

**INTERNATIONAL SOCIETY OF RESEARCH AND ADVOCACY FOR
DEVELOPMENTAL COORDINATION DISORDER**

BY-LAWS

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PART 1 - GENERAL

1.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or 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) "**Board Resolution**" means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by the directors entitled to vote on that resolution; or
 - (ii) a resolution consented to in writing, after being sent to all of the directors, by all of the directors entitled to vote on that resolution;
 and a Board Resolution approved by any one of these methods is effective as though passed at a duly constituted meeting of the Board;
- (e) "**by-law**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "**Corporation**" means International Society of Research and Advocacy for Developmental Coordination Disorder;
- (g) "**half**" means, when referring to a group of directors, a number equal to the number of directors divided by two, rounded up or down to the nearest whole number as is appropriate in the circumstances to maintain a staggered Board as provided in Section 5.4 of these by-laws;
- (h) "**meeting of members**" or "**meeting of the members**" includes an annual meeting of members or a special meeting of members;
- (i) "**ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution;
- (j) "**related individual**" of an individual means the individual's parents, grandparents, siblings, legal guardians, spouse, and lineal descendants, and such other familial relative of the individual as may be determined by the Board in its sole and unfettered discretion;
- (k) "**special meeting of members**" or "**special meeting of the 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; and

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

- 1.2 **Interpretation.** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this by-law. For the purposes of this by-law: (a) the words "**include**", "**includes**", and "**including**" shall be deemed to be followed by the words "without limitation"; (b) the word "**or**" is not exclusive; (c) the words "**herein**", "**hereof**", "**hereby**", "**hereto**", and "**hereunder**" refer to this by-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; (e) whenever a gendered term is used herein, the same shall include all other gendered terms, where appropriate; and (f) "**person**" includes an individual, body corporate, and other legal entity. Unless the context otherwise requires, references herein: (g) to "**Sections**" mean the sections of this by-law; (h) to an agreement, instrument, or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (i) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder. The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such provisions.
- 1.3 **Non-Profit.** Notwithstanding anything to the contrary herein, no part of the income of the Corporation may be payable to, or otherwise available for the personal benefit of, any member.

PART 2 - MEMBERSHIP

- 2.1 **Membership Classes.** Subject to the articles, there shall be five classes of members in the Corporation, namely, Founding members, Professional members, Student members, Community members, and Honorary members. A person may be admitted as a member of the Corporation in only one class of membership.
- 2.2 **Founding Members.**
- (a) **Qualifications.** Founding membership is available only to those individuals, corporations, and other persons who are over 18 years of age (if an individual) and who meet the membership qualifications, if any, set out in these by-laws.
- (b) **Application and Acceptance.** To be admitted in the Corporation as a Founding member, a person must apply for Founding membership in the manner prescribed by the Board and be accepted for Founding membership in the Corporation by Board Resolution or in such other manner as may be determined by Board Resolution.
- (c) **Rights.** A Founding member is entitled to receive notice of, to attend, and to vote at all meetings of members, and each such Founding member is entitled to one vote at such meetings.

2.3 Professional Members.

- (a) **Qualifications.** Professional membership is available only to those individuals who are over 18 years of age, who are employed as researchers, clinicians (including physicians, psychologists, rehabilitation therapists, and other health professionals), teaching professionals, or other like professionals, who are working in the field of developmental coordination disorder, and who meet the membership qualifications, if any, set out in these by-laws.
- (b) **Application and Acceptance.** To be admitted in the Corporation as a Professional member, a person must apply for Professional membership in the manner prescribed by the Board and be accepted for Professional membership in the Corporation by Board Resolution or in such other manner as may be determined by Board Resolution.
- (c) **Conditions.** A Professional member must meet the qualifications set out in Section 2.3(a) throughout the term of the Professional member's membership.
- (d) **Rights.** A Professional member is entitled to receive notice of, to attend, and to vote at all meetings of members, and each such Professional member is entitled to one vote at such meetings.

