

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

## **INTERNATIONAL ASSOCIATION FOR DISABILITY AND ORAL HEALTH**

(the "**Corporation**")

**BE IT ENACTED** as a by-law of the Corporation as follows:

### **ARTICLE 1**

#### **STATEMENT OF PURPOSE AND OBJECTS**

- 1.1 **Purpose.** The purpose of the Corporation is to promote, preserve and protect the oral health of people with disabilities.
- 1.2 **Aims and Objectives.** The aims and objectives of the Corporation are those as set forth in Schedule "A" of the Corporation's articles.

### **ARTICLE 2**

#### **INTERPRETATION**

- 2.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
  - (a) "**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;
  - (b) "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - (c) "**board**" means the board of directors of the Corporation and "director" means a member of the board;
  - (d) "**by-law**" means any by-law of the Corporation which is, from time to time, in force and effect;
  - (e) "**good standing**" means a member of the Corporation who:
    - (i) is not under suspension or expulsion from membership, or under any other membership restriction or sanction;

- (ii) is in compliance with the by-laws, policies, procedures, rules and regulations of the Corporation and has not been notified of non-compliance; and
  - (iii) has paid all required membership dues or debts to the Corporation, if any.
- (f) “**meeting of members**” includes an annual meeting of members or a special meeting of members; "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;
- (g) “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (h) “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of 163 (Member Proposals) of the Act;
- (i) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (j) “**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.2 **Interpretation.** In the interpretation of this by-law and any other by-law of the Corporation hereafter passed, unless the content otherwise requires, 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 above, words and expressions defined in the Act have the same meanings when used in this by-law.

### **ARTICLE 3**

#### **ORGANIZATION**

- 3.1 **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 of the Corporation shall be the custodian of the corporate seal.
- 3.2 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the City of London, in the County of Middlesex, in the Province of Ontario.
- 3.3 **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) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. 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.

3.4 **Financial Year.** The financial year end of the Corporation shall end on December 31st in each year or on such day in each year as the board may from time to time determine.

3.5 **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company 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.

3.6 **Borrowing Powers.** The directors of the Corporation may, 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; and
- (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.

This borrowing power may be delegated by the board to any such officers or directors of the Corporation to such extent and in such manner as may be set out in any by-law of the Corporation.

Nothing in this section 3.6 limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by, or on behalf of, the Corporation.

3.7 **Annual Financial Statements.** The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves 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.

## **ARTICLE 4**

### **MEMBERSHIP**

4.1 **Membership Classes.** Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Class A members and Class B members. The board of the

Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

4.2 **Additional Membership Classes.** The Corporation may, by amendment of the articles create additional classes of members, and provide the rights and conditions, including voting rights, attaching to each class of membership. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this by-law section if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

4.3 **Membership Conditions.** The following conditions of membership shall apply:

#### **Class A Members**

- (a) Class A membership shall be available only to organizations or individuals who have applied and have been accepted for Class A membership in the Corporation.
- (b) Each non-individual (entity) Class A member shall appoint a representative to serve as the member in accordance with section 4.4 below.
- (c) The term of membership of a Class A member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (d) As set out in the articles, each Class A member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A member shall be entitled to one (1) vote at such meetings.
- (e) Class A members who cease to be in good standing will not be entitled to vote at meetings of members or be entitled to benefits and privileges of membership until such time as the board is satisfied that the member has met the definition of good standing as set out in section 2.1(e) above.

#### **Class B Members**

- (a) Class B membership shall be available only to organizations or individuals who have applied and have been accepted for Class B membership in the Corporation.
- (b) Each non-individual (entity) Class B member shall appoint a representative to serve as the member in accordance with section 4.4 below
- (c) The term of membership of a Class B member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (d) Subject to the Act and the articles, a Class B member shall not have any voting rights for any purpose; they shall not be entitled to vote separately as a class on a proposal to make an amendment referred to in section 199(1) of the Act to:
  - (i) effect an exchange, reclassification or cancellation of all or part of the memberships of the class; or

- (ii) create a new class of members having rights equal or superior to those of the class.

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

4.4 **Member Representatives.** Each non-individual (entity) member shall designate to the Corporation in writing an individual representative who is authorized to represent such non-individual (entity) member at meetings of members and to be the contact person of the non-individual (entity) member for all communications between the Corporation and its members. Such appointment may be revoked and replaced at any time upon written notice to the Corporation. If a designated representative of a non-individual (entity) member is unable to attend a meeting of members, a proxy in written form may be delivered to the Secretary of the Corporation, for purposes of such meeting. Any representative named after the record date may only vote at a meeting of members by proxy.

