

BY-LAW NO. 2

A by-law revising and amending the by-laws of the
CANADIAN ASSOCIATION OF PROVINCIAL CANCER AGENCIES
ASSOCIATION CANADIENNE DES AGENCES PROVINCIALES DE CANCER

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

1. Interpretation

1.1. Definitions

Capitalized terms appearing in this by-law and which are not defined below shall have the meaning ascribed thereto in the body of this by-law. In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1. The singular includes the plural and vice versa;
- 1.1.2. One gender includes all genders;
- 1.1.3. References to persons shall include firms and Corporations;
- 1.1.4. “Act” means the *Canada Corporations Act*, R.S.C. 1970, Chapter C-32, as amended, and any statute enacted in substitution therefore from time to time;
- 1.1.5. “Board” means the Board of Directors of the Corporation;
- 1.1.6. “Chair” means chair of the Board;
- 1.1.7. “Corporation” means the Canadian Association of Provincial Cancer Agencies / Association Canadienne des Agences Provinciales de Cancer;
- 1.1.8. “Directors” means the persons who become Directors of the Corporation in accordance with these by-laws; “Internal Director” means a person elected on the nomination of a Member in accordance with the provisions of section 6.1; and “External Director” means a person elected in accordance with the provisions of section 6.4. “Members” means the members of the Corporation pursuant to these by-laws;
- 1.1.9. “officer means a person appointed or elected to serve as a member of the Board of the Corporation pursuant to these by-laws;
- 1.1.10. “Majority” means more than half (1/2) of the total number of votes, excluding abstentions, cast on a motion;
- 1.1.11. “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members duly called for that purpose;
- 1.1.12. “A two thirds vote” means at least two thirds (2/3) of the total number of votes, excluding abstentions, cast on a motion;

- 1.1.13. “a three quarters vote” means at least three quarters (3/4) of the total number of votes, excluding abstentions, cast on a motion;
- 1.1.14. “Provincial Cancer Agency” means single Cancer Agency or program designated by a Province of Canada, including BC Cancer Agency, Alberta Health Services – Cancer Care, Saskatchewan Cancer Agency, CancerCare Manitoba, Cancer Care Ontario, the Direction de la lutte contre le cancer, New Brunswick Cancer Network, Cancer Care Nova Scotia, Prince Edward Island Cancer Treatment Centre, Eastern Health Cancer Care Program, and includes their respective successors and assigns designated as such by a provincial Government.

1.2. Statutory Terms

Unless otherwise defined herein, all terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2. CORPORATE SEAL

- 2.1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

3. HEAD OFFICE

- 3.1. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister of Industry.

4. CONDITIONS OF MEMBERSHIP

- 4.1. The Members of the Corporation shall include all Provincial Cancer Agencies who pay annual dues as determined by the Board.
- 4.2. Each province shall be entitled to one Member of the Corporation.
- 4.3. Upon paying dues to the Corporation, as determined by the Board, each Member shall be entitled to one vote at meetings of the Members of the Corporation.
- 4.4. Each member may appoint a representative to act on its behalf at any meeting of the Members of the Corporation.
- 4.5. Ceasing to be a Member:
- 4.5.1. Membership in the Corporation shall cease and the rights and privileges of a Member shall be forfeited:
- 4.5.1.1. Upon a Member submitting a written resignation addressed to the Secretary at the office of the Corporation;
- 4.5.1.2. Upon a Member failing to pay the annual dues by the deadline established by the board.

5. MEMBERS' MEETINGS

5.1. Annual Meeting

5.1.1. The annual meeting of the Members shall be held within six months after each fiscal year end (or, subject to the requirements of the *Canada Corporations Act*, at such time as the board shall specify), held at the office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint for the purpose of:

- 5.1.1.1. Hearing and receiving the reports and statements required by the *Canada Corporations Act* to be read and laid before the Corporation at an annual meeting;
- 5.1.1.2. Electing Directors;
- 5.1.1.3. Appointing the auditor and fixing or authorizing the board to fix the remuneration of the auditor;
- 5.1.1.4. Transacting any business properly brought before the meeting.

5.2. Special Meetings of Members

5.2.1. The Board of Directors shall have the power to call a special meeting of Members of the Corporation for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The Board, upon receipt of written notice from not less than three (3) Members, shall also call a special meeting of Members.

