

BY-LAW No. 1

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

CANADIAN HIV/AIDS LEGAL NETWORK INC RÉSEAU JURIDIQUE CANADIEN VIH/SIDA INC

(the “Corporation”)

SECTION 1 – INTERPRETATION

1.01 Definitions

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

- (1) “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;
- (2) “articles” means the original or supplementary letters patent or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (3) “Board” means the Board of Directors of the Corporation and “director” means a member of the Board;
- (4) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (5) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (6) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (7) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- (8) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

- (9) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

Other than as specified in 1.01 above or otherwise in these by-laws, words and expressions defined in the Act have the same meanings when used in these by-laws.

SECTION 2 – MEMBERSHIP

2.01 Membership conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to any person (including an individual, corporation, partnership, trust, or unincorporated organization or association) interested in furthering the Corporation’s purposes who has applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the Board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

In recognition of unusual service to the Corporation, the Board may, at its discretion, decide to confer honorary membership, for such a period as the Board may decide and waiving any membership dues during said period, upon any eligible person. This honour may be suggested at any time by any member of the Corporation in writing to the Board, which will consider said suggestion and render a decision no later than its next meeting.

2.02 Membership term and dues

The Board shall establish such annual membership dues as it sees fit from time to time. (The Board may also determine a different term of membership and dues associated with such term.) Members shall be notified in writing of the membership dues payable. Members who have paid any required dues shall be considered members in good standing. Members not in good standing for a period of three (3) months or more following the membership renewal date

of which they have been notified are in default and their membership shall automatically lapse at that time.

2.03 Termination of membership

A membership in the Corporation is terminated when:

- (1) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (2) a member fails to maintain any qualifications for membership described in these by-laws;
- (3) the member resigns by delivering a written resignation to the chair of the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (4) the member's term of membership expires;
- (5) the member is expelled in accordance with any provisions on discipline of members in these by-laws or the member's membership is otherwise terminated in accordance with the articles or by-laws; or
- (6) the Corporation is liquidated or dissolved under the Act.

2.04 Discipline of members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (1) violating any provision of the articles, by-laws or written policies of the Corporation;
- (2) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (3) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair of the Board, or such other officer as may be designated by the Board, shall provide twenty (20) days' written notice of

suspension or expulsion to the member and shall provide reasons for the proposed 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 twenty (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 or such other officer as may be designated by the Board may proceed to notify the member that the member is 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 twenty (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.

SECTION 3 – MEETINGS OF MEMBERS

3.01 Annual General Meeting

The Annual General Meeting of the members shall be held not later than fifteen (15) months after the last preceding annual meeting and in any event not later than six (6) months after the end of the preceding financial year.

3.02 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 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

If a meeting of members is adjourned for less than 31 days (or other applicable period as may be prescribed from time to time under the Act), it is not necessary to provide notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of days that is more than 30 days (or other applicable period as may be prescribed from time to time under the Act), then notice of the adjournment shall be given to the members entitled to vote at the meeting, the directors and the Corporation's public accountant in accordance with these by-laws and the Act.

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.

3.03 Place of members' meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

3.04 Persons entitled to be present at members' meetings

As a general principle, the Corporation's meetings of members are open to non-member observers. However, the only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant 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. Should the Board determine that attendance at a meeting of members should be restricted to only those entitled to be present, then any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.05 Chair of members' meetings

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of the other Board members present at the meeting to chair the meeting. If there is no member of the Board present at the meeting, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.06 Quorum at members' meetings

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall consist of not fewer than eleven (11) members in good standing and entitled to vote at the meeting. If the quorum is present at the opening of the meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Any meeting of the members may, for lack of quorum or other cause agreed upon by a majority of voting members present, be adjourned to some definite place and time, with a requirement that notice of said place and time be given to members in accordance with these by-laws.

3.07 Voting at members' meetings

Each member in good standing at the time of a members' meeting shall be entitled to one vote on any business. Voting is by show of hands or, should it be available for the meeting, by electronic participation. A member entitled to vote at the meeting can demand a ballot.

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 the case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a second, deciding vote in addition to the chair's original vote.

3.08 Participation by electronic means at members' meetings

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.

3.09 Members' meeting held entirely by electronic means

If the directors of the Corporation call a meeting of members pursuant to the Act, those directors 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.

