

BY-LAW NO.3

A by-law revising and amending the by-law Number 2 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.** “person” includes an individual, body corporate, partnership, trust and unincorporated organization;
- 1.1.4.** “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;
- 1.1.5.** “articles” means the original or restarted articles of the incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.6.** “Board” means the Board of Directors of the Corporation;
- 1.1.7.** “Director” means a Member of the Board; “Internal Director” means a person elected on the nomination of a Member in accordance with the provisions of section 3.3 and 3.5, and “External Director” means a person elected in accordance with the provisions of section 3.6 and 3.9;
- 1.1.8.** “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;
- 1.1.9.** “Chair” means Chair of the Board;
- 1.1.10.** “Corporation” means the Canadian Association of Provincial Cancer Agencies / Association Canadienne des Agences Provinciales de Cancer;
- 1.1.11.** “Officer” means a person appointed or elected to serve as a Member of the Board of the Corporation pursuant to these by-laws;
- 1.1.12.** “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

1.1.13. “Members” means the Members of the Corporation;

1.1.14. “meeting of the Members” includes an annual meeting of Members or a special meeting of Members; “special meeting of Members” includes a meeting of any class of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

1.1.15. “Regulations” means the Regulations made under the Act, as amended, restated or in effect from time to time; and

1.1.16. “Special Resolution” means a resolution passed a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.1.17. “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, Cancer Care Manitoba, Cancer Care Ontario, the Direction québécoise de cancérologie, 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;

1.1.18. “Vice-Chair” means Vice-Chair of the Board.

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.

1.3. Head Office

The place of the registered office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such location therein as the Board may from time to time determine by resolution.

1.4. Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.5. 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 a true copy thereof.

1.6. 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 of Directors 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 of Directors may by resolution from time to time designate, direct or authorize.

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.

2. MEMBERS

2.1. Membership

2.1.1. Subject to the articles, there shall be one class of Members in the Corporation.

2.1.2. The Members of the Corporation shall include all Provincial Cancer Agencies who pay annual dues as determined by the Board.

2.1.3. Each province shall be entitled to one Member of the Corporation.

2.1.4. Each Member shall pay the annual dues by the deadline established by the Board.

2.1.5. Upon paying dues to the Corporation, as determined by the Board, each Member shall be entitled to receive notice of, attend and have one vote at all meetings of the Members of the Corporation.

2.1.6. Each Member may appoint a representative to act on its behalf at any meeting of the Members of the Corporation.

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

2.2. Termination of Membership

2.2.1. Membership in the Corporation shall cease and the rights and privileges of a Member shall be forfeited:

2.2.1.1. The Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;

2.2.1.2. A Member fails to maintain any qualifications or requirements for membership described in section 2.1 of these by-laws;

2.2.1.3. The Member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

2.2.1.4. The Corporation is liquidated or dissolved under the Act.

2.3 Annual Meeting of Members

The annual meeting of the Members shall be held within six (6) months after each financial year end and not later than 15 months after the previous year end (or, subject to the requirements of the Act, at such time as the Board shall specify), held at the registered office of the Corporation or such other place in Canada as may be determined by the Board, and at a time and date determined by the Board, for the purpose of:

- 2.3.1** Hearing and receiving the reports and statements required by the Act to be read and laid before the Corporation at an annual meeting;
- 2.3.2** Electing Directors;
- 2.3.3** Appointing the public accountant and fixing or authorizing the Board to fix the remuneration of the public accountant, unless waived by the Members by a unanimous resolution in accordance with the Act;
- 2.3.4** Transacting any business properly brought before the meeting.

2.4 Special Meeting of Members

The Board may at any time call a special meeting of the Members 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 the Members.

2.5 Notice of Meetings of Members

Notice of time and place of a meeting of Members, whether annual or special, shall be given to each Member entitled to vote at the meeting by the following means:

- 2.5.1** 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
- 2.5.2** 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;
- 2.5.3** 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 or represented by proxy or waive notice of or otherwise consent to such meeting being held;
- 2.5.4** 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;
- 2.5.5** 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 2.10 to remind the Members of the right to use a proxy.

