The Corporation may establish and maintain one or more branches or divisions of the Corporation with such powers, not exceeding the power of the Corporation, that the Corporation confers.

MEMBERSHIP

5. ~~5.~~ **Members.** There will be one (1) class of Members in the Corporation.

6. ~~5.~~ **Application for Membership.** Membership in the Corporation will be limited to those Persons ~~and Organizations~~ who: (a) are Members on the date these Bylaws come into force ~~and these Persons or Organizations;~~ and (b) meet the eligibility criteria in Section 7 and whose subsequent application for admission as a Member has been accepted by the ~~Directors~~ Council.

~~6. Members. There will be one (1) class of Voting Members and one (1) class of Non-Voting Members in the Corporation.~~

~~7. Voting Members Eligibility Criteria.~~ A Person who is:

- ~~(a)~~ (a) 18 years of age or older;
- ~~(b)~~ (b) a resident of Canada;
- ~~(c)~~ (e) involved in conducting research into HIV or AIDS as an academic researcher, fellow, research trainee or community-based researcher; and
- ~~(d)~~ (d) interested in furthering the ~~objects~~purposes of the Corporation.

is eligible to apply to ~~be~~become a ~~Voting~~ Member. ~~Voting~~ Members are entitled to receive notice of all Meetings of the Members, to attend any Meeting of the Members, to vote at such meetings and to be elected to and hold office within the Corporation.

~~8. Non-Voting Membership Associates.~~ A Person or Organization, wherever resident, who or which is interested in furthering the ~~objects~~purposes and ~~the~~and affairs of the Corporation may apply to ~~be a Non-Voting Member. Non-Voting Members~~become an Associate. Associates are entitled to receive notice of all Meetings of the Members, to attend any Meeting of the Members, but may not vote, be elected to or hold office within the Corporation. An Organization that is ~~a Non-Voting Member~~an Associate will designate, in writing, a Person to act as the Organization's authorized representative and to attend Meetings of the Members on behalf of the Organization.

~~9. Expulsion.~~ A Member ~~or Associate~~or Associate may be expelled by Special Resolution.

~~10. Process for Expulsion.~~ A Member ~~or Associate~~or Associate must be given notice of any proposed Special Resolution to expel him, her or it and the reasons for such proposed expulsion. A Member ~~or Associate~~or Associate who is subject to expulsion is entitled to attend, and be afforded a reasonable opportunity to speak at, the Meeting of the Members at which the resolution for expulsion will be voted on.

~~11. Cessation of Membership.~~ A Person or Organization will immediately cease to be a Member ~~or Associate, as applicable:~~

- ~~(a)~~ (a) upon the date which is the later of the date of delivering a resignation in writing to the ~~secretary~~Secretary of the Corporation or to the Address of the Corporation and the effective date of the resignation stated thereon; or
- ~~(b)~~ (b) upon his or her death; or
- ~~(c)~~ (e) upon the date which is 30 days after the ~~Members~~Member or Associate has ceased to be a Member ~~or Associate, as applicable,~~or Associate, as applicable, in good standing; or
- ~~(d)~~ (d) upon his, her or its expulsion.

12. ~~12.~~ **Dues.** The Directors will determine the annual membership dues for ~~each class of~~ Members and Associates.

13. ~~13.~~ **Good Standing.** All Members and Associates are deemed to be in good standing except for those who have failed to pay his, hers or its annual membership dues by or before the date upon which notice is given of the annual ~~general~~ meeting.

14. ~~14.~~ **Membership ~~not~~ Not Transferable.** ~~Membership~~ A membership is not transferable, and Associate status is not transferable.

15. ~~15.~~ **Compliance with ~~Letters Patent~~ Articles, Bylaws and Policies.** Every Member and Associate will, at all times:

- (a) ~~(a)~~ further and not hinder the purposes, and aims ~~and objects~~ of the Corporation; and
- (b) ~~(b)~~ uphold the ~~Letters Patent~~ Articles and comply with these Bylaws and the policies, procedures, rules and regulations of the Corporation adopted by the ~~Directors~~ Council from time to time.

