

BY-LAW NO. 2010-2.1

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

THE LYMPHOMA COALITION

(the “Corporation”)

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

THE LYMPHOMA COALITION (the “**Corporation**”) **WHEREAS** the Corporation was incorporated by Letters Patent issued under the Act and dated the 11th day of June, 2010.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE 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 the masculine gender includes the feminine;

1.1.3 “**Act**” means the Canada Corporations Act, R.S.C. 1970, Chapter c-32, as amended, and any statute amending or enacted in substitution therefore, from time to time;

1.1.4 “**Board**” means the Board of Directors of the Corporation;

1.1.5 “**By-Law**” or “**By-Laws**” means this By-Law and any other By-Law of the Corporation that may be in force;

1.1.6 “**Corporation**” means The Lymphoma Coalition;

1.1.7 “**Director**” means a person who has been elected or appointed to the office of Director or is an *ex-officio* Director as described in Article 7;

1.1.8 “**Member**” means a person who has been admitted as a Member in accordance with Article 4;

1.1.9 “**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 Special General Meeting of the Members of the Corporation called for that purpose.

2. HEAD OFFICE

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 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 bylaw approved by two-thirds (2/3) of the votes cast in favour of the by-law shall be filed with the Minister.

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 Composition

Membership in the Corporation shall consist of such persons as are admitted as Members by the Board.

4.2 Classes

There shall be two (2) classes of membership in the Corporation:

4.2.1 Full Members

4.2.2 Associate Members

4.3 Applications

Unless otherwise determined by the Board, each applicant for membership in the Corporation shall be admitted as a Full Member or Associate Member, as appropriate, provided that the applicant meets the criteria for membership as a Full or Associate Member, upon payment of the prescribed fee, if any, and upon approval by a two-thirds (2/3) vote of the Directors of the Corporation.

4.4 Full Members

Full Members of the Corporation shall consist of the following:

4.4.1 The founders of the Corporation, and those groups and members actively involved in the development of the Corporation as determined by the Board of Directors; and

4.4.2 Any organization that applies to the Corporation and has been accepted by the Directors which is:

- (a) recognized and/or registered as a non-profit organization under the laws of its jurisdiction;
- (b) primarily focused on lymphomas, with a minimum of 51% of its resources allocated to lymphoma programs and services;
- (c) committed to the Mission and Vision of the Corporation and confirmed by signing the Mission Statement;
- (d) committed to participating in the activities of the Corporation, such as Worldwide Lymphoma Awareness Day and attending the Annual General Meeting of the Corporation each year and
- (e) committed to sharing information, materials and best practices with other Members.

4.5 Associate Members

Associate Members shall consist of those not-for-profit organizations that share the same goals as the Corporation, but which do not meet all criteria for Full membership in the Corporation, who have applied to the Corporation and have been accepted by the Board of Directors. Associate Members may contribute to the development of the Corporation and may apply for Full membership in the Corporation.

4.6 Voting

No person who is not a Full Member shall be entitled to vote in any proceedings of the Corporation.

4.7 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.

4.8 Revocation of Membership

Any Member may be expelled from the Corporation for cause by a majority vote taken by ballot of the Members present and eligible to vote at an Annual General Meeting or other Special General Meeting of Members. For greater certainty, cause includes where a Member which ceases to meet any of the applicable criteria for membership in section 4.4.2 or section 4.5. The Member at issue may not vote on such resolution.

4.9 Suspension of Membership

In an emergency, the Board may, by ordinary resolution, temporarily suspend a Member's rights and privileges for such period of time as the Board may determine. An emergency may constitute, but not limited to, an organization found fraudulent within their own country, an organization speaking on behalf of the corporation without prior written Board approval, and organization entering into contract on behalf of the corporation without prior written Board approval as well as section 4.11.

4.10 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.10.1 if the Member, in writing, resigns as a member of the Corporation;
- 4.10.2 if the Member is wound-up or dissolved;
- 4.10.3 if the Member is expelled from the Corporation pursuant to section 4.9; or
- 4.10.4 if an assessment under the authority of section 4.11 remains unpaid for more than six (6) months from the first day of the Corporation's fiscal year.