Pursuant to subsection 197(1)(Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of the Members.

2.6 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at a meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

2.7 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. Such quorum shall be required at all times throughout the meeting.

2.8 Chair of the Meeting

In the event that the Chair 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.

2.9 Votes to Govern

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.

2.10 Proxy

2.10.1 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 does not need to be a Member of the Corporation.

2.10.2 Subject to the requirements of the 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. Where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to these by-laws.

3. DIRECTORS

3.1 Subject to the articles, the Members will elect the Directors at the first meeting of Members and at each succeeding annual meeting at which an election of Directors is required, and 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.

3.2 The property and business of the Corporation shall be governed 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.

3.3 Each Member shall have the right to nominate one (1) Internal Director.

- 3.4** All Internal Directors shall be elected at an annual meeting of Members for a term of four (4) years.
- 3.5** 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.
- 3.6** The Members shall elect a maximum of four (4) External Directors from among the candidates nominated by the Board or by any individual Directors at every second annual meeting of the Members, each of whom shall serve for a term of two (2) years.
- 3.7** Each Director is authorized to exercise one (1) vote.
- 3.8** Prior to the annual meeting of the Members 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. The Members shall then vote to elect Directors from among the slate of candidates.
- 3.9** In addition to any other required qualifications, an External Director shall be either:
- 3.9.1** A representative of an affiliated organization that participates in achieving common cancer control objectives; or
- 3.9.2** An expert selected by the Board because of the person's knowledge and skill in specific areas relevant to the Corporation.
- 3.10** A Director, if otherwise qualified, is eligible for re-election.
- 3.11** Directors must be individuals, at least 18 years of age, not have the status of bankrupt, not be declared incapable by a court in Canada or in another country, and otherwise possesses the power in law to contract.
- 3.12** The office of Director shall be automatically vacated:
- 3.12.1** If at a special meeting of Members, a resolution is passed by a majority of the votes cast in favour of the removal of the Director;
- 3.12.2** If the person has resigned office by delivering a written resignation to the secretary of the Corporation;
- 3.12.3** If the person has been declared incapable by a court in Canada or in another country;
- 3.12.4** If the person ceases to hold the position pursuant to which the person was qualified at the time of election;
- 3.12.5** On death.
- 3.13** Subject to the provisions of section 3.11, a retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the person's successor is elected.

3.14 Vacancies on the Board

3.14.1 The remaining Directors may call a meeting of Members for the purpose of filling the vacancies of the Board in accordance with Sections 3.3, 3.5, 3.6 and 3.9 or at the discretion of the remaining Directors, vacancies on the Board may be filled by way of electronic ballot in accordance with a procedure to be determined by the secretary.

3.14.2 During the period of time commencing on the occurrence of the vacancy on the Board until the election of the replacement Director(s), the Directors remaining in office may exercise all of the powers of the Board provided that a quorum of Directors is elected or remains in office.

4. POWERS OF DIRECTORS

4.1 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.

4.2 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.

4.3 Borrowing powers

4.3.1 Unless the articles, the by-laws or a unanimous Member agreement otherwise provides, the Board of Directors may, without authorization of the Members:

4.3.1.1 Borrow money on the credit of the Corporation;

4.3.1.2 Issue, reissue, sell, pledge or hypothecate debt obligation of the Corporation;

4.3.1.3 Give any guarantee on behalf of the Corporation to secure performance of an obligation of any person;

4.3.1.4 Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation.

4.3.2 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.

5. BOARD OF DIRECTORS' MEETINGS

5.1 Calling of Meetings

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

5.2 Notice of meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

5.2.1 Delivered personally 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);

5.2.2 Mailed by prepaid ordinary mail to the Director's address as set out in 5.2.1;

5.2.3 By telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or

5.2.4 By an electronic document in accordance with Part 17 of the Act.

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 the 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.