3.10 Absentee voting at members' meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who must be members of the Corporation in good standing, 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:

- (1) 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;

- (2) a member may revoke a proxy by depositing an instrument or act in writing, signed by the member, either (a) 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 the meeting if that meeting was previously adjourned) at which the proxy is to be used, or (b) with the chair of the meeting on the day of the meeting (or the day of the continuation of that meeting if that meeting was previously adjourned);
- (3) 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, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (4) in order to have the effect, once signed, of conferring on the proxy holder 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, a form of proxy must contain a specific statement to that effect.

A reminder of the right to use a proxy shall be included in the notice of a members' meeting sent to members in accordance with these by-laws. No member may hold more than two (2) proxies at any given members' meeting.

3.11 Appointment and removal of public accountant

At each Annual General Meeting, the members shall appoint, by ordinary resolution, a public accountant to hold office until the close of the next Annual General Meeting and, if any appointment is not so made, the incumbent public accountant continues in office until a successor is appointed.

Subject to the Act, the members may by ordinary resolution at a special meeting remove a public accountant from office, and may at the same meeting fill the office. In accordance with Section 185 of the Act, if the office is not so filled, or if the office of public accountant otherwise becomes vacant, the directors must fill it immediately.

3.12 Resolutions by members

In accordance with Section 163 of the Act, a member entitled to vote at an annual meeting of members may submit to the Corporation notice of any matter that the member proposes to

raise at the meeting and may discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. The Corporation shall treat any such proposals in accordance with Section 163 of the Act.

SECTION 4 – BOARD OF DIRECTORS

4.01 Composition

The Board of Directors shall consist of, at a minimum, the four (4) officers specified in these by-laws and not more than eight (8) other directors elected from among the members in good standing by those members in good standing.

In accordance with Section 133 of the Act, the members may amend the articles of the Corporation to fix a specific number of directors, or the minimum or maximum number of directors, or may delegate such power to the directors. In any event, no decrease shall shorten the term of an incumbent director.

Of the total of twelve (12) possible directors, there must be at least one (1) director from each of the following five (5) regions of Canada: the Atlantic, Québec, Ontario/Nunavut, the Prairies/NWT and British Columbia/Yukon. Two (2) director positions are reserved for international members, meaning persons who are either resident outside Canada or, if resident in Canada, bring current or extensive previous experience working on HIV-related human rights concerns in settings outside Canada.

At least two (2) directors must be persons openly identified at the time of election as persons living with HIV or AIDS.

The Corporation shall strongly encourage persons living with HIV to become members and thereby become eligible to run for election to the Board. In addition, the Corporation shall strongly encourage members of the diverse communities infected and affected by HIV/AIDS, and people from all regions of Canada, to run for election to the Board, with the goal of ensuring representation from a variety of communities and from across Canada.

4.02 Term of office of directors

Except as may be otherwise specified in, or permitted by, these by-laws, each director shall be elected for a three (3) year term. A director shall hold office from the time of the director's election at an Annual General Meeting and the director's term of office expires upon the announcement of the results of the Board election at the third Annual General Meeting following the director's election.

One-third (1/3) of the directors, or as near as possible to one-third, shall be elected at each Annual General Meeting. To achieve this, at the first election of directors following the approval of this by-law, and in accordance with a procedure designated by the Board, one-third (1/3) of the directors shall be elected for a three-year term, one-third (1/3) of the directors shall be elected for a two-year term and one-third (1/3) of directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

4.03 Duties and powers

Subject to the Act and the articles, the directors shall manage or supervise the management of the activities and affairs of the Corporation.

Pursuant to Section 142 of the Act, subject to the articles and the by-laws, the directors may designate the offices of the corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the corporation, except powers to do anything referred to in subsection 138(2) of the Act.

Pursuant to Section 138 of the Act, the directors may appoint from their number a managing director or a committee of directors (e.g., Executive Committee) and delegate to such managing director or committee any of the powers of the directors. However, in accordance with Section 138(2) of the Act, notwithstanding any delegation of powers by the directors, no managing director or committee of directors has 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 or appoint additional directors;
- (3) issue debt obligations except as authorized by the directors;
- (4) approve any financial statements referred to in section 172 of the Act;
- (5) adopt, amend or repeal by-laws; or
- (6) establish contributions to be made, or dues to be paid, by members.

Where the office of public accountant is vacant, the directors must fill it immediately in accordance with Section 185 of the Act.

4.04 Remuneration

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be

prohibited from receiving compensation for services provided to the Corporation in another capacity.