Notwithstanding 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

Membership dues, assessments and similar obligations (“assessments”) may be levied in such amounts as may from time to time be approved by a majority vote taken by ballot of the Members present and eligible to vote at an Annual General Meeting or other Special General Meeting of Members. Notice of an assessment shall be mailed to each Member.

4.12 Liability of Members

4.12.1 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

4.12.2 A member does not, under any circumstance, have the right to act, sign contracts or speak on behalf of the Corporation without prior written approval of the Directors. Without this prior written approval that member is liable for their actions.

5. GENERAL ASSEMBLY

5.1 Composition

The General Assembly of the Corporation consists of all Full and Associate Members of the Corporation.

5.2 Powers

The General Assembly has the authority to put forward ideas and suggestions to the Board as it may determine will further the Corporation’s goals and objectives.

6. MEETINGS OF THE GENERAL ASSEMBLY

6.1 Special General Meeting

The Board may at any time call a Special General Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A Special General Meeting of Members may also be called by the Directors or the Chair of the Board upon the written requisition of the minimum of two-thirds (2/3) of the Members entitled to vote. 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. The meeting and voting may be held via phone, or electronically if an in-person meeting is not possible.

6.2 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 General Meeting to the auditor of the Corporation).

6.3 Agenda

Each Full or Associate Member may, with the prior permission of the Chair, ask for discussion of items not found on the agenda. Votes may not be called on these discussion items, however, if they have not been included on the official agenda distributed prior to the meeting.

6.4 Quorum

At least forty (40%) of the membership entitled to vote constitutes a quorum for the Annual General Meeting either via proxy vote or in person.

6.5 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 the 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.

6.6 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.

6.7 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 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. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair 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.

6.8 Minutes

All decisions made at the Annual General Meeting and any Special General Meeting of the General Assembly 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 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.

6.9 Adjournment

The meeting will be called to a close by the Chair of the Board (or acting Chair of the meeting) and time noted in the minutes.

7. BOARD OF DIRECTORS

The meeting will be called to a close by the Chair of the Board (or acting Chair of the meeting) and time noted in the minutes.

7.1 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, including one *ex-officio* Director as set out in section 9.6 and the remaining directors elected for two (2) year terms. Directors may be re-elected for further terms. The number of Directors shall be fixed from time to time by Special Resolution.

7.2 Qualifications

Each Director shall:

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

7.2.2 not be an undischarged bankrupt or a mentally incompetent person.

7.2.3 be an active individual in a Full Member organization for at least one year, where the Full Member 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 7.4.

7.3 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 Special General Meeting of the General Assembly to fill the vacancies on the Board.

7.4 Election of Directors

At each Annual General Meeting of the General Assembly a number of Directors equal to the number of Directors retiring may be elected for the term of office established in section 7.1. Elections shall be from among those candidates nominated by any Full Member of the Corporation at least sixty (60) days prior to the Annual General Meeting.

7.5 Full Member

A 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 60 days prior to the Annual General Meeting.

7.6 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.

7.7 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than fifty-one percent (51%) of the number of the members of the Board, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.8 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.

7.9 Responsibility for Acts

The Directors of the Corporation 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 in writing by the Board.

8. MEETINGS OF THE BOARD

8.1 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.

8.2 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 cause to ask for the resignation of that Board member in accordance with section 7.6.

8.3 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 Chair shall cast the deciding vote.

8.4 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.

8.5 Notice of Meetings

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

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

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

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.

8.6 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 need 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.

8.7 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.

9. OFFICERS

9.1 Executive Officers Named

There shall be the following Executive Officers:

9.1.1 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

9.1.2 an Executive Director hired by the Board of Directors.

9.2 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 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.

9.3 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.

9.4 Secretary

The Secretary shall act as secretary of each meeting of the Corporation, the Board (or delegate those duties to another person), shall attend all of the Annual General Meetings and emergency meetings, the Board 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; shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.5 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.

9.6 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.

9.7 Holding More than One Office

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

9.8 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.

9.9 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.

10. COMMITTEES

10.1 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

10.1.1 the delivery of its report;

10.1.2 the completion of its assigned task;

10.1.3 a change in the membership of the Board by which it was constituted;

10.1.4 or a resolution to that effect of the Board by which it was constituted;

10.1.5 whichever first occurs.

