

A by-law relating generally to the conduct  
of the activities and affairs of

**DIETITIANS OF CANADA**

**LES DIÉTÉTISTES DU CANADA**

(the “**Corporation**”)

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

**ARTICLE I**  
**INTERPRETATION**

**1.1 Definitions** – In this By-law and in all resolutions of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Director**” means a member of the Board;
- (f) “**Member**” means a member of the Corporation;
- (g) “**Network**” means a group of Members recognized by the Corporation to facilitate access to practice tools and resources, professional education, and networking for Members with common professional interests;
- (h) “**Officer**” means an Officer of the Corporation;
- (i) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (j) “**Rules and Regulations**” has the meaning given in Section 2.6; and

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

**1.2 Interpretation** – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and *vice versa* and words importing a gender include all genders;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) if any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **ARTICLE II** **GENERAL**

**2.1 Registered Office** – The registered office of the Corporation shall be situated in the Province of Ontario at such address as the Board may determine.

**2.2 Corporate Seal** – The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

**2.3 Financial Year** – The financial year of the Corporation shall end on March 31 of each year or as otherwise set by the Board.

**2.4 Execution of Documents** – Contracts, documents and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom contracts, documents and other instruments in writing generally and/or a particular contract, document and other instrument in writing or type thereof shall be executed. Any person authorized to sign any document may affix the corporate seal to the document.

**2.5 Banking** – The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking

business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

**2.6 Rules and Regulations** – The Board may adopt, amend, or repeal by resolution such rules and regulations, however they may be titled (“**Rules and Regulations**”), that are not inconsistent with the By-laws of the Corporation relating to the activities and affairs of the Corporation as the Board may deem appropriate from time to time. If any of the provisions contained in the Rules and Regulations are inconsistent with those contained in the By-laws, the provisions contained in the By-laws shall prevail. Any Rules and Regulations adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **ARTICLE III** **MEMBERS**

**3.1 Membership** – Subject to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to persons who: (a) are interested in furthering the Corporation’s purposes; (b) meet the academic and experience requirements set by the Board from time to time; and (c) have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

**3.2 Membership Rights** – Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each Member shall be entitled to one (1) vote at such meetings.

**3.3 Transferability of Membership** – A membership may only be transferred to the Corporation. No other transfer of Membership shall be permitted.

**3.4 Termination of Membership** – The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies or resigns;
- (b) the Member fails to pay membership fees or monies owed to the Corporation by the deadline date(s) prescribed by the Board;
- (c) the Member is expelled, or the Member’s membership is otherwise terminated in accordance with Section 3.6 below;
- (d) the Member’s term of membership expires; or
- (e) the Corporation is liquidated or dissolved pursuant to the Act.

No membership fees will be returned to a previous Member upon termination of such Member’s membership and the termination of a Member’s membership shall not terminate the obligation to pay any membership fees that are owing to the Corporation.

**3.5 Resignation** – Any Member may resign as a Member by delivering a written resignation to the Secretary, in which case such resignation shall be effective from the date specified in the resignation.

**3.6 Discipline of Members** – The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:

- (a) violating any provision of the Articles, By-Law, or Rules and Regulations;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (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.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair or such other Officer or Director as may be designated by the Board shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair or such other Officer or Director as may be designated by 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 or such other Officer or Director as may be designated by the Board, the Chair or such other Officer or Director as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If 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. The Board's decision shall be final and binding on the Member, without any further right of appeal.

**3.7 Membership Fees** – The Board shall require Members to make an annual contribution or pay annual fees and shall determine the amount of the contribution and/or fee and manner in which the contribution and/or fee is to be made or the fees are to be paid. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid by the membership renewal date or such other date as may be determined by the Board, the Members in default shall automatically cease to be Members of the Corporation..

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

**4.1 Place of Meetings** – Meetings of the Members may be held at any place within Canada determined by the Board.

**4.2 Annual Meetings** – Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

**4.3 Special Meetings and Requisition Meetings** – The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**4.4 Notice of Meetings** – Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- (a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Notice of the time and place of a meeting of Members shall also be provided to each Director and to the public accountant of the Corporation.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

**4.5 Waiving Notice** – A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and the attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**4.6 Persons Entitled to be Present** – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers, and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

**4.7 Chair of the Meeting** – In the event that the Chair is absent, the Members who are present and entitled to vote at the meeting shall choose one of the Directors in attendance to chair the meeting.