4.05 Board nominations and elections

Pursuant to Section 171 of the Act, for purposes of the members' election of directors at each annual general meeting, the procedures for conducting said election and for collecting, counting and reporting the results of the vote shall be as follows:

- (1) No later than ninety (90) days before the date of the Annual General Meeting, the Board shall appoint a Returning Officer, who is not a member of the Board, responsible for the election of the incoming directors.
- (2) No later than eighty (80) days before the date of the Annual General meeting, the Returning Officer shall notify members in good standing of the election and of the positions on the Board that are to be filled at the time of the Annual General Meeting. Said notice shall also invite members to nominate candidates for election to those positions, using the nominations form provided by the Corporation, which must accord with the requirements of the Act, its articles and these by-laws. Said notice may be given to each member in good standing by electronic means. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- (3) In carrying out or causing to be carried out the process described in these by-laws for the election of directors, the Returning Officer shall also have regard to any proposal by a member, pursuant to Section 163 of the Act, that includes any nominations for the election of directors, if the proposal is signed by not less than the percentage of the members prescribed under the Act and otherwise accords with the requirements of the Act. If the proposal satisfies the applicable requirements, the Returning Officer shall include the candidates nominated in the proposal among those validly nominated for election and shall include the candidates' names and the relevant personal information they provide in the materials described below that shall be sent to members entitled to vote.
- (4) If the number of candidates validly nominated is less than or equal to the number of positions on the Board available to be filled by election in that year, those candidates shall be declared elected and the positions filled by those candidates at the Annual General Meeting.
- (5) If the number of candidates validly nominated exceeds the number of positions on the Board available to be filled by election in that year, the Returning Officer

shall arrange for the positions on the Board to be filled by a vote, through a process in which all members in good standing are given the opportunity to vote. Such a vote may be conducted either by mailed-in ballot or by means of a telephonic, electronic or other communication facility, as long as the method chosen enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

- (6) In the event that a vote is required to elect candidates to the Board of Directors, no later than fifty-five (55) days before the date of the Annual General Meeting, the Returning Officer shall send or cause the following to be sent to all members in good standing and entitled to vote in electing the directors:
 - a) a notice to members that the voting period is open;
 - b) a clear statement of the date by which members' votes must be received in order to be valid and counted; and
 - c) the documentation or information the Board has deemed necessary for the members to cast their votes for the election of directors, including the personal information provided by the candidates about their candidacy and qualifications for the position of director, within such reasonable word count as the Board may deem appropriate.
- (7) Only those completed votes received by the Returning Officer not less than 40 days before the date of the Annual General Meeting shall be considered validly cast and counted.
- (8) Based on the tally of votes validly cast for each candidate, the Returning Officer shall fill the available positions with those candidates receiving the highest number of votes, in descending order, subject to satisfying the minimum requirements for composition of the Board, as set out above (in section 4.01).
- (9) At the Annual General Meeting, the Returning Officer shall announce the results of the members' vote conducted in accordance with the procedure set out above, and shall confirm that results satisfy the minimum requirements for composition of the Board, as set out in these by-laws. The election of directors at the Annual General Meeting shall not be valid unless conducted in accordance with the procedure set out above and in conformity with the requirements for composition of the Board.

4.06 Removal or resignation

A director may resign from the Board by sending written notice of resignation to the Corporation. The resignation becomes effective at the time this notice is sent or at the time specific in the notice, whichever is later.

Any director may be removed by the members of the Corporation by ordinary resolution at a meeting of members convened according to this by-law. The director whose removal is at issue must be afforded an opportunity to be heard in person, in writing or by a representative. In accordance with the Act, a director so removed may be replaced by the members by ordinary resolution at the same meeting. However, if the members remove a director but do not fill the vacancy on the Board so created at the same meeting, a quorum of directors may appoint a director to fill the vacancy and the director so appointed holds the office for the unexpired term of the predecessor.

4.07 Vacancies

Subject to the Act and other provisions of these by-laws, a quorum of directors may fill a vacancy on the Board by appointing one or more additional directors, who shall hold office for a term that expires no later than the close of the next annual meeting of members. The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of members.

However, if there is a vacancy on the Board resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles, or from a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy. (If the directors fail to call such a meeting or if there are no directors then in office, the meeting may be called by any member.)