Provided however that the Board may by resolution continue such Ad Hoc Committee.

10.2 Nominating Committee

The Nominating Committee (when one exists) shall:

10.2.1 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at the Annual General Meeting;

10.2.2 accept any additional written nominations for elected office 60 days prior to the holding of annual elections,

10.2.3 make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

10.3 Rules Governing Committees

Except as otherwise provided by By-Law of the Corporation, all Committees are subject to the following:

10.3.1 the chair and members shall be appointed by the Board, from among the Members of the

Corporation who are qualified to hold office;

10.3.2 at least one member of the Board shall be appointed to serve on each Committee;

10.3.3 the Board may also appoint to any Committee, persons who are not Members of the Corporation, provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are Members;

10.3.4 a member of a Committee shall serve for a term ending at the commencement of the Annual General Meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;

10.3.5 each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;

10.3.6 each Committee shall be responsible to, and report after each meeting to, the Board;

10.3.7 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees. Rules governing the management of the corporation regarding banking and signing authority, as well as speaking and acting on behalf of the corporation that apply to Members shall apply to Members of the Committees.

11. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

11.1 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:

11.1.1 property and public liability insurance;

11.1.2 Directors' and Officers' insurance;

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

11.1.3 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 cooperate 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.

11.2 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:

- 11.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 11.2.2 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;
- 11.2.3 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;
- 11.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation; 11.2.5 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; and
- 11.2.6 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.

11.3 Pre-Indemnity Considerations

11.3.1 Before giving approval to the indemnities provided in section 11.4 herein, or purchasing insurance provided in section 11.1 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.

11.4 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 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:

- (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;
- (b) and, 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.
- (c) 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.
- (d) 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.

12. EXECUTION OF DOCUMENTS

12.1 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, 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.

12.2 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.

13. 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.

14. MODIFICATION OF BY-LAWS

14.1 Quorum Required

The General Assembly may only deliberate on modifications to these By-Laws or on the dissolution of the Corporation if at least two-thirds (2/3) of the Members are present in person.

15. FINANCIAL YEAR

15.1 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.

16. AUDITOR

16.1 Annual Appointment

The Members shall, at each Annual General 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 General Meeting. The auditor shall be in place until the close of the next Annual General Meeting, when the Board of Directors shall put forward the name and remuneration to the voting membership for a vote and approval.

17. BANKING ARRANGEMENTS

17.1 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,

17.1.1 operate the Corporation's accounts with the banker;

17.1.2 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;

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

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

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

17.2 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.

18. BORROWING BY THE CORPORATION

18.1 General Borrowing Authority

Subject to the limitations set out in the By-Laws or in the Letters Patent or Supplementary Letters Patent of the Corporation, the Board may:

18.1.1 borrow money upon the credit of the Corporation;

18.1.2 limit or increase the amount to be borrowed;

18.1.3 issue debentures or other securities of the Corporation;

18.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

18.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

18.2 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.

19. NOTICE

19.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone or if in writing:

19.1.1 by prepaid letter post;

19.1.2 by facsimile;

19.1.3 by email; or

19.1.4 by other electronic method

addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100);

19.1.5 by posting such notice on the Web Site maintained by the Corporation; Any such notice shall be deemed given:

19.1.6 in the case of telephone, at the time of the telephone call;

19.1.7 in the case of letter post, on the third day after mailing;

19.1.8 in the case of posting on the Web Site on the date of posting; and

19.1.9 in all other cases, when transmitted.

Changes ENACTED by the Directors as a By-Law of the Corporation and sealed with the corporate seal on the 3rd (third) day of December, 2015.

Pru Etcheverry

Susan Thornton

Chair of the Board

Vice Chair of the Board

CONFIRMED by the Members in accordance with the Canada Corporations Act on the on the 3rd (third) day of December, 2015.

First changes submitted and approved by the Minister of Industry on the 8 day of January, 2015 to meet guidelines set by Canadian Government for Certificate of Continuance, under section 211 of the Canada Not-for-profit Corporations Act. **Third revision completed** October 28, 2015 to be presented for approval by the Membership at Annual General Meeting December 2015. Meets with the revised government standards that has been approved as of January 2015, with Letter of Continuance and will be submitted to government for filing once approved at AGM.