2.4 Student Members.

- (a) **Qualifications.** Student membership is available only to those individuals who are over 18 years of age, who are enrolled as students at a post-secondary or graduate educational institution, and who meet the membership qualifications, if any, set out in these by-laws.
- (b) **Application and Acceptance.** To be admitted in the Corporation as a Student member, an individual must apply for Student membership in the manner prescribed by the Board and be accepted for Student membership in the Corporation by Board Resolution or in such other manner as may be determined by Board Resolution.
- (c) **Conditions.** A Student member must meet the qualifications set out in Section 2.4(a) throughout the term of the Student member's membership.
- (d) **Rights.** A Student member is entitled to receive notice of, to attend, and to vote at all meetings of members, and each such Student member is entitled to one vote at such meetings.

2.5 Community Members.

- (a) **Qualifications.** Community membership is available only to those individuals, corporations, and other persons:
 - (i) who are over 18 years of age (if an individual);
 - (ii) who:
 - (A) have been professionally diagnosed with or are suspected to have developmental coordination disorder;

- (B) are interested in the field of developmental coordination disorder; or
 - (C) are the related individuals of an individual who has been professionally diagnosed with or is suspected to have developmental coordination disorder; and
- (iii) who meet the membership qualifications, if any, set out in these by-laws.
- (b) **Application and Acceptance.** To be admitted in the Corporation as a Community member, a person must apply for Community membership in the manner prescribed by the Board and be accepted for Community membership in the Corporation by Board Resolution or in such other manner as may be determined by Board Resolution.
 - (c) **Conditions.** A Community member must meet the qualifications set out in Section 2.5(a) throughout the term of the Community member's membership.
 - (d) **Rights.** A Community member is entitled to receive notice of, to attend, and to vote at all meetings of members, and each such Community member is entitled to one vote at such meetings.

2.6 **Honorary Members.**

- (a) **Qualifications.** Honorary membership is available only to those individuals, corporations, and other persons who are over 18 years of age (if an individual), who have made significant or outstanding contributions to the field of developmental coordination disorder as determined by the Board in its sole discretion, and who meet the membership qualifications, if any, set out in these by-laws.
- (b) **Application and Acceptance.** To be admitted in the Corporation as an Honorary member, a person must have been offered Honorary membership by the Board (which offer may be made by the Board in its sole and unfettered discretion) and must have accepted such offer for Honorary membership in the manner prescribed by the Board.
- (c) **Rights.** An Honorary member is entitled to receive notice of, to attend, and to vote at all meetings of members, and each such Honorary member is entitled to one vote at such meetings.

2.7 **Change of Membership Class.** A member of the Corporation may change the member's class of membership to another class of membership by applying for that other class of membership. Upon being admitted to that other class of membership as provided herein, that member is deemed to be withdrawn from the member's original class of membership.

2.8 **Term of Membership.** A member's term of membership in the Corporation commences on the date the member is admitted as a member of the Corporation and expires upon the close of the following annual meeting of members.

- 2.9 **Special Resolution Required for Changes.** Pursuant to section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to these by-laws if those amendments affect membership rights or conditions described in that section of the Act.

PART 3 - MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE

- 3.1 **Membership Dues.** Membership dues, if any, may be determined by the Board at any time and from time to time in respect of any one or more classes of membership. For greater certainty and notwithstanding anything to the contrary, the Board may establish different rates of membership dues for different classes of membership. Members shall be notified in writing of any membership dues at any time payable by them and, if a member does not pay such dues by the applicable payment due date, the member will no longer be in good standing and will not be in good standing for so long as such amounts remain unpaid. Membership dues are non-refundable unless otherwise determined by the Board, in its sole discretion.

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

- (a) the member dies, in the case of a member that is a natural person, or, in the case of a member that is not a natural person, the member is dissolved;
- (b) the member fails to maintain any applicable conditions for membership specified in these by-laws;
- (c) the member resigns from membership in the Corporation by delivering a written resignation to the Corporation, in which case such resignation shall be effective on the date specified in the resignation (if any) or on the date such resignation is so delivered, whichever is later;
- (d) the member is expelled in accordance with Section 3.3 of these by-laws or is otherwise terminated in accordance with the articles or these by-laws;
- (e) the member's term of membership expires;
- (f) the member is not in good standing for three consecutive months as provided in Section 3.1 of these by-laws; or
- (g) the Corporation is liquidated or dissolved under the Act.