5.3. Notice of Meetings

- 5.3.1. Not less than fourteen (14) days' written notice shall be given to each voting member of any annual or special meeting of the Members.
- 5.3.1.1. Provided however that a meeting of Members may be held at any time and place without notice if all of the Members entitled to vote thereat are present in person, by phone, or by videoconference or represented by proxy or waive notice of or otherwise consent to such meeting being held; and
 - 5.3.1.2. Notice of any meeting where special business will be transacted shall contain sufficient information as to the business to be transacted to allow the member to form a reasoned judgement on the decisions to be made; and
 - 5.3.1.3. Notice of each meeting of Members shall be accompanied by either the form of proxy approved by the Directors if any, or a copy of Section 5.4 to remind the Members of the right to use a proxy
- 5.3.2. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify,

approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the Corporation.

- 5.3.3. If all Members agree in advance generally, or in respect of a particular meeting; and if all Members have access that permits all participants to communicate adequately with each other during the meeting; a Member may participate in a meeting of the Members by means of such conference telephone or other similar communications facilities, and a Member participating in such a manner is deemed to be present at the meeting. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other similar communications facilities shall be recorded in the minutes by the Secretary.
- 5.3.4. A majority of the votes cast by Members present shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the *Act* or these by-laws.

5.4. Proxies

- 5.4.1. Each Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Member of the Corporation.
- 5.4.2. Subject to the requirements of the *Canada Corporations Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

5.5. Quorum

- 5.5.1. A majority of Members present in person or represented by proxy constitute a quorum at any meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

5.6. Voting by Members

- 5.6.1. Unless the *Canada Corporations Act* or the by-laws otherwise provide, all questions proposed for consideration at a meeting of the Members shall be determined by a majority of the votes cast by the Members.

6. BOARD OF DIRECTORS

- 6.1. The property and business of the Corporation shall be managed by a board composed of a maximum of fourteen (14) Directors, of whom a minimum of eight (8) shall be Internal Directors, and a maximum of four (4) shall be External Directors.

- 6.2. Each Member shall have the right to nominate one (1) Internal Director, and all such nominees shall be elected at every second Annual Meeting of Members for a term of two (2) years.
- 6.3. In addition to any other required qualifications, an Internal Director shall be required to be the Chief Executive Officer of the Member nominating the person or another senior staff person of the Member nominating the person.
- 6.4. The Members shall elect a maximum of four (4) External Directors at every second Annual Meeting, each of whom shall serve for a term of two (2) years.
- 6.5. Prior to the Annual Meeting at which the Directors are to be elected, the Chair and Vice-Chair shall canvas the Members as to whom each will be nominating as an Internal Director, and the Board as to whom it intends to select the candidates for External Director. The Chair and Vice-Chair shall prepare a slate of candidates accordingly. Except where otherwise determined by a majority of the Members, the election of Directors shall take place by the adoption of the slate of the candidates for the office of Director prepared by the Chair and Vice-Chair
- 6.6. In addition to any other required qualifications, an External Director shall be either:
 - 6.6.1. A representative of an affiliated organization that participates in achieving common cancer control objectives; or
 - 6.6.2. An expert selected by the Board because of the person's knowledge and skill in specific areas relevant to the Corporation.
- 6.7. A Director, if otherwise qualified, is eligible for re-election.
- 6.8. Directors must be individuals, at least 18 years of age, not a bankrupt or insolvent person, and otherwise possesses the power in law to contract.
- 6.9. The office of Director shall be automatically vacated:
 - 6.9.1. If at a special meeting of Members, a resolution is passed by three-quarters (3/4) of the votes cast in favour of the removal of the Director;
 - 6.9.2. If the person has resigned office by delivering a written resignation to the secretary of the Corporation;
 - 6.9.3. If the person is found by a court to be of unsound mind;
 - 6.9.4. If the person ceases to hold the position pursuant to which the person was qualified at the time of election;
 - 6.9.5. On death
- 6.10. Subject to the provisions of section 6.8, a retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the person's successor is elected.

6.11. Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be

entitled to be reimbursed for reasonable expenses properly incurred by them in the performance of their duties as set out in Board policies. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

7. POWERS OF DIRECTORS

- 7.1. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 7.2. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

7.3. Borrowing powers

- 7.3.1. Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the Board of Directors may, without authorization of the Members:
- 7.3.1.1. Borrow money on the credit of the Corporation;
 - 7.3.1.2. Issue, reissue, sell, pledge or hypothecate debt obligation of the Corporation
 - 7.3.1.3. Give any guarantee on behalf of the Corporation to secure performance of an obligation of any person
 - 7.3.1.4. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation.
- 7.3.2. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7.4. Delegation of Borrowing Powers

- 7.4.1. The Board of Directors may, by resolution, delegate the powers referred to in section 7.3.1 to a Director, a committee of Directors or an Officer.

