

A by-law relating generally to the conduct of the affairs of
**Interagency Coalition on AIDS and Development - Coalition interagence sida et
développement**

(the "Corporation")

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

- 1.0 Definition** In this by-law and all other by-laws 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, 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) "Associate Member" means a member having the qualifications and rights and privileges described in Section 8.3;
 - d) "board" means the board of directors of the Corporation and "director" means a member of the board;
 - e) "by-laws" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 - f) "Coalition" means the Interagency Coalition on AIDS and Development / Coalition interagence sida et développement
 - g) "Executive Committee" has the meaning set out in subsection 11.5a);
 - h) "Individual Member" means a member having the qualifications and rights and privileges described in Section 8.2;
 - i) "Institutional Member" means a member having the qualifications and rights and privileges described in Section 8.1;
 - j) "meeting of members" includes an annual meeting of members of the Corporation or a special meeting of members of the Corporation; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - k) "member" means any person admitted to membership in the Corporation in accordance with Article 8 of this by-law;
 - l) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - m) "proposal" means a proposal submitted by a member of the Corporation that

meets the requirements of section 163 (Shareholder Proposals) of the Act;

- n) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- o) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.0 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3.0 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4.0 Execution of Documents

Deeds, transfers, assignments, contracts, documents and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5.0 Financial Year

The financial year end of the Corporation shall be March 31 in each year unless otherwise determined by the board.

6.0 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7.0 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 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 subsection 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.

8.0 Membership

8.1 Institutional Members

- a) Composition – The Institutional Members at any time shall be comprised of those not-for-profit organizations, associations or institutions interested in furthering the purposes of the Corporation that have paid to the Corporation the annual membership fee then applicable and that have been approved for membership by the board or in such other manner as may be determined by the board from time to time.
- b) Rights and Privileges – Institutional Members, if otherwise qualified, shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Corporation, except for meetings at which only members of another class are entitled to vote separately as a class.
- c) Transition – On this By-law coming into force and effect, all existing Institutional Members of the Corporation will automatically continue as Institutional Members of the Corporation and shall continue to be Institutional Members until they withdraw, are removed or otherwise cease to qualify as Institutional Members.

8.2 Individual Members

- a) Composition – The Individual Members at any time shall be comprised of those individuals interested in furthering the purposes of the Corporation who have paid to the Corporation the annual membership fee then applicable and who have been approved for membership by the board or in such other manner as may be determined by the board from time to time.
- b) Rights and Privileges – Individual Members, if otherwise qualified, shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Corporation, except for meetings at which only members of another class are entitled to vote separately as a class.
- c) Transition – On this By-law coming into force and effect, all existing Individual Members of the Corporation will automatically continue as Individual Members of the Corporation and shall continue to be Individual Members until they withdraw, are removed or otherwise cease to qualify as Individual Members.

8.3 Associate Members

- a) Composition – The Associate Members at any time shall be comprised of those not-for-profit organizations, associations or institutions interested in furthering the purposes of the Corporation that have paid to the Corporation the annual membership fee then applicable and that have been approved for associate membership in the Corporation by the board or in such other manner as may be determined by the board from time to time.
- b) Rights and Privileges – Associate Members, if otherwise qualified, may receive such information and other benefits as the board shall determine from time to time, but otherwise, Associate Members are not entitled to receive notice of, to attend or to vote at meetings of the members of the Corporation (except if permitted to do so under the Act).
- c) Transition -- On this By-law coming into force and effect, all existing Associate Members of the Corporation will automatically continue as Associate Members of the Corporation and shall continue to be Associate Members until they withdraw, are removed or otherwise cease to qualify as Associate Members.

8.4 Membership term and dues

- a) For each class of member in the Corporation, the board shall establish annual membership dues as it sees fit from time to time.
- b) The board may also determine a different term of membership and dues associated with such term.
- c) Members shall be notified in writing of the membership dues payable.
- d) Members who have paid in full the membership dues that they have been assessed by the Corporation shall be considered members in good standing.
- e) With respect to a member whose membership has been renewed:
 - i. if the member fails to pay in full the membership dues in respect of the renewal term that have been assessed against the member by the Corporation, then the member is considered to be not in good standing as a member of the Corporation; and
 - ii. if the member fails to pay in full the membership dues in respect of the renewal term for a period of more than three (3) months after the member's membership renewal date and notice of the failure has been given to the member by the Corporation, then the member's membership in the Corporation shall automatically lapse as of the end of the third month.