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

- 3.3 **Discipline of Members.** The Board shall have authority to discipline a member or to expel any member from the Corporation by Board Resolution on any one or more of the following grounds:

- (a) violating any provision of the articles, these by-laws, or the written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or

- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes to discipline a member or to expel a member from membership in the Corporation, the Board shall provide to the member not less than 20 days' prior written notice of the proposed discipline or expulsion, which notice shall include reasons for the proposed discipline or expulsion. The member may make written submissions to the Board in response to the notice within 30 days of delivery of the notice of the proposed discipline or expulsion. The Board shall promptly notify the member concerning the result of the Board Resolution. The Board's decision shall be final and binding on the member without any further right of appeal.

PART 4 - MEETINGS OF MEMBERS

- 4.1 **Place of Meeting.** Meetings of the members shall be held at such place:
 - (a) within Canada as may be determined by the Board;
 - (b) outside Canada as specified in the articles; or
 - (c) outside Canada as may be agreed by all of the members entitled to vote at such meeting.
- 4.2 **Electronic Attendance.** Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- 4.3 **Electronic Meetings.** Subject to the Act, if the directors or the members of the Corporation call a meeting of members under the Act, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting.
- 4.4 **Annual Meeting.** Subject to such delays and extensions permitted under the Act, the Board shall call an annual meeting of members within 18 months of its incorporation date and, thereafter, no later than 15 months after the previous annual meeting of members and no later than six months following the Corporation's preceding financial year-end.
- 4.5 **Special Meetings.** The Board may at any time call a special meeting of members.
- 4.6 **Notice of Meeting of Members.** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - (a) by mail, courier, or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held;

- (b) by telephonic, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held;
- (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information with respect to the Corporation's activities is regularly posted and that is located in a place frequented by members; or
- (d) by such other method prescribed by the Act.

Notice of the time and place of a meeting of the members shall be given to the Corporation's public accountant (if any) and directors during a period of 21 to 60 days before the day on which the meeting is to be held. Pursuant to section 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.

- 4.7 **Special Business.** All business transacted at a meeting of members, except consideration of the financial statements, public accountant's report (if any), election of directors, and re-appointment of the incumbent public accountant (if any), is special business. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.
- 4.8 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, and the public accountant (if any) of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles, or these by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.
- 4.9 **Chair of the Meeting.** 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 a meeting of members shall choose another director to chair the meeting.
- 4.10 **Quorum.** A quorum at any meeting of the members shall be 25% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of the members, the members then present may adjourn the meeting to a fixed time and place pursuant to Section 4.11 of these by-laws, but may not transact any other business.
- 4.11 **Adjournment.** Notice of the adjourned meeting of the members is not required to be given if the meeting is adjourned for less than 31 days or such other period prescribed by the Act and the time and place of the adjourned meeting is announced at the original meeting. Notwithstanding the foregoing, if a meeting of the members is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment shall be given in the same manner as the original meeting. No

business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 4.12 **Votes to Govern.** Unless otherwise required by law, the election of directors shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the articles, or these by-laws, any matter, other than the election of directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chairperson of the meeting shall not have a second or casting voting in addition to an original vote as a member (if applicable).
- 4.13 **Method of Voting.** Subject to the Act, voting at a meeting of members shall be by show of hands or, if the Corporation makes available such a communication facility, entirely by means of a telephonic, an electronic, or other communication facility, except if a ballot is demanded (whether before or after the vote) by a member entitled to vote at the meeting. Notwithstanding the foregoing, any person participating in a meeting of members pursuant to Section 4.2 or 4.3 of these by-laws and entitled to vote at that meeting may vote, and that vote may be held, in accordance with the Act, by means of the telephonic, electronic, or other communication that the Corporation has made available for that purpose.
- 4.14 **Absentee Voting.** Pursuant to section 171(1) (Absentee Voting) of the Act, a member not in attendance at a meeting of members who is entitled to vote at that meeting of members may vote by mailed-in ballot, emailed-in ballot, or ballot otherwise submitted through electronic or other communication, if the Corporation has a system that:
- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes.

Pursuant to section 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 this method of voting by members not in attendance at a meeting of members.