8. BOARD OF DIRECTORS' MEETINGS

8.1. Regular Meetings of the Board

- 8.1.1. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting

shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least three (3) regular meetings of the Board per year.

- 8.1.2. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of any corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.1.3. If all Directors agree in advance generally, or in respect of a particular meeting; and if all Directors have access that permits all participants to communicate adequately with each other during the meeting; a Director may participate in a meeting of the Board of Directors by means of such conference telephone or other similar communications facilities, and a Director participating in such a manner is deemed to be present at the meeting. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Directors at the meeting. Each vote cast by a Director participating by telephone or other similar communications facilities shall be recorded in the minutes by the Secretary.
- 8.1.4. Each Director is authorized to exercise one (1) vote.

8.2. Special Meetings of the Board

- 8.2.1. A special meeting of the Board may be called when a written request signed by the Board Chair or a minimum of three (3) or more Directors is received at the Corporation's office.

8.3. Quorum

- 8.3.1. A majority of Directors in office shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

9. INDEMNITIES TO DIRECTORS AND OTHERS

9.1. Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- 9.1.1. Directors' and Officers' insurance;
and may include
- 9.1.2. such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

9.2. Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 9.2.1. insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 9.2.2. 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;
- 9.2.3. loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 9.2.4. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 9.2.5. loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto;
- 9.2.6. loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

9.3. Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 9.4 herein, or purchasing insurance provided in section 9.1 herein, the Board shall consider:

- 9.3.1. the degree of risk to which the Director or Officer is or may be exposed;

- 9.3.2. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 9.3.3. whether the amount or cost of the insurance is reasonable in relation to the risk;
- 9.3.4. whether the cost of the insurance is reasonable in relation to the revenue available; and
- 9.3.5. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

9.4. Indemnification of Directors and Officers

Every person (in this section referred to as a “protected person”), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 9.4.1. is a Director; or,
- 9.4.2. is an Officer of the Corporation; or
- 9.4.3. is a member of a Committee; or
- 9.4.4. has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person’s personal capacity or as a Director or Officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- 9.4.5. in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

- 9.4.6. in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- 9.4.7. upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- 9.4.8. provided that the Director has carried out all duties assigned to such Director which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

10. RESPONSIBILITY FOR ACTS

The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

11. OFFICERS

- 11.1. The Officers of the Corporation shall be a chair (who shall also be the Corporation's President), vice-chair, secretary, and executive director and any other Officers as the Board of Directors may by law determine. The chair and vice-chair shall be Directors. The other Officers need not be Directors, nor Members. Any two offices may be held by the same person.
- 11.2. Other than the executive director, officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members.
- 11.3. The Officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

12. DUTIES OF OFFICERS

- 12.1. The Chair shall be the chair of the Board and President of the Corporation. He shall preside at all meetings of the Board and Members. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 12.2. The Vice-Chair shall, in the absence or disability of the president, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
- 12.3. The Secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.
- 12.4. The duties of all other officers of the Corporation shall be such as the terms of their engagement for or the Board of Directors requires of them.

13. COMMITTEES

13.1. The Board may appoint committees whose membership will hold their offices at the will of the Board of Directors. The Board shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

14. EXECUTION OF DOCUMENTS

14.1. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed in accordance with policies approved by the Board. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for purposes of the transferring of and dealing with any stocks, bonds and other securities of Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

15. MINUTES OF BOARD OF DIRECTORS

15.1. The minutes of the Board shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

16. FINANCIAL YEAR

16.1. The financial year of the Corporation shall terminate on the last day of March in each year, or on such other date as the Board of Directors may from time to time by resolution determine.

17. AMENDMENT OF BY-LAWS

17.1. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been approved.

18. AUDITORS

18.1. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration shall be fixed by the Board of Directors.

18.2. The Members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a annual meeting of which notice specifying the intention to pass such resolution was

given, may remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in his stead for the remainder of his term.

19. BOOKS AND RECORDS

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

20. RULES AND REGULATIONS

- 20.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the Members, shall at and from that time cease to have any force and effect.

ENACTED by the Directors and sealed with the Corporation seal as of the 5th day of October 2010.