MEMBERS' MEETINGS

16. ~~16.~~ **Annual General Meeting.** The annual ~~general~~ Meeting of the Members will be held annually at such location in Canada as the Council may determine and on such day as the Council appoints, except that the Council shall call an annual Meeting of the Members no later than: (a) fifteen (15) months after the holding of the preceding annual meeting; and (b) six (6) months after the end of the Corporation's preceding financial year.

17. ~~17.~~ **Business Conducted at Annual General Meeting.** At every annual ~~general~~ meeting, in addition to any other business that may be transacted, the report of the ~~Directors~~ Council, the financial statement and the report of the ~~auditors~~ public accountant will be presented and the Directors will be elected and ~~auditors~~ the public accountant appointed for the ensuing year. The Members may consider and transact any business either special or general at any Meeting of the Members.

18. ~~18.~~ **Calling of Special General Meeting.** The Council or the Chair (by direction of the Council) will have power to call, at any time, a Meeting of the Members. Any such Meeting of the Members other than the annual ~~general~~ meeting is a special ~~general~~ meeting. The Council will call a special ~~general~~ meeting on the written requisition of at least 5% of the ~~Voting~~ Members.

19. Notice of Meetings of the Members.

(a) At least twenty-one (21) days' written notice of the time and place of a Meeting of the Members shall be given to each Member of any Meeting of the Members.

(b) ~~19.— Notice of Meeting of the Members. Fourteen (14) days' written notice will be given to each Member of any Meeting of the Members. Notice of any Meeting of the Members~~ Notice shall be given to each Member which, at the close of business on the record date for notice, or if no record date for notice is fixed, at the close of business on the day preceding the day on which the notice is given, is entered in the register of Members. Notice of any Meeting of the Members ~~meeting~~ where special business will be transacted ~~will~~ shall (i) contain sufficient information to permit the Member to form a reasoned ~~judgement~~ judgment on the decision to be taken, ~~and (ii) state the text of any Special Resolution. For purposes of this section, all business transacted at any Meeting of the Members, except consideration of the audited financial statements, the public accountant's report, the election of the Directors, and the re-appointment of the incumbent public accountant, is "special business".~~

(c) Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements and report of the public accountant are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and report free of charge at the registered office or by prepaid mail.

20. ~~20.~~ **Omission of Notice.** No error or omission in giving notice of any Meeting of the Members, whether annual, special or any adjourned meeting, will invalidate such meeting or make void any proceedings taken thereat.

21. ~~21.~~—**Waiver of Notice.** A Member may at any time and in any manner waive notice of a Meeting of the Members and may ratify, approve and confirm any or all proceedings taken or had thereat. Attendance of a Member at a Meeting of the Members will constitute waiver of notice of such meeting by the Member, except where the Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that such meeting ~~is~~was not lawfully called.

22. ~~22.~~—**Quorum.** Twenty-five (25) ~~Voting~~ Members present in person or by proxy at a Meeting of the Members will constitute a quorum. If, however, the Corporation has only one ~~Voting~~(1) Member, the attendance of such Member will constitute a quorum.

23. ~~23.~~—**Requirement of Quorum.** No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting will be conducted at a ~~general meeting~~Meeting of the Members at a time when quorum is not present.

24. ~~24.~~—**Loss of Quorum.** If at any time during a ~~general meeting~~Meeting of the Members there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

25. ~~25.~~—**Lack of Quorum.** If within 30 minutes from the time appointed for a ~~general meeting~~Meeting of the Members a quorum is not present, the meeting, if convened on the requisition of ~~Voting~~ Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within ~~thirty~~(30) minutes from the time appointed for the meeting, the ~~Voting~~ Members present will constitute a quorum.

26. ~~26.~~—**Chair.** The President will, subject to a Board Resolution appointing another Person, chair all Meetings of the Members; but if at any Meeting of the Members the President, or such alternate Person appointed by a Board Resolution, is not present within ~~fifteen~~(15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the ~~Voting~~ Members present may choose one (1) of their number to chair that meeting.

27. ~~27.~~—**Alternate Chair.** If a Person presiding as chair of a Meeting of the Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the ~~Voting~~ Members present at such meeting, he or she may preside as chair.

28. ~~28.~~—**Adjournment.** A Meeting of the Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29. Notice of Adjournment. If the meeting is adjourned:

(a) for less than thirty-one (31) days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

(b) ~~29.—Notice of Adjournment. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a Meeting of the Members is adjourned for more than 14~~by one or more adjournments for an

aggregate of more than thirty (30) days, ~~in which case~~ notice of the ~~adjourned meeting~~adjournment will be given as ~~in the case of the~~ for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

30. ~~30.~~—**Decision-Making.** An Ordinary Resolution will determine a question in a Meeting of the Members unless the Act or these Bylaws provide otherwise.

31. ~~31.~~—**Entitlement to Vote.** A ~~Voting~~ Member in good standing is entitled to one (1) vote on every question at a Meeting of the Members.

32. ~~32.~~—**Voting by Proxy.** Votes at any Meeting of the Members may be given personally, by proxy or, in the case of a ~~Voting~~ Member who is not a Person, by a Person who is authorized in writing by such Member to represent it at the meeting in question or at Meetings of Members generally. A proxy will be in writing and will be executed by the ~~Voting~~ Member, the ~~Voting~~ Member's attorney or, in the case of a ~~Voting~~ Member who is not a Person, by the ~~Voting~~ Member's authorized representative.

33. ~~33.~~—**Decisions by Show of Hands, ~~Voice Vote or Secret Ballot.~~** ~~Voting~~Subject to Section 34, voting will be by show of hands ~~or voice vote~~ recorded by the secretary of the meeting, except that, at the request of any ~~two (2) Voting Members~~Member present at the meeting, a secret vote by written ballot will be required.

34. ~~34.~~—**Teleconference Meetings.** Any Meeting of the Members may be held, or any Member may participate in any Meeting of the Members, by telephone or video conference call or similar communication equipment as long as all the Members, Directors and Persons participating in the meeting can hear and respond to one another. All such ~~Voting~~ Members participating in any such meeting will be deemed to be present in person at the stated location of such meeting and will be entitled to vote by a voice vote recorded by the secretary of such meeting.

BOARD OF DIRECTORS

35. ~~35.~~—**Composition of Council.** The ~~property~~activities and affairs of the Corporation will be managed by the Council which will be composed of a minimum of five (5) and a maximum of fourteen (14) Directors. Directors must be 18 years of age or older. Directors must be Members.

36. ~~36.~~—**Election of Directors.** Directors will be elected by the ~~Voting~~ Members at the Corporation's annual ~~general~~ meeting and the elected Directors will take office commencing at the close of such meeting.

37. ~~37.~~—**Term of Office.** Elections for Directors will normally be held at each annual ~~general~~ meeting and the term of office of Directors will normally be two (2) years. However the Council may determine that some or all vacant Directors' positions will have a term of one (1) year, ~~as determined by the Council in its discretion.~~ For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual ~~general~~ meeting at which such Director was elected. ~~If, however, the Director was elected at an extraordinary general meeting, his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.~~

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38. ~~38.~~ **Consecutive Terms.** Subject to Section 39. Directors may be elected for consecutive terms.

39. ~~39.~~ **Term Limits.** A Director may serve for no more than two (2) consecutive terms in the same post (for a maximum of four (4) consecutive years).

40. ~~40.~~ **Voiding of Ballot.** No ~~voting~~ Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

41. ~~41.~~ **Election of Less than Required Number of Directors.** Every Director serving a term of office will retire from office at the close of the annual ~~general~~ meeting in the year in which his or her term expires; but if no successor is elected ~~or appointed~~ and the result is that the number of Directors would fall below three (3), the Person previously elected ~~or appointed~~ as Director will continue to hold office until such time as a successor Director is elected ~~or appointed~~.

42. ~~42.~~ **Removal of Director.** The ~~Voting~~ Members may remove a Director before the expiration of such Director's term of office by ~~Special~~ Ordinary Resolution, except that, for purposes of this section, no such resolution shall be approved to in writing notwithstanding the definition of Ordinary Resolution.

43. ~~43.~~ **Cessation of Director.** A Person will automatically cease to be a Director:

- (a) ~~(a)~~ upon the date which is the later of the date of delivering his or her resignation in writing to the ~~secretary~~ Secretary of the ~~Society~~ Corporation or to the Address of the ~~Society~~ Corporation and the effective date of the resignation stated therein;
- (b) ~~(b)~~ upon the conclusion of his or her term;
- ~~(c)~~ upon the date such Person is no longer a Member;
- (c) ~~(d)~~ upon his or her removal; or
- (d) ~~(e)~~ upon his or her death.