5.2.5 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.

5.2.6 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.

5.3 Special Meetings of the Board

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.

5.4 Quorum

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.

5.5 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

6. INDEMNITIES TO DIRECTORS AND OTHERS**6.1 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 may include:

6.1.1 Directors' and Officers' insurance;

and may include

6.1.2 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.

6.2 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.

- 6.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 6.2.2 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;
- 6.2.3 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;
- 6.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 6.2.5 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;
- 6.2.6 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.

6.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 6.4 herein, or purchasing insurance provided in section 6.1 herein, the Board shall consider:

- 6.3.1 the degree of risk to which the Director or Officer is or may be exposed;
- 6.3.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 6.3.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 6.3.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 6.3.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

6.4 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:

- 6.4.1 is a Director; or,
- 6.4.2 is an Officer of the Corporation; or
- 6.4.3 is a member of a Committee; or
- 6.4.4 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:

6.4.5 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,

6.4.6 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:

6.4.7 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

6.4.8 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.

7. 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.

8. OFFICERS

8.1 The Officers of the Corporation shall be the Executive Director, Chair, Vice-Chair, secretary and any other Officers as the Board may appoint by resolution from time to time. The Chair and Vice-Chair shall be Directors. The other Officers need not be Directors nor Members.

8.2 Other than the Executive Director, Officers of the Corporation shall:

8.2.1 Be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of the Members, or as often as required; and

8.2.2 Hold office for a term of two (2) years from the date of appointment or until their successors are appointed in their stead.

8.3 Officers shall be subject to removal by resolution of the Board at any time.

9. DUTIES OF OFFICERS

9.1 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.

9.2 The Vice-Chair shall, in the absence or disability of the President, or if he is unable to or refuses to act, 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.

9.3 The secretary shall attend all meetings and be the secretary of all meetings of the Board, Members and committees of the Board. 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.

9.4 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. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

10. 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:

10.1 The Officer's successor being appointed;

10.2 The Officer's resignation;

10.3 Such Officer ceasing to be a Director (if a necessary qualification of appointment); or

10.4 Such Officer's death.

11. COMMITTEES

11.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate, subject to limits in the Act, 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.

12. AMENDMENT OF BY-LAWS

12.1 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, except in respect of matters referred to in subsection 197(1)(fundamental changes) of the *Canada Not-for-Profit Corporations Act*. The Board shall submit the by-law, amendment, or repeal to the Members at the next meeting of the Members, and the Members may by Ordinary Resolution, confirm, reject, or amend the by-law, amendment or repeal. The by-law, amendment or repeal is effective from the date of the Board 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 by the Board to the Members as required by the *Canada Not-for-profit Corporations Act* or if it is rejected by the Members. If a by-law, an amendment or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members. The Corporation shall, within the prescribed period, send to the director of Industry Canada a copy of any by-law amendment or repealed by-law, except for those that have been rejected by the Members.

13. AUDITOR

13.1 Subject to the Act, the Members of the Corporation at each annual meeting shall appoint one (1) or more Public Accountants. The public accountant shall hold office until the close of the next annual meeting and if an appointment is not made, the incumbent public accountant continues in office until a successor is appointed.

13.2 The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

13.3 The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

13.4 The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

14. BOOKS AND RECORDS

14.1 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.

15. RULES AND REGULATIONS

15.1 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 Members and sealed with the Corporation seal as of the 29 April 2014.

APPENDIX A

FORM OF PROXY

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements;

- (a) it must indicate, in bold-face type:
 - (i) the meeting at which it is to be used;
 - (ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
 - (iii) instructions on the manner in which the Member may appoint the proxy holder;
- (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 proxy holder, if the form of proxy designates a person as proxy holder;
- (d) provide a means for the Member to specify that the membership registered in the Member's 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 the Member's 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 (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly.