

**BY-LAW NO. 1**

A By-Law relating generally to the conduct of the affairs of

**THE LYMPHOMA COALITION**

(the "Corporation")

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**BY-LAW NO. 1**

A By-Law relating generally to the conduct of the affairs of  
**THE LYMPHOMA COALITION** (the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 11<sup>th</sup> day of June, 2010;

AND WHEREAS the Corporation was continued under the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23 by Certificate of Continuance dated January 8, 2015;

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

**1. INTERPRETATION**

**1.1 Meaning of Words**

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;
- 1.1.2 references to any gender include reference to all genders;
- 1.1.3 "Act" means the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23, including the Regulations, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.4 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.5 "Associate Member" means a Member who meets the criteria for membership in Section 4.5 of this By-Law.
- 1.1.6 "Board" means the board of Directors of the Corporation;
- 1.1.7 "By-Law" means this By-Law and any other By-Law of the Corporation that may be in force;
- 1.1.8 "Corporation" means The Lymphoma Coalition;
- 1.1.9 "Director" means a person who has been elected or appointed to the office of Director or is an *ex-officio* Director;
- 1.1.10 "Founders" means Lymphoma Action (UK), Lymphoma Canada (Canada), Lymphoma Research Foundation (USA) and Leukaemihilfe RHEIN-MAIN e.V. (Germany) and any other organizations or individuals actively involved in the development of the Corporation, as identified by the Board;

- 1.1.11 “**Full Member**” means a Member who meets the criteria for membership in Section 4.4 of this By-Law;
- 1.1.12 “**meeting of Members**” means a meeting of Members, including the meeting known as the Annual Meeting (or General Assembly) and any special meeting, as the context requires;
- 1.1.13 “**Member**” means a member of the Corporation, namely Full Members and Associate Members, provided that where references are made to “**Members**” in this By-Law in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;
- 1.1.14 “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- 1.1.15 “**Special Resolution**” means a resolution passed by a majority of the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a meeting of Members of the Corporation called for that purpose.

## **2. HEAD/REGISTERED OFFICE**

The head office of the Corporation shall be situated in the Province of Ontario or as otherwise determined by the Board.

## **3. CORPORATE SEAL**

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

## **4. MEMBERSHIP**

### **4.1 Entitlement**

Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted as a Member by resolution of the Board or in such other manner as may be determined by the Board.

### **4.2 Classes of Membership**

Subject to the Articles, there shall be two (2) classes of membership in the Corporation, namely, Full Members and Associate Members.

### **4.3 Applications for Membership**

Unless otherwise determined by the Board, each applicant for membership in the Corporation shall initially be admitted as an Associate Member, provided that the applicant meets the criteria for

membership as an Associate Member set forth in Section 4.5 and upon acceptance as an Associate Member by a two-thirds (2/3) vote of the Board.

Associate Members may become Full Members one (1) year after their admittance as an Associate Member if they so choose, provided that the applicant meets the criteria for membership as a Full Member and upon acceptance as a Full Member by a two-thirds (2/3) vote of the Board.

#### **4.4 Full Members**

4.4.1 Full Members voting membership shall be available to:

- (a) The Founders; and
- (b) any organization that applies for and has been accepted by the Board as a Full Member and which is:
  - (i) recognized and/or registered as a non-profit or charitable organization under the laws of its jurisdiction;
  - (ii) provide programs and services that support lymphomas;
  - (iii) committed to the mission and vision of the Corporation which it has confirmed by signing the Mission Statement;
  - (iv) committed to participating in the activities of the Corporation and attending the Annual Meeting of the Corporation each year and any other meetings of Members; and
  - (v) committed to sharing information, materials and best practices with other Members.

4.4.2 Each Full Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each Full Member shall be entitled to one (1) vote at such meetings.

#### **4.5 Associate Members**

4.5.1 Membership as Associate Members shall be available to those not-for-profit or charitable organizations that share the same goals as the Corporation.

4.5.2 An Associate Member shall be entitled to receive notice of and attend meetings of Members but shall not be entitled to vote at meetings of Members.

#### **4.6 Transfer of Membership**

Except for the transfer of membership from one class to another as otherwise provided in the By-Laws of the Corporation, if at all, a membership in the Corporation is not transferable.

#### **4.7 Revocation of Membership**

The Members shall have the authority to expel any Member, by a majority vote taken by ballot of the Members present and eligible to vote at an Annual Meeting or other meeting of Members, for any one or more of the following reasons:

- (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- (b) for cause, including carrying out any conduct which may be detrimental to the Corporation as determined by the Members in their sole discretion;
- (c) the Member ceases to meet the criteria for membership, pursuant to Section 4.4 or 4.5 of this By-Law, as applicable; and/or
- (d) for any other reason that the Members, in their sole and absolute discretion, consider to be reasonable, having regard to the purpose of the Corporation.

#### **4.8 Suspension of Membership**

The Board shall have the authority to suspend the rights and privileges of any Member, for such period as the Board may determine in its sole discretion, by ordinary resolution, for any one or more of the following reasons:

- (a) the Member ceases to meet any of the applicable criteria for membership in Section 4.4 or 4.5 of this By-Law;
- (b) for cause, including carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion (such as the Member engaging in fraudulent activity or violating Section 4.10 of this By-Law);
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

#### **4.9 Notice of Suspension or Expulsion**

In the event that the Board or the Members propose that a Member should be expelled or suspended from membership in the Corporation pursuant to Section 4.7 or 4.8, the Chair of the Board shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

#### **4.10 Termination of Membership**

The rights of a Member automatically lapse and cease to exist when the membership terminates for any of the following reasons:

- 4.10.1 if the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- 4.10.2 if the Member is wound-up or dissolved;
- 4.10.3 if the Member is expelled from the Corporation or the Member's membership is otherwise terminated in accordance with the Articles or this By-Law; or
- 4.10.4 if an assessment under the authority of Section 4.11 remains unpaid for more than two (2) months from the first day of the Corporation's fiscal year.

Notwithstanding the termination of membership, a former member remains liable for any assessment levied under the authority of Section 4.11 prior to termination of the membership.

#### **4.11 Membership Dues**

The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation.

### **5. GENERAL ASSEMBLY/ MEETINGS OF MEMBERS**

#### **5.1 Place of Meetings**

Meetings of Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

#### **5.2 Annual Meetings**

The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members may be called the General Assembly.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;



- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business.

### **5.3 Other Meetings of Members**

The Board may at any time call a meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A meeting of Members shall also be called by the Directors or the Chair of the Board upon the written requisition of Members carrying not less than five per cent (5%) of the voting rights. The reason(s) for the meeting shall be included on the meeting notice and such notice shall be provided thirty (30) days prior to the meeting.

### **5.4 Notice of Meetings**

Notice of the time, place and date of meetings of Members, a copy of the meeting agenda, and sufficient information for a Member to make a reasoned judgment shall be given at least thirty (30) days before the date of the meeting to each Member (and in the case of an Annual Meeting to the auditor of the Corporation).

### **5.5 Quorum**

At least forty (40%) of the membership entitled to vote present in person (which includes being present electronically) or by proxy constitutes a quorum for any meeting of Members.

### **5.6 Voting**

Each Member entitled to vote on any matter proposed for consideration shall have one (1) vote on all questions arising at any meeting of Members. Unless otherwise required by the provisions of the Act or the By-Laws of the Corporation, all questions proposed for consideration at a meeting of General Assembly shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

### **5.7 Proxies**

Each Full Member may choose to be represented by another Full Member who has received a duly executed proxy. No Full Member may hold more than two proxies, and each proxy shall be deposited with the secretary of the meeting before any vote is called under its authority.

### **5.8 Show of Hands**

At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a poll is required by the chair of the meeting or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one (1) vote. If a meeting

is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **5.9 Participation at Meetings by Telephone or Electronic Means.**

Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

#### **5.10 Meeting Held by Electronic Means**

If the Board or Members call a meeting of Members, the Board 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 communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **5.11 Minutes**

All decisions made at the Annual Meeting and any other meeting of Members shall be recorded in the meeting minutes. The Secretary of the Board shall be responsible for such meeting minutes. Members shall be informed of these decisions through the publication of these minutes on the Corporation's website within 30 days of the meeting. Any Member may review the meeting minutes upon request of the Corporation's secretariat.

### **6. BOARD OF DIRECTORS**

#### **6.1 Board**

The affairs of the Corporation shall be managed by a Board composed of a minimum of three (3) Directors and a maximum of twelve (12) Directors. The number of Directors shall be fixed from time to time by ordinary resolution of the Members or, if delegated by the Members, by resolution of the Directors.

#### **6.2 Qualifications**

Each Director shall:

6.2.1 be at least eighteen (18) years of age; and

6.2.2 not be an undischarged bankrupt or a mentally incompetent person; and

6.2.3 be an active individual in a Full Member organization for at least one year, where the Full Member organization has been a Full Member of the Corporation for at least one year;

If a person becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by Section 6.3.

### **6.3 Vacancies**

So long as a minimum number of the Directors remains in office, a vacancy on the Board may be filled by the Directors of the Corporation or left empty. If no minimum number of Directors exists, the remaining Directors shall forthwith call a meeting of Members to fill the vacancies on the Board.

### **6.4 Election of Directors**

At each Annual Meeting of the General Assembly, a number of Directors equal to the number of Directors required to fill the size of the Board set in accordance with Section 6.1 will be elected. Directors shall be elected for a one (1) year or two (2) year term, to enable appropriate staggering of terms. Elections shall be from among those candidates nominated by any Full Member of the Corporation in accordance with this By-Law and any policy put in place by the Board.

### **6.5 Full Member**

A Full Member can nominate qualifying individuals for election as Director. Such nomination shall only be effective if accepted by the Full Member in which the nominated individual is active. Such nomination and acceptance must be delivered in writing to the Secretary of the Board within sixty (60) days prior to the Annual Meeting and must be in accordance with any policy put in place by the Board.

### **6.6 Resignation of Directors**

A Director may resign his office by delivering a written resignation to the Secretary of the Corporation. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted, or his successor is elected.

### **6.7 Standard of Care**

Every Director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Act and its regulations and the Articles, the By-Laws and all policies of the Board.

## **6.8 Remuneration**

The Directors of the Corporation shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for expenses incurred in carrying out their duties that have been approved in writing by the Board prior to incurring.

## **7. MEETINGS OF THE BOARD**

### **7.1 Frequency**

The Board shall meet as often as necessary to conduct the business of the Corporation, and in any event not less than quarterly, at such place and time as may be determined by the Chair of the Board.

### **7.2 Attendance**

Board members are expected to attend all Board meetings. However, failure to attend at least fifty percent (50%) of meetings in a year may be a cause to ask for the resignation of that Board member in accordance with Section 6.6.

### **7.3 Quorum**

A majority of the number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

### **7.4 Procedures**

The Board may conduct business provided that the requisite quorum is met. The Chair of the Board shall lead all discussions. Unless otherwise provided in these By-Laws, decisions are made by a simple majority vote of those Directors present at the meeting. In the event of a tie, the matter is deemed to be defeated.

### **7.5 Minutes**

All decisions made at meetings of the Board shall be recorded in the meeting minutes. The Secretary of the Board shall be responsible for such meeting minutes.

### **7.6 Notice of Meetings**

Notice of Board meetings shall be given to each Director by one of the following methods:

7.6.1 by telephone, facsimile, email or other electronic method not less than ten (10) days before the meeting is to take place; or

7.6.2 by prepaid letter posted not less than thirty (30) days before the meeting is to take place.

While not required to establish that notice has been given, the statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

## **7.7 Regular Meetings**

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings needs to be given. The Board shall hold a meeting within seven (7) days following the Annual Meeting of the General Assembly for the purpose of organization, the election and appointment of officers and the transaction of any other business.

## **7.8 Meetings by Electronic Conference**

If all persons who are members of the Board or a committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting. Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting by proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

## **7.9 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

# **8. OFFICERS**

## **8.1 Executive Officers Named**

There shall be the following Executive Officers:

8.1.1 a Chair of the Board, a Vice Chair of the Board, a Secretary and a Treasurer, elected by and from among the members of the Board for a term of two (2) years, none of whom shall be entitled to remuneration; and

8.1.2 if appointed by the Board, an Executive Director.

## **8.2 Chair of the Board**

The Chair of the Board shall, if there shall be no Executive Director in office, supervise and control the operations of the Corporation. The Chair of the Board shall, when present, preside at all meetings

of the Board, the executive committee (if there is one) and Members. The Chair of the Board shall sign all documents requiring the signature of that office and have the other powers and duties from time to time prescribed by the Board or incident to the office.

### **8.3 Vice Chair of the Board**

During the absence or inability to act as the Chair of the Board, the duties and powers of the office may be exercised by the Vice Chair of the Board. If the Vice Chair of the Board exercises any of those duties or powers, the absence or inability to act as the Chair of the Board shall be presumed with reference thereto. The Vice Chair of the Board shall also perform the other duties from time to time prescribed by the Board or incident to the office.

### **8.4 Secretary**

The Secretary shall attend and act as secretary of each meeting of the Members and the Board (or delegate those duties to another person) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to the Members and to the Directors; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

### **8.5 Treasurer**

The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall oversee the deposit of all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; shall oversee the disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers therefore; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

### **8.6 Executive Director**

The Board may appoint an Executive Director who shall be the Chief Executive Officer of the Corporation, and who shall, subject to the direction of the Board and/or the Chair of the Board supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any committee of the Board and the Members of the Corporation, except those meetings where the terms of employment, compensation or disciplinary action of the Executive Director are discussed.

### **8.7 Holding More than One Office**

No person may be nominated or selected for, elected or appointed to, and hold, more than one office.

#### **8.8 Removal from Office**

Any officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

#### **8.9 Board Appoint Other Officers**

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

### **9. COMMITTEES**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

### **10. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS**

#### **10.1 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:

10.1.1 property and public liability insurance;

10.1.2 Directors' and officers' insurance;

and may include such other insurance as the Board sees fit from time to time;

10.1.3 with coverage limits in amounts per occurrence, with 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.



## **10.2 Directors and Officers Liability Exclusion**

Absent the failure to meet the duties set out in Section 6.7 or in the Act, 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, 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, employee, servant, agent, volunteer or independent contractor arising from any of the following:

- 10.2.1 insufficiency or deficiency of title to any property acquired by the Corporation, for the Corporation or on behalf of the Corporation;
- 10.2.2 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;
- 10.2.3 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;
- 10.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 10.2.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office, trust or in relation thereto; and
- 10.2.6 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.

## **10.3 Pre-Indemnity Considerations**

- 10.3.1 Before giving approval to the indemnities provided in Section 10.4 herein, or purchasing insurance provided in Section 10.1 herein, the Board shall consider:
  - (a) the degree of risk to which the Director or officer is or may be exposed;
  - (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
  - (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
  - (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
  - (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.



#### 10.4 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:

- (a) is a Director; or,
- (b) is an officer of the Corporation; or
- (c) is a member of a committee; or
- (d) 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, 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:

- (a) 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,
- (b) in relation to the affairs of the Corporation generally,
- (c) 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:

- (a) 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
- (b) 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.

## **11. EXECUTION OF DOCUMENTS**

### **11.1 Execution of Documents**

Documents requiring execution by the Corporation may be signed by any two (2) of the Chair of the Board, Vice Chair of the Board, Executive Director, Secretary and Treasurer, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any person or persons on behalf of the Corporation, to sign documents necessary to execute these authorized documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

### **11.2 Authorization of Payments**

All payments or other negotiable instruments must be authorized by two (2) members of the Board, of which the Chair or Vice Chair is one and the Treasurer is the other. Email approvals via pdf letters are acceptable. The Board may from time to time appoint any person or persons on behalf of the Corporation, to sign documents to effect these authorized payments.

## **12. INTERNAL RULES OF ORDER**

The General Assembly may adopt internal rules of order from time to time that will complement these By-Laws as necessary. In the case of any conflict between these By-Laws and any rules of order adopted by the General Assembly, these By-Laws shall prevail.

## **13. FINANCIAL YEAR**

### **13.1 Financial Year Determined**

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 may from time to time by resolution determine and proper tax authorities notified.

## **14. AUDITOR**

### **14.1 Annual Appointment**

The Members shall, at each Annual Meeting, appoint one or more auditors, (none of whom shall be a Director, officer or employee of the Corporation or an affiliated corporation or who is a partner, employer or employee of any such Director, officer or employee) to audit the accounts including the financial statements of the Corporation and to report thereon to Members at the Annual Meeting. The auditor shall be in place until the close of the next Annual Meeting, when the Board shall put forward the name and remuneration to the voting membership for a vote and approval.

**15. BANKING ARRANGEMENTS**

**15.1 Board Designate Bankers**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

15.1.1 operate the Corporation's accounts with the banker;

15.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

15.1.3 issue receipts for and orders relating to any property of the Corporation;

15.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

15.1.5 authorize any officer as the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

**15.2 Deposit of Securities**

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**15.3 Specific Borrowing Authority**

From time to time the Board may authorize any Director or officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **16. NOTICE**

### **16.1 Method of Notice**

Whenever, under the provisions of this By-Law or pursuant to the provisions of the Act notice is required to be given, notice shall be validly given:

16.1.1 by mail, courier or personal delivery; or

16.1.2 by telephonic or electronic facility including by email

addressed to the person for whom intended at the last address shown on the Corporation's records.

Any such notice shall be deemed given:

16.1.3 in the case of telephonic or electronic facility, at the time of the delivery;

16.1.4 in the case of mail, on the third day after mailing;

16.1.5 in the case of courier or personal delivery, on the day of delivery.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor 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.

### **16.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **16.3 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of its new address.

### **16.4 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law 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.

#### 16.5 Waiver of Notice

Any Member, Director, officer, or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

#### 17. MODIFICATION OF BY-LAWS

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board 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.

Despite the foregoing, a By-Law amendment that requires a Special Resolution under the Act is only effective when confirmed by the Members.

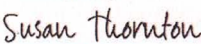
Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

#### 17.1 Effective Date

This By-law is effective upon approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors as a By-Law of the Corporation [and sealed with the corporate seal] on the 11th day of January 2022.

DocuSigned by:



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**Susan Thornton**  
Chair of the Board



**Rosmarie Pfau**  
Vice Chair of the Board