44. ~~44.~~ **Vacancies.** Any mid-year vacancy or vacancies on the Council may be filled by the Council. A replacement Director appointed by the Council will serve ~~until the conclusion of the next annual general meeting~~ for the unexpired term of their predecessor.

45. ~~45.~~ **Compensation of Directors.** A Director is not entitled to any compensation for services rendered in his or her capacity as a Director.

46. ~~46.~~ **Reimbursement of Directors' Expenses.** A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the activities and affairs of the Corporation.

POWERS OF DIRECTORS

47. ~~47.~~ **Power to Administer.** The Directors ~~may administer the~~ shall manage or supervise the management of the activities and affairs of the Corporation ~~in all things~~ and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by law and its ~~Letters Patent~~ Articles or otherwise authorized to exercise and do.

48. ~~48.~~ **Policies and Procedures.** The Directors may establish, enact, prescribe, alter or revoke policies and procedures relating to the management and operation of the Corporation as ~~it deems~~ they deem expedient, ~~provide~~ provided that such policies and procedures are not inconsistent with these Bylaws.

49. ~~49.~~ **Power to Authorize and Delegate Expenditures.** The Directors have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

50. ~~50.~~ **Appointment of Agents.** The Directors may appoint such agents and engage such employees as ~~it will~~ they deem necessary from time to time and such persons will have such authority and will perform such duties as will be prescribed by the Directors at the time of such appointment.

51. ~~51.~~ **Borrowing.** The Council is authorized, from time to time to:

- ~~(a) — to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Council in its discretion may deem expedient;~~
- ~~(b) — to limit or increase the amount to be borrowed;~~
- ~~(c) — to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Council; and~~
- (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; and
- ~~(d) — to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or~~ (d) or mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently property of the Corporation, owned or subsequently acquired ~~real or personal, movable or immovable, property of the Corporation, and the undertaking and rights,~~ to secure any obligation of the Corporation.

52. ~~52.~~—**Acceptance of Grants.** The Directors will take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the ~~objects~~purposes of the Corporation.

53. ~~53.~~—**Investment of Property and Standard of Care.** In investing the funds of the Corporation, the Directors may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

54. ~~54.~~—**Investment in Mutual or Pooled Funds.** The property of the Corporation may be invested by the Directors, or by any agent or delegate of the Directors, in any mutual fund, common trust fund, pooled fund or similar investment.

55. ~~55.~~—**Investment Advice.** The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

DIRECTORS' MEETINGS

56. ~~56.~~—**Requirement.** The Council will hold no less than two (2) Council meetings during each calendar year.

57. ~~57.~~—**Calling of Meetings.** The ~~secretary~~Secretary of the Corporation will, at the request of the President or any two (2) Directors, convene a meeting of the Council.

58. ~~58.~~—**Place and Time of Meetings.** Meetings of the Council may be held at any time and place within Canada, such time and place to be determined by the Directors.

59. ~~59.~~—**Notice.** Notice of a meeting of the Council will be provided to all Directors in writing. Notice of any meeting of the Council that is provided by any means other than by mail will be given not less than 48 hours before such meeting is to take place. Notice of any meeting of the Council that is provided by mail will be sent at least 14 days prior to such meeting. [A notice of a meeting of the Council shall specify any matter referred to in section 138\(2\) of the Act that is to be dealt with at the meeting.](#)

60. ~~60.~~—**Omission of Notice.** No error or omission in giving notice of any meeting of the Council or any adjourned meeting of the Council will invalidate such meeting or make void any proceedings taken thereat and any Director may, at any time and in any manner, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

61. ~~61.~~—**Quorum.** A majority of Directors in office from time to time will constitute a quorum for meetings of the Council. Any meeting of the Council at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of the Corporation.

62. ~~62.~~ **Voting.** Each Director is authorized to exercise one (1) vote on all questions arising at any meeting of the Council. Every question will be decided by a Board Resolution.