4.5 **Membership Transferability.** A membership may be transferred to persons or organizations who qualify to be a member as set forth in the Corporation's policy framework and according to the terms of reference established by the board. All new membership applicants shall be subject to acceptance by the board of the Corporation. Pursuant to section 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 by-law section.

4.6 **Membership Dues.** Members shall be notified in writing, by way of electronic communication, of the membership dues at any time payable by them and must be paid by the end of the calendar year. Membership dues shall be paid as follows:

- (a) Class A members will pay annual dues as determined by the board of the Corporation.
- (b) Class B members will pay annual dues as determined by the board of the Corporation.

In accordance with section 2.1(e) above, a member who has not paid all required membership dues at the time of a members' meeting will not be entitled to vote at such meeting unless all outstanding membership dues are paid prior to the start of such members' meeting.

The membership dues and the procedure for payment is set forth in the Corporation's policy framework and according to the terms of reference established by the board.

4.7 **Termination of Membership.** A membership in the Corporation is terminated when:

- (a) the individual member dies or the non-individual (entity) member ceases to exist;

- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of this by-law or in the Corporation's policy framework established by the board;
- (c) 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;
- (d) the member is expelled in accordance with any discipline of members section or 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.

4.8 **Effect of Termination of Membership.** 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.

4.9 **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:

- (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; and
- (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 expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' 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 president, 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 president, the president, 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.

## ARTICLE 5

### MEMBERS' MEETINGS

- 5.1 **Place of Members' Meeting.** 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.
- 5.2 **Annual Meetings.** At every annual meeting of members, in addition to any other business that may be transacted, the report of the board, the financial statements and the report of the auditors shall be presented and the directors shall be elected, if necessary, and auditors appointed for the ensuing year. At the annual meeting of members, the members may consider and transact any business, either special or general.
- 5.3 **Special Meetings.** The board shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- 5.4 **Persons Entitled to be Present at Members' Meetings.** The persons entitled to be present at members' meetings are all members, 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. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.
- 5.5 **Notice of Members' Meeting.**
- (a) 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:
    - (i) 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
    - (ii) 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.
  - (b) Notice of any meeting where special business shall be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.
  - (c) Notice of any annual meeting of members shall list the individuals nominated by the board for election to the board. Such notice of meeting shall also state that a member may propose any other person as a nominee for election to the board and the form of nomination shall be attached to the notice. The name of such nominee shall be added to the list of individuals nominated by the board, in the appropriate nominating

category, provided that such nomination is delivered to the Corporation no later than seven (7) days before the date of such meeting.

- (d) Notice of each meeting of members must remind each member who is not a director that the member has the right to vote by proxy and shall contain a form of proxy as approved by the board and in conformity with 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 this by-law section of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

- 5.6 **Waiver of Notice.** A member and any other person entitled to attend a meeting of the members may in any manner waive notice of a meeting of the members and attendance of any such person at a meeting of the members shall constitute a waiver of notice of the meeting, except where the member or such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 5.7 **Cost of Proposals.** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
- 5.8 **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.
- 5.9 **Members' Meeting Held Entirely by Electronic Means.** If the directors or members of the Corporation 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
- 5.10 **Quorum at Members' Meetings.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be one-third (1/3) of the members in good standing 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.

- 5.11 **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 their number to chair the meeting.
- 5.12 **Votes to Govern at Members' Meetings.** 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 questions. In 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 casting vote.
- 5.13 **Resolutions in Lieu of Meeting.** Except for those matters required by the Act to be dealt with at a meeting of members, a resolution in writing, signed by all the members of the Corporation, is as valid as if it had been passed at a meeting of the members.
- 5.14 **Adjournment.** The chair of any meeting of the members may, with the consent of the members at the meeting, adjourn the same from time to time to a fixed time and place not sooner than ten (10) days subsequent to the adjourned meeting, and no notice of such adjournment need be given to the members. Any business may be brought or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **ARTICLE 6**

### **VOTING AT MEMBERS' MEETINGS**

- 6.1 **Demand for a Poll.** A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and at once, later in the meeting or after adjournment, as the chair of the meeting directs. Upon a poll and subject to the provisions, if any, of the Articles, every such member and/or individual so authorized to represent a member who is present in person shall have one (1) vote. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 6.2 **Proxies.** In accordance with the Act and this by-law, votes at any meeting of the members may be given either personally, by proxy, by mail or by e-mail, or, in the case of a member who is not a natural person, by an individual duly authorized in writing by such member to represent it at meetings of members generally or at the meeting in question, as described in section 4.4. For the purposes of this by-law, a “**Proxyholder**” means any individual duly authorized in writing by a member to represent such member at a meeting of members. Every Proxyholder shall have 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 Proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands. A proxy shall be in writing and shall be executed by the member or the member's attorney authorized in writing or, if the member is a corporation or association, by an officer or attorney thereof duly authorized. A proxy may be provided, but is not mandatory, if a member is represented at a meeting of members by the member's designated representative described in section 4.4. 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.