- 4.15 **Proxies.** Voting by proxy is not permitted.
- 4.16 **Corporate Representative.** Each member of the Corporation that is a corporation shall authorize and appoint an individual to exercise, on behalf of the member, all the powers of that member and to otherwise represent the member at all meetings of members.
- 4.17 **Resolution in Lieu of Meeting.** Except where a written statement is submitted by a director under section 131(1) of the Act or by a public accountant under section 187(4) of the Act:
- (a) a resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members is valid as if it had been passed at a meeting of the members; and

- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members.

PART 5 - DIRECTORS

- 5.1 **General Powers.** Subject to the Act, the articles, and any unanimous member agreement, the Board shall manage or supervise the management of the activities and affairs of the Corporation.
- 5.2 **Qualifications.** The following persons are disqualified from being a director:
 - (a) anyone who is less than 18 years of age;
 - (b) anyone who is incapable;
 - (c) a person who is not an individual; and
 - (d) a person who has the status of a bankrupt.

A director must be either a member or the authorized representative of a member that is a corporation pursuant to Section 4.16.

- 5.3 **Number of Directors.** If the articles do not provide for a minimum and maximum number of directors, the Board shall consist of the fixed 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 ordinary resolution of the members or, if the ordinary resolution of the members empowers the Board to determine the number, by Board Resolution. If the Corporation is a soliciting corporation, the number of directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates. Notwithstanding anything to the contrary herein:
 - (a) no more than one Student member may be a director at any given time; and
 - (b) no more than one-third of the Board may be composed of Community members, authorized representatives of Community members pursuant to Section 4.16, or any combination of the foregoing at any given time.
- 5.4 **Election and Term.** Members shall, by ordinary resolution at each annual meeting of members at which an election of directors is required:
 - (a) elect directors to hold office for a term of two years; and
 - (b) make reasonable efforts to ensure the directors are elected to staggered terms such that half of the directors' terms expire in any given year.

Notwithstanding Section 5.4(a) of these by-laws, where appropriate to maintain staggered directors' terms as provided in Section 5.4(b) of these by-laws and if so determined by ordinary resolution of the members, at each annual meeting of members at which an election of directors is required, directors may be elected to hold

office for a term of one year. A director's term of office commences at the close of the annual meeting at which the director is elected and ends at the close of the annual meeting of members taking place in the year in which the director's term expires. The term of any director may be renewed by ordinary resolution of the members.

- 5.5 **Removal.** The members of the Corporation may, by ordinary resolution at a special meeting of members, remove any director or directors from office. A director is entitled to submit to the Corporation a written statement giving reasons for opposing the director's removal or replacement if a meeting is called for that purpose. The Corporation shall immediately give notice to the members of the statement in the manner referred to in Section 4.6 of these by-laws, and shall immediately send a copy of the statement to the Director (within the meaning of the Act). A vacancy created by the removal of a director may be filled at the meeting of members at which the director is removed or, if not so filled, may be filled under Section 5.7 of these by-laws.
- 5.6 **Cessation.** A director of the Corporation ceases to hold office when:
- (a) the director dies, becomes incapable, or is otherwise disqualified pursuant to Section 5.2 of these by-laws or under the Act;
 - (b) the director is neither a member nor the authorized representative of a member that is a corporation pursuant to Section 4.16;
 - (c) the director resigns from office by delivering a written resignation to the Corporation, in which case such resignation shall be effective on the date specified in the resignation (if any) or on the date such resignation is so delivered, whichever is later;
 - (d) the director is removed in accordance with Section 5.5 of these by-laws or under the Act; or
 - (e) the director's term of office expires.
- 5.7 **Vacancy.** Subject to Section 5.5 of these by-laws, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number of minimum number of directors provided for in the articles. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. If there is not a quorum of directors or if there has been a failure to elect the number of 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 and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- 5.8 **Remuneration.** No director shall, whether directly or indirectly, be paid any remuneration for services rendered to the Corporation as director or receive any profit from the director's position as a director, provided that, except as prohibited by the articles:
- (a) a director may be reimbursed for reasonable expenses necessarily incurred in performing the director's duties as director; and

- (b) a director may receive remuneration for other services rendered to the Corporation as the Board shall from time to time prescribe.