63. ~~63.~~ **Teleconference Meetings.** if all the Directors of the Corporation consent, the Directors may participate in a meeting of the Council or of a committee of the Council by means of conference telephone or such other electronic means as will permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

OFFICERS

64. ~~64.~~ **Election of Officers.** ~~The Council will be elected by the members, normally at the Annual General Meeting.~~ All officers must be Directors. ~~Similarly, all, except that at least two (2) Directors, at any time, shall not be~~ officers of the ~~Council~~ Corporation. All officers, including the President, will be elected by the ~~members~~ Members, as are required in accordance with these Bylaws. Each elected officer will hold office until the first meeting of the Council held after the next following annual ~~general~~ meeting or such other period of time, as determined by the Council.

65. ~~65.~~ **Secretary and Treasurer Required.** The ~~members~~ Members will elect a ~~secretary~~ Secretary and ~~treasurer~~ Treasurer and may appoint and remove such other officers of the Corporation as they deem necessary and determine the duties, responsibilities ~~and term, if any,~~ of all officers.

66. ~~66.~~ **Combination of Offices of Secretary and Treasurer.** The offices of ~~secretary~~ Secretary and ~~treasurer~~ Treasurer may be held by one Person who will be known as the ~~secretary-treasurer~~ Secretary-Treasurer.

67. ~~67.~~ **Removal of Officers.** A Person may be removed as an officer by ~~a~~ an Ordinary Resolution ~~of the members.~~

68. ~~68.~~ **Replacement.** Should the Chair or any other officer for any reason not be able to complete his or her term, the ~~members~~ Members will remove such officer from his or her office and elect a replacement as soon as possible.

69. ~~69.~~ **Duties of President.** The President will be responsible for:

- (a) ~~(a)~~ administering the activities and affairs of the Corporation;
- (b) ~~(b)~~ supervising the other officers in the execution of their duties ;
- (c) ~~(c)~~ presiding over Meetings of the Members and meetings of the Council; and
- (d) ~~(d)~~ acting as the spokesperson and representative for the Corporation at a national and international level.

70. ~~70.~~ **Duties of Secretary.** The ~~secretary~~ Secretary will be responsible for making the necessary arrangements for:

- (a) ~~(a)~~—the issuance of notices of meetings of the Corporation and the Council;
- (b) ~~(b)~~—the keeping of minutes of all meetings of the Corporation and the Council;
- (c) ~~(c)~~—the custody of all records and documents of the Corporation, except those required to be kept by the ~~treasurer~~Treasurer;
- (d) ~~(d)~~—the maintenance of the register of Members;
- (e) ~~(e)~~—the conduct of the correspondence of the Corporation; and
- (f) ~~(f)~~—the conduct of the seal of the Corporation.

71. ~~71.~~—**Duties of Treasurer.** The ~~treasurer~~Treasurer will be responsible for making the necessary arrangements for:

- (a) ~~(a)~~—the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) ~~(b)~~—the rendering of financial statements to the Directors, Members and others, when required.

72. ~~72.~~—**Absence of Secretary at Meeting.** If the ~~secretary~~Secretary is absent from any meeting of the Corporation or the Council, the Directors present will appoint another person to act as secretary at that meeting.

COMMITTEES

73. ~~73.~~ **Standing and Special Committees.** The Council may create such standing and special committees as may from time to time be required to advance the purposes or improve the administration of the Corporation. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers ~~except~~beyond those ~~specifically~~prescribed by the Act and conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

74. ~~74.~~—**Delegation to Committees.** The Council may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

75. ~~75.~~—**Terms of Reference and Rules.** In the event the Council decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Council in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Council held after it has been done, or at such other time or times as the Council may determine.

76. ~~76.~~ **Meetings.** The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Council.

INDEMNIFICATION AND INSURANCE

77. **Indemnity.** Subject to the provisions of the Act and to Section 80, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, 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.

78. **Advance of Costs.** Subject to Section 80, the Corporation shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 77. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 79.

79. **Limitation.** The Corporation may not indemnify an individual under Section 77 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

~~80. 77.—~~ **Indemnification.** ~~Every Director or officer of the Corporation or other Person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, personal representatives, successors and assigns, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;~~ **Derivative Actions.** The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 77, or advance moneys under Section 78, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 77 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 79.

- ~~(a) — all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever,~~

~~made, done or permitted by him or her, in or about the execution of the duties of his office or in respect of any such liability;~~

~~(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.~~

81. **No Restriction.** The Corporation will also indemnify the individuals referred to in Section 77 in any other circumstances that the Act permits or requires. Nothing in these Bylaws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.