4.08 Officers of the Board

Number and selection

The officers of the Board shall be the Chair, Vice-Chair, Secretary and Treasurer. Officers shall be elected annually by the Board from among the members of the Board at the first meeting of the Board following each Annual General Meeting and shall constitute the voting members of the Executive Committee as described in these by-laws. With the approval of the Board by ordinary resolution, the same person may hold more than one of these offices.

Term of office

The term of office for the Chair, the Vice-Chair, the Secretary and the Treasurer shall be one (1) year, running from the first Board Meeting following the Annual General Meeting until the election of directors to these positions at the first Board meeting following the subsequent Annual General Meeting.

Description of offices

The Board of Directors shall adopt terms of reference defining the responsibilities of each of its 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 officers are appointed, shall have the following duties and powers associated with their positions:

- (1) Chair of the Board: The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.
- (2) Vice-Chair of the Board: If the Chair of the Board is absent, or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- (3) Secretary: The Secretary shall attend and be the secretary of all meetings of the Board, meetings of members and, if requested by the Board, meetings of committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's records, minutes of all proceedings at such meetings, and the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees.
- (4) Treasurer: If appointed, the Treasurer shall have such powers and duties as the Board may specify in order to provide fiscal oversight, on behalf of the Board, of the Corporation.

Removal

Any officer of the Board who has failed to attend three (3) consecutive meetings of the Board, without providing good reason satisfactory to the majority of the directors, may be removed from his or her office by the directors by simple resolution, as long as the director has been afforded reasonable opportunity to be heard in person, in writing or by a representative.

Resignation

Any officer may voluntarily resign from his or her office for any reason by submitting a letter to

the Board, sent to the Chair, stating his or her wish to resign from said office. The resignation will become effective thirty (30) days after the date the letter is received by the Chair. Any officer who has not, without good reason as determined by the Board, attended three (3) consecutive meetings of the Executive Committee shall be considered to have resigned from the office.

Vacancies

If the office of any officer of the Board is or becomes vacant, the directors may, by resolution, appoint any member of the Board to fill such vacancy for the unexpired term.

SECTION 5 – MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

5.01 Frequency, format and calling of meetings

The Board of Directors shall meet at least three (3) times per year, at such time and place as may be determined by a majority of the Board. Directors may meet either in-person or through telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) directors at any time.

5.02 Notice of meetings

Notice of the time and place for the holding of a meeting of the Board shall be given to each director by telephonic, electronic or other communication facility not less than 7 days before the time when the meeting is to be held. Notice of a meeting of the Board 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 a meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless this by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting. However, a notice of a meeting of the Board shall specify any matter to be dealt with at the meeting that is referred to in subsection 138(2) of the Act (Limits on Authority), namely any of the following:

- (1) any question or matter requiring the approval of members;
- (2) filling a vacancy among the directors or in the office of public accountant or appointing additional directors;

- (3) issuing debt obligations except as authorized by the directors;
- (4) approving any financial statements referred to in section 172 of the Act;
- (5) adopting, amending or repealing by-laws; or
- (6) establishing contributions to be made, or dues to be paid, by members.

5.03 Quorum

At a meeting of the Board, a quorum shall consist of a simple majority of the total number of sitting members of the Board. In the event of a meeting not attaining a quorum, it is open to the Board to adopt the minutes and resolutions of that meeting at the next regular Board meeting at which there is quorum.

5.04 Voting at Board meetings

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Voting is by show of hands or, should it be available for the meeting, by electronic participation. A member entitled to vote at the meeting can demand a ballot.

In the case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the director chairing the meeting shall have a second, deciding vote in addition to his or her original vote.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

In accordance with Section 126(3) of the Act, no person shall act for an absent director at a meeting of directors.

5.05 Participation by electronic means at Board meetings

If the Board 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 the Board, 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 the Board 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 Board has made available for that purpose.

5.06 Board meeting held entirely by electronic means

If one or more directors of the Board call a meeting of the Board, those directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.07 Board resolutions in writing

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

5.08 Board committees

There shall be an Executive Committee consisting of the Chair, the Vice-Chair, the Secretary and the Treasurer, who shall constitute the voting members of this committee. The Executive Committee shall have the authority to conduct the general business of the Corporation as necessary in between meetings of the Board. Substantive decisions of the Executive Committee must be ratified at the next Board meeting.

In addition to the Executive Committee, the Board may establish any other standing or *ad hoc* committees it deems appropriate, in accordance with this by-law. All Standing Committees of the Board shall be chaired by a member of the Board.