PART 6 - MEETINGS OF DIRECTORS

- 6.1 **Place of Meeting.** Meetings of the Board may be held at any place within or outside Canada.
- 6.2 **Calling of Meetings.** Meetings of the Board may be called by the Chair of the Board and the Vice-Chair of the Board, or any two directors at any time; provided that, for the first Board meeting following incorporation, such meeting may be called by any director or incorporator.
- 6.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any Board Resolution fixing the time and place of such regular meetings of the Board shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:
- (a) submitting to the members any question or matter requiring the approval of the members;
 - (b) filling a vacancy among the directors or appointing additional directors;
 - (c) filling a vacancy in the office of public accountant;
 - (d) issuing debt obligations except as authorized by the Board;
 - (e) approving any annual financial statements;
 - (f) adopting, amending or repealing by-laws; or
 - (g) establishing contributions to be made, or dues to be paid, by members under Section 3.1.
- 6.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9.1 of these by-laws to every director of the Corporation not less than three days before the day when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these by-laws or the Act otherwise provide, 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 section 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- 6.5 **Chair of the Meeting.** In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the directors who are present and entitled to vote at a meeting of the Board shall choose another director to chair the meeting.

- 6.6 **Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present may adjourn the meeting to a fixed time and place pursuant to Section 6.7 of these by-laws.
- 6.7 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before 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.
- 6.8 **Votes to Govern.** Each director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by Board Resolution. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.
- 6.9 **Resolution in Writing.** Unless otherwise restricted by the articles or these by-laws, any resolution required or permitted to be passed at any meeting of the Board may be taken without a meeting if all directors consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board in accordance with the Act.
- 6.10 **No Alternate Directors.** No person shall act for an absent director at a meeting of the Board.
- 6.11 **Electronic Attendance.** Subject to the Act, a director may, if all the directors of the Corporation consent, participate in a meeting of the Board by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at that meeting.

PART 7 - COMMITTEES OF THE BOARD AND OTHER ADVISORY BODIES

- 7.1 **Appointment.** The Board may from time to time by Board Resolution designate and appoint:
- (a) one or more committees, each committee to consist solely of one or more of the directors of the Corporation; and
 - (b) one or more other advisory bodies, each other advisory body to consist of directors, officers, members, other persons, or any combination of the foregoing.

Any committee or advisory body member may be removed by Board Resolution.

- 7.2 **Delegation of Powers to Committee of Directors.** The Board may delegate to any committee consisting solely of directors, to the extent permitted by applicable law, all the powers and authority of the Board in the management of the activities and affairs of the Corporation, other than the powers and authority of the Board to:
- (a) submit to the members any question or matter requiring the approval of members;
 - (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - (c) issue debt obligations except as authorized by the directors;
 - (d) approve any financial statements referred to in section 172 (Annual Financial Statements) of the Act;
 - (e) adopt, amend, or repeal by-laws; or
 - (f) establish contributions to be made, or dues to be paid, by members under section 30 (Annual Contributions or Dues) of the Act.
- 7.3 **Authority of the Board to Revoke.** The Board may, at any time by Board Resolution, remove or override any authority given to or acts to be done by any committee of directors or advisory body, terminate the appointment of or change the membership of any such committee or advisory body, or fill a vacancy in any such committee or advisory body.
- 7.4 **Rules and Records.** Any committee of directors or advisory body may formulate its own rules of procedure, provided that a committee or advisory body shall conform to any rules that may from time to time be imposed on such committee or advisory body by the Board. Each committee of directors and advisory body shall keep regular minutes of its meetings.
- 7.5 **Quorum and Calling of Meetings.** Unless otherwise provided by the Board, a majority of the number of members in any committee of directors or advisory body constitutes a quorum thereof, and the committee or advisory body shall meet at the call of its chair or any two members thereof.
- 7.6 **Votes to Govern.** Each member of a committee of directors or advisory body is entitled to exercise one vote in respect of all resolutions or questions to be determined by the committee or advisory body. Questions arising at any meeting of a committee of directors or advisory body shall be determined by the majority of votes of the members of the committee or advisory body then present. If a member of a committee of directors or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members of the committee or advisory body present at the meeting and not disqualified from voting shall vote on any matter. In case of an equality of votes, the chair of the committee of directors or advisory body shall not have a second or casting vote.
- 7.7 **Resolution in Writing.** Unless otherwise restricted by the articles or these by-laws, any resolution required or permitted to be passed at any meeting a committee of directors or advisory body may be taken without a meeting if all members of the

committee or advisory body consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the committee or advisory body in accordance with the Act.