82. ~~78.~~ **Insurance.** Subject to the Act, the Corporation may procure and maintain such insurance policies as the Council determines, including but not limited to directors' and officers' liability insurance, professional liability insurance for its employees and general comprehensive insurance.

EXECUTION OF DOCUMENTS

83. ~~79.~~ **Execution of Instruments.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, will be signed by any two (2) Directors or officers and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Council will have power from time to time by resolution to appoint an officer or officers or a Person or Persons to sign specific contracts, documents and instruments in writing on behalf of the Corporation. The Council may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

CONFLICT OF INTEREST

84. ~~80.~~ **Conflict of Interest.** A Director or officer who has, or may have, an interest in a ~~proposed~~material contract or transaction with the Corporation, whether made or proposed, will declare in writing to the Corporation the nature and extent of his or her interest in the ~~proposed~~ contract or transaction. Such Director or officer will be counted towards quorum at a meeting of the Council at which the ~~proposed~~ contract or transaction is considered but is shall not be entitled to vote on the ~~proposed~~ contract or transaction.

BOOKS AND RECORDS

85. ~~81.~~ **Books and Records.** The Council will see that all necessary books and records of the Corporation required by the Bylaws or by any applicable statute or law are regularly and properly kept.

ACCESS TO DOCUMENTS

86. ~~82.~~ **Access to Corporation Documents.** The documents, including the books of account, of the Corporation and the minutes of meetings of the Corporation and the Council will be open to inspection by any Director. Any Member in good standing is entitled, upon reasonable notice to the Corporation, to inspect the minutes of any Meeting of the Members, as well as any Ordinary Resolution or Special Resolution passed by the Members, but except as permitted by the Act, no Member is entitled or has the right to inspect any other document of the Corporation.

~~FISCAL~~FINANCIAL YEAR

87. ~~83.~~ **Fiscal**Financial Year. The ~~fiscal~~financial year of the Corporation will commence on the 1st day of November and close on the 31st day of October.

AUDITORS

PUBLIC ACCOUNTANT

88. ~~84.~~ **Appointment of Auditor**Public Accountant. The ~~Voting~~ Members will, at each annual meeting, appoint ~~an auditor~~a public accountant to audit the accounts of the Corporation for report to the ~~members~~Members at the next annual meeting. The ~~auditor~~public accountant will hold office until the next annual meeting provided that the Directors ~~may~~shall immediately fill any vacancy in the office of the ~~auditor~~public accountant that may occur during the ~~fiscal~~financial year. The remuneration of the ~~auditor~~public accountant will be fixed by the Council.

AMENDMENT OF BYLAWS

89. ~~85.~~ **Amendment.** Any provision of these Bylaws not embodied in the ~~Letters Patent~~Articles may be amended or repealed, or a new bylaws enacted, by a majority of the Directors at a meeting of the Council and sanctioned by a Special Resolution.

~~86. **Approval of Industry Canada.** The repeal, amendment or enactment of a bylaw or provision or these Bylaws relating to the requirements of section 155(2) of the Act will not be enforced or acted upon until the approval of the Minister of Industry has been obtained.~~

NOTICES

90. ~~87.~~ **Entitlement to Notice.** Notices of a Meeting of the Members will be given to:

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- (a) ~~(a)~~ every Person and Organization shown on the register of Members or Associates as a Member or Associates on the day the notice is given; and
- (b) ~~(b)~~ the ~~auditor~~public accountant.

No other Person or Organization is entitled to be given notice of a Meeting of the Members.

91. ~~88.~~ **Method of Giving Notice.** A notice may be given to a Member or a Director either personally, by delivery, facsimile, electronic mail, or by first class mail posted to such Person's ~~Registered Address~~registered address. For the purpose of sending notice by registered mail to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer will be its, his or her last address recorded on the books of the Corporation. For the purpose of sending notice by electronic mail to any Member, Director or officer for any meeting or otherwise, the notice shall be sent to the information system that the individual has designated in writing to receive such notices.




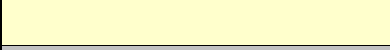

92. ~~89.~~ **When Notice Deemed to have been Received.** A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

93. ~~90.~~ **Days to be Counted in Notice.** If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

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Legend:	
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