6.3 **Revocation of Proxies.** A member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory:

- (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 that meeting after an adjournment of that meeting, 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 after an adjournment of that meeting.

6.4 **Form of Proxy.** If a form of proxy is created by a person other than the member, the form of proxy shall:

- (a) indicate, in bold-face type,
  - (i) the meeting at which it is to be used,
  - (ii) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
  - (iii) instructions on the manner in which the member may appoint the proxyholder,
- (b) contain a designated blank space for the date of the signature,
- (c) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
- (d) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- (e) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- (f) 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 (d) or (e) with respect to any matter to be acted on, the membership is to be voted accordingly.

- 6.5 **Acceptance of Proxies.** The board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be in writing and sent by email, facsimile or other electronic means before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars. The chair of any meeting of the members may, subject to any regulations made as aforesaid, in the chair's discretion, accept email, facsimile or other written communication as to the authority of any person claiming to vote on behalf of and to represent a member, notwithstanding that no proxy conferring such authority has been properly lodged with the Corporation, and any votes given in accordance with such facsimile or other written communication accepted by the chair of the meeting shall be valid and shall be counted.
- 6.6 **Voting By Mail.** Unless otherwise required by the Act or by this by-law, in lieu of physical attendance at a meeting of the members of the Corporation, a member may vote on a resolution to be considered at the meeting by delivering a mail ballot (by physical mail, facsimile, or electronic mail) to the Secretary of the Corporation, indicating such member's vote thereto, provided that the mail ballot is received by the Secretary of the Corporation before the time and date of the meeting or the time specified in the notice, and that the motion to be voted upon at the meeting is identical to the motion in the mail ballot. Any vote so received shall result in the member responsible therefore being counted toward the quorum of that meeting, and receipt of mail ballots constituting 51% or more of the members shall constitute a quorum for meeting purposes.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

- 7.1 **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 three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.
- 7.2 **Term of Office of Directors.** The directors shall be elected to hold office for a term expiring not later than the close of the fourth annual meeting of members following the election.
- 7.3 **Calling of Meetings of Board.** 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; provided that for the

first organization meeting following incorporation, such meeting may be called by any director or incorporator.

7.4 **Notice of Meeting of Board.** Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation as follows:

- (a) not less than ten (10) days before the time when an in-person meeting is to be held;  
or
- (b) not less than forty-eight (48) hours before the time when an electronic 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. 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 except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

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

7.6 **Votes to Govern at Meetings of the Board.** 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 chair of the meeting shall have a casting vote.

7.7 **Committees of the Board.** The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

## **ARTICLE 8**

### **OFFICERS**

8.1 **Appointment of Officers.** The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may

be appointed to any office of the Corporation. An officer may, but need not be, a director unless this by-law otherwise provide. Two or more offices may be held by the same person.

8.2 **Description of Offices.** Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. 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 and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

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

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

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

- 8.4 **Method of Giving Any Notice.** Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, 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);
  - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
  - (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **ARTICLE 9**

### **LIABILITY AND INDEMNITY TO DIRECTORS AND OTHERS**

- 9.1 **Protection of Directors and Officers.** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for any loss, damages or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or on behalf of the Corporation or through insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested; or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person including any person with whom or which any monies, securities or property shall be lodged or deposited; or for any loss,

conversion, misapplication or misappropriation of or any damages resulting from any dealings with any monies, securities or other assets belonging to the Corporation for any loss, damages, or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless any of the same shall occur by or through the director's or officer's own wilful neglect or default.

9.2 **Indemnities to Directors and Others.** Every director and officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their respective heirs, estate trustees and administrators, and estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done for permitted by them, in or about the execution of the duties of such office or in respect of any such liability, as the case may be; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law, to the extent permitted by the Act or law.

9.3 **Insurance.** Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding sections as the board may from time to time determine.

## **ARTICLE 10**

### **MISCELLANEOUS**

10.1 **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.

10.2 **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.

10.3 **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 the section on dispute resolution mechanism of this by-law.

10.4 **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:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) 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, who shall not be any one of the mediators referred to above, 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. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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

10.5 **By-laws and Effective Date.** Subject to the articles, 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 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 because such by-law amendments or repeals are only effective when confirmed by members.

**ENACTED** as of the            day of January, 2017.

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*Timucin Ari*

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*Martinus Jozef Elisabeth Arts*

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*Brita Johanna Andrea Norderyd*

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*Alison Jane Dougall*

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*Luc Andreas Margaretha Marks*

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*Shoji Hironoka*

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*Marcello Feitosa Boccia*