Terms of reference for Board committees

The Board may establish terms of reference for any committee or may delegate this task to the committee, which shall present terms of reference and submit these to the Board for approval. Terms of reference for all Committees may include the following:

- (1) the status of the committee (standing or *ad hoc*);
- (2) the overall purpose of the committee;
- (3) any specific directives defining goals and tasks;
- (4) the composition (chair, secretary and membership, including any employees of the Corporation if the Board deems it appropriate);
- (5) the preferred time and method for reporting to the Board;
- (6) if necessary, a budget for expenses; and
- (7) definition of voting membership.

In the case of standing committees, the terms of reference may additionally include:

- (1) the term of office for the chair of the committee and whether successive terms are permitted;
- (2) the method for the admission of new members to the committee;
- (3) the method for the election of the chair.

Convening meetings

Meetings of committees shall be called by the chair of the committee. If no chair is designated, the person whose name appears first on the list of members in alphabetical order shall convene the first meeting, and the committee shall then elect its own chair.

Quorum

A quorum for any committee shall be a majority of its eligible voting members.

SECTION 6 – BUSINESS OF THE CORPORATION

6.01 Financial Year-End

The financial year-end of the Corporation shall be March 31 of each year or such other date as the Board may from time to time determine by resolution and as approved by appropriate government and legal authorities.

6.02 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 (Annual Financial Statements to the members, send a summary to each member and publish a notice to its members stating that the complete annual financial statements and other documents referred to in subsection 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

6.03 Indemnification of directors and officers

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

individual is involved because of that association with the Corporation or other entity. Such indemnification shall be required only if (a) the individual 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 his or her conduct was lawful.

For the purposes of this clause, the word "officer" has the same meaning as set out in Section 2(1) of the Act.

SECTION 7 – AMENDMENTS OF BY-LAWS

7.01 Amendments

Subject to the articles and by-laws of the Corporation, the Board may, by 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 said meeting.

This clause 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 because such by-law amendments or repeals are only effective when confirmed by members.

A member entitled to vote at a meeting of members may make a proposal to amend the by-laws, pursuant to and in accordance with Sections 152(6) and 163 of the Act.

7.02 Fundamental changes

In accordance with Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or the by-laws of a corporation to:

- (1) change the corporation's name;
- (2) change the province in which the corporation's registered office is situated;

- (3) add, change or remove any restriction on the activities that the corporation may carry on;
- (4) create a new class or group of members;
- (5) change a condition required for being a member;
- (6) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (7) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (8) add, change or remove a provision respecting the transfer of a membership;
- (9) subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (10) change the statement of the purpose of the corporation;
- (11) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (12) change the manner of giving notice to members entitled to vote at a meeting of members;
- (13) change the method of voting by members not in attendance at a meeting of members; or
- (14) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

In accordance with Sections 163 and 198 of the Act and these by-laws, a director or any other member entitled to vote at a members' meeting may make a proposal regarding one of the fundamental changes to the by-laws referred to above. Where such a proposal is made, the notice of the members' meeting must set out the proposed amendment.

SECTION 8 – DISPUTE RESOLUTION

8.01 Mediation and arbitration

Disputes or controversies among members, directors, officers, committee members or volunteers of the Corporation are, as much as possible, to be resolved in accordance with mediation and/or arbitration as provided in this section.

8.02 Dispute resolution mechanism

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

- (1) The dispute or controversy shall first be submitted to a mediator agreed upon by both parties, who will meet with the parties in an attempt to mediate a resolution between the parties. Either party to the dispute, or the Board, may propose a mediator for consideration.
- (2) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. With the consent of both parties, the mediator who originally attempted to mediate the dispute may act as the arbitrator. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

By agreeing to mediation or arbitration, the parties agree that all proceedings relating to the mediation or arbitration shall be kept confidential and there shall be no disclosure of any kind except as may be required by law.

All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

SECTION 9 – GENERAL PROVISIONS

9.01 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.

9.02 Omissions and errors

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

SECTION 10 – EFFECTIVE DATE

10.01 Effective date

Subject to any matters requiring a special resolution of the members, this by-law shall be effective as of the date of issue of the articles of continuance.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 4th day of April, 2013 and confirmed by the members of the Corporation by special resolution on the 13th day of June, 2013.

Dated as of the 15th day of June, 2013.



Ryan Peck, Secretary of the Board of Directors