PART 8 - OFFICERS

- 8.1 **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.** If appointed, the Chair of the Board shall, when present, preside at all meetings of the Board and at all meetings of members. The Chair of the Board shall have such other duties and powers as the Board may specify.
 - (b) **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 appointed, shall, when present, preside at all meetings of the Board and at all meetings of members. The Vice-Chair of the Board shall have such other duties and powers as the Board may specify.
 - (c) **Secretary.** If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, meetings of members, and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountants, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.
 - (d) **Treasurer.** If appointed, the Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the Chair of the Board and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- 8.2 **Other Officers.** The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires them. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

- 8.3 **Removal.** 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.
- 8.4 **Term.** An officer of the Corporation ceases to hold office when:
- (a) the officer's term, if any, expires;
 - (b) the officer's successor is appointed;
 - (c) the officer dies, becomes incapable, or is otherwise disqualified pursuant to the Act;
 - (d) the officer resigns from office by delivering a written resignation to the Corporation, in which case such resignation shall be effective on the date specified in the resignation or on the date such resignation is so delivered, whichever is later;
 - (e) the officer is removed in accordance with Section 8.3 of these by-laws or under the Act; or
 - (f) such officer ceasing to be a director (if a necessary qualification of appointment).
- 8.5 **Vacancy.** If the office of any officer of the Corporation shall be or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 9 - NOTICES

- 9.1 **Method of Giving Notices.** Unless otherwise specified in the articles, these by-laws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given, if:
- (a) delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation, or in the case of notice to a director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
 - (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (d) provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by 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.

- 9.2 **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.

PART 10 - ADMINISTRATIVE PROVISIONS

- 10.1 **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 Board shall make provisions for the custody of corporate seal. The Board shall also have power from time to time to destroy the seal of the Corporation and substitute a new seal in its place. The seal of the Corporation shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.
- 10.2 **Financial Year.** The financial year of the Corporation shall be determined by the Board from time to time.
- 10.3 **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.
- 10.4 **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements, the report of the public accountant (if any), and any further information respecting the financial position of the Corporation and the results of its operations as may be required by the articles or these by-laws, provide such items to the members by the following means:
- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or

- (b) upon approval by ordinary resolution of the members, by posting the annual financial statements and such other documents described above on the Corporation's website, provided that the Corporation publishes a notice to its members stating that the financial information with respect to the Corporation is available on its website.
- 10.5 **Execution of Documents.** Instruments in writing requiring execution by the Corporation may be signed in such a manner as the Board may from time to time designate by resolution (which manner may include, for greater certainty, execution by electronic means) and all instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments. 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.
- 10.6 **Borrowing Powers.** The Board 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 to secure performance of an obligation of any person; 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 obligation of the Corporation.
- 10.7 **Conflict with Applicable Law or Articles.** These by-laws are enacted subject to any applicable law and the articles. Whenever these by-laws may conflict with any applicable law or the articles, such conflict shall be resolved in favour of such law or articles.

PART 11 - AMENDMENT AND REPEAL

- 11.1 **Amendment.** Subject to the articles, the Board may, by resolution, make, amend, or repeal any by-laws. Any such by-law, amendment, or repeal shall be effective from the date of the Board Resolution 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.
- 11.2 **By-laws Requiring Special Resolution.** Section 11.1 does not apply to a by-law that requires a special resolution of the members according to section 197(1) (Amendment of Articles or By-laws) of the Act.

PART 12 - EFFECTIVE DATE

12.1 **Effective Date.** This by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as amended by the directors of the Corporation by resolution on the 19th day of October, 2022 and confirmed by the members of the Corporation by special resolution on the 19th day of October, 2022.

Dated as of the 9th day of October, 2022.

A handwritten signature in cursive script that reads "Jill Zwicker".

JILL ZWICKER, Chair of the Board