**4.8 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 thirty (30) Members present in person (including by telephonic, electronic or other communications facility, if made available). For greater certainty, Members who have cast their votes by electronic ballot (if applicable) shall be counted as present for purposes of determining quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**4.9 Participation at Meetings by Telephonic or Electronic Means** –

- (a) Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.
- (b) If the Directors or Members call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act 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.
- (c) If a meeting of Members is held by means of a telephonic, electronic or other communication facility, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose.

**4.10 Adjournment** – The Chair may, with the consent of the meeting, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting may be dealt with at any adjourned meeting.

**4.11 Absentee Voting** – If the Corporation makes available an electronic ballot system, Members not in attendance at a meeting of the Members may vote in advance of the meeting by electronic ballot in accordance with the instructions provided by the Corporation, provided that any such system (a) enables the votes to be gathered in a manner that permits their subsequent verification; and (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted. An electronic ballot is valid only at the meeting in respect of which it is given or any adjournment thereof. Once tallied, the votes cast by electronic ballot will be added to the votes cast at the meeting to determine the outcome of the vote. No Member shall be entitled to vote in person or by electronic means at a meeting of Members if such Member has cast their vote in advance of the meeting by electronic ballot.

**4.12 Votes to Govern** – Unless otherwise required by the Act or this By-Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the question shall be defeated.

**4.13 Annual Financial Statements** – The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in section 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE V** **DIRECTORS**

**5.1 Powers** – The Board shall manage or supervise the management of the activities and affairs of the Corporation. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

**5.2 Number** – Until changed in accordance with the Act, the Board shall consist of a minimum of seven (7) and a maximum of twelve (12) Directors. The Members may, from time to time by Ordinary Resolution, fix the number of Directors or may delegate that power to the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

**5.3 Director Qualifications** – Without limiting any other qualifications that the Board may adopt from time to time or any other provisions of this By-law, each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not be an individual who has been declared incapable (as the term “incapable” is defined in the Act); and
- (c) not have the status of a bankrupt.

**5.4 Additional Considerations** – Without limiting Section 5.3, when individuals are being considered for election or re-election as Directors, the desired composition of the Board is as follows:

- (a) no more than three (3) Directors should be non-Members; and
- (b) no more than three (3) Directors should be residents of the same province/territory (as determined in accordance with any Rules and Regulations).

### **5.5 Election and Term**

- (a) Directors shall be elected by the Members by Ordinary Resolution at annual meetings of the Members in accordance with the process determined by the Board from time to time.

- (b) Directors shall hold office for a term no longer than three (3) years. Not all Directors need to hold office for the same term.
- (c) Directors shall be eligible for re-election except that no Director shall serve for more than nine (9) years on the Board. Notwithstanding the foregoing, in exceptional circumstances (as determined by the Board), the Board may permit a Director to serve on the Board for a longer period of time.

**5.6 Appointment of Directors** – The Board may appoint additional Directors after the Corporation's annual meeting for a term expiring at the close of the next annual meeting. The number of appointed Directors cannot exceed one-third (1/3) of the Directors elected at the previous annual meeting (e.g., three (3) Directors need to be elected at the previous annual meeting in order to appoint one (1) Director hereunder).

**5.7 Vacation of Office** – A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as a Director in accordance with the Act.

**5.8 Resignation** – A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

**5.9 Removal** – The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

**5.10 Vacancies** –

- (a) Subject to Section 5.9, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by a quorum of the Directors.
- (b) Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (i) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles; or (ii) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

**5.11 Remuneration and Expenses** – The Directors of the Corporation are not entitled to remuneration. Any Director, Officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, Officer or employee in accordance with the Rules and Regulations.



**ARTICLE VI**  
**MEETINGS OF DIRECTORS**

**6.1 Place of Meetings** – Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

**6.2 Calling of Meetings** – Meetings of the Board may be called by the Chair or any two (2) Directors at any time.

**6.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XII of this By-Law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. The notice need not specify the purpose or the business to be transacted at the meeting unless the meeting is dealing with one of the following:

- (a) submitting to the Members any question or matter requiring the approval of Members;
- (b) filling a vacancy among the Directors or in the office of public accountant or appointing additional Directors;
- (c) issuing debt obligations except as authorized by the Directors;
- (d) approving any financial statements referred to in section 172 of the Act;
- (e) adopting, amending or repealing By-laws; or
- (f) establishing contributions to be made, or dues to be paid, by Members.

**6.4 First Meeting of New Board** – Provided that a quorum of Directors is present, a newly-elected Board may, without notice (except as specified in Sections 6.3(a)-(f) above), hold its first meeting immediately following the meeting of Members at which such Board is elected.

**6.5 Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except as specified in Sections 6.3(a)-(f) above.

**6.6 Quorum** – A majority of the number of Directors holding office 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 6.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

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

**6.8 Participation at Meeting by Telephone or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using a telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to be present at that meeting.

**6.9 Chair of the Meeting** – In the event that the Chair is absent, the Directors who are present shall choose one of the Directors in attendance to chair the meeting.

**6.10 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one (1) vote. In case of an equality of votes, the question shall be defeated. Directors may not appoint proxies to attend meetings in their stead.

**6.11 Minutes** – The Board shall see that all minutes of the Corporation required by this By-law or by any applicable statute or law are regularly and properly kept.

## **ARTICLE VII** **COMMITTEES**

**7.1 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

## **ARTICLE VIII** **OFFICERS**

**8.1 Appointment** – The Board, in its discretion, may appoint any of the Officers named in this Article VIII, as well any other officers as the Board may determine. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

**8.2 Description of Offices** – Unless otherwise specified by the Board, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **Chair** – The Chair shall be a Director. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.

- (b) Secretary – The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (c) Chief Executive Officer – The Chief Executive Officer, who is not a Director, is an employee of the Corporation and will attend all meetings of the Board (except where there may be a conflict of interest) and meetings of the Members but will not vote. The Chief Executive Officer shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

**8.3 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. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such Officer’s death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

**8.4 Remuneration of Officers** – The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

## **ARTICLE IX**

### **CONFLICT OF INTEREST AND CONFIDENTIALITY**

**9.1 Conflict of Interest** – Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or a material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing prescribed by the Act or in any Rules and Regulations or code of conduct adopted by the Board from time to time.

**9.2 Confidentiality** – Every Director, Officer, or committee member shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

**ARTICLE X**  
**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**10.1 Indemnity** – Subject to the provisions of the Act and to Section 10.4, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation’s request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

**10.2 Advance of Costs** – Subject to Section 10.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 10.3.

**10.3 Limitation** – The Corporation may not indemnify an individual under Section 10.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation’s request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

**10.4 Derivative Actions** – The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 10.1, or advance moneys under Section 10.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual’s association with the Corporation or other entity as described in Section 10.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions of Section 10.3.

**10.5 No Restriction** – The Corporation will also indemnify the individuals referred to in Section 10.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

**10.6 Insurance** – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 10.1 against any liability incurred by the individual in the individual’s capacity as a Director or an Officer of the Corporation; or in the individual’s capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation’s request.

## **ARTICLE XI** **NETWORKS**

**11.1 Networks** – The Board may, from time to time, adopt Rules and Regulations governing the formation, reorganization, merger, dissolution, finances, governance, powers and duties of Networks. For greater certainty, Networks are not distinct legal entities from the Corporation and the powers and duties of Networks are limited to those powers and duties that have been approved by the Board.

## **ARTICLE XII** **NOTICES**

**12.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

**12.2 Delivery** – A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**12.3 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-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.

## **ARTICLE XIII** **SPECIAL RESOLUTIONS**

**13.1 Special Resolutions** – For greater certainty, a Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;

- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two (2) or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

#### **ARTICLE XIV** **BY-LAW AND EFFECTIVE DATE**

**14.1 By-Law and Effective Date** – 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. 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.

As set out in Article XIII, this Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by 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 or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of the Articles of the Corporation obtained 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.

**ENACTED** this [●]

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Chair

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Secretary

**CONFIRMED** by the Members this [●]

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