8.5 Transferability and termination of membership

A membership in the Corporation is non-transferable and is terminated when any one of the following events occurs:

- a) the member dies, or, in the case of a member that is an entity, the entity is dissolved or otherwise ceases to exist;
- b) the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the President or secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member's term of membership expires or otherwise automatically lapses as provided for elsewhere in this by-law;
- e) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws; and
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

8.6 Discipline of members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- 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 President, or such other officer 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 President, or such other officer 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 President, the President, or such other officer 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.

9.0 Meeting of Members

9.1 Calling and place of meetings of members

- a) Annual Meetings of Members -- The annual meeting of members shall be held not later than fifteen (15) months after the last preceding annual meeting and in any event not later than six (6) months after the end of the preceding financial year.
- b) Special Meetings of Members -- Special meetings of the members may be called at any time by the Board. In addition, the Board shall call a special meeting of members on written request signed by members holding at least five percent of the votes that may be cast at that meeting of members. The notice for any such special meeting of members must state the purpose with sufficient information to permit a member to make a reasoned judgment on the decision to be taken.
- c) Location of Meetings -- Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the board, or if all of the members entitled to vote so agree, outside of Canada.

9.2 Notice of meetings of members

Subject to the requirements of the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of 21 to 60 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

9.3 Persons entitled to be present at meetings of members

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

members.

9.4 Chair at meetings of members

The President, when present, shall chair meetings of members, and in his or her absence or other inability to chair a meeting, the Vice-President shall chair the meeting of members. In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose a director to chair the meeting. If there is no director present at the meeting, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

9.5 Quorum at meetings of members

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall consist of not fewer than nine (9) members in good standing and entitled to vote at the meeting, present either in person or by proxy or, in the case of an Institutional Member, representative. If the quorum is present at the opening of the meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Any meeting of the members may, for lack of quorum or other cause agreed upon by a majority of voting members present, be adjourned to some definite place and time, with a requirement that notice of said place and time be given to members in accordance with these by-laws.

9.6 Voting at meetings of members

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

9.7 Participation by electronic means at meetings of members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

9.8 Meetings of members held entirely by electronic means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

9.9 Absentee Voting at Meetings of members - Proxy

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory, either (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands; and
- d) subject to the requirements of the Act, a proxy may be in such form as the board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the board of directors may prescribe.

A reminder of the right to use a proxy will be communicated in the notice of a meeting of members sent to members in accordance with these by-laws. No member shall hold more than two (2) proxies at a given meeting of members.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if

Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

9.10 Absentee Voting at Meetings of members – Mail-in Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

9.11 Absentee Voting by Electronic Ballot

Pursuant to section 171(a) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic, or other communication facility if the Corporation has a system that:

- 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

9.12 Appointment, renewal and removal of a public accountant

At each annual meeting of members, the members shall appoint an independent public accountant to hold office until the close of the next annual meeting of members, and if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The board may fill any vacancy in the office of the public accountant provided such appointment is ratified by the membership at the next annual meeting of members.

Members may, by ordinary resolution at a special meeting of members duly called for the purpose, remove a public accountant of the Corporation before the expiration of the public accountant's term of office and may, by ordinary resolution at that same meeting, appoint another public accountant in the position for the remainder of the term.

9.13 Resolutions by members

In accordance with Section 163 of the Act, a member entitled to vote at an annual meeting of members may submit to the Corporation notice of any matter that the member proposes to raise at the meeting and may discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. The Corporation shall treat any such proposals in accordance with Section 163 of the Act.

9.14 Cost of Publishing Proposals for Annual Meetings of members

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

10.0 Directors and Officers

10.1 Directors

- a) The board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by a resolution of the directors at a meeting of the board, provided that the number so determined shall always be an odd number.
- b) Directors must be individuals, at least 18 years of age, with power under law to contract. Directors must be members of the Corporation, either at the date of their nomination to the board or within ten (10) days after the date of their nomination. At least two (2) directors must be persons openly identified at the time of nomination as persons living with HIV or AIDS. The Corporation shall strongly encourage persons living with HIV to become members and thereby become eligible to run for election to the board.
- c) The board may, from time to time, by ordinary resolution, create additional rules for the qualifications of directors.

10.2 Remuneration

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties.

10.3 Election and term of office of Directors

Directors shall be elected by the members for a 2-year term of office commencing with their election at an annual meeting of members. The term of office of the directors shall be staggered, with fifty percent of the directors (or as nearly as possible to 50%) being

elected at each annual meeting of members.

The directors may serve three (3) consecutive terms of office. The directors may not stand for re-election if they have served for three consecutive two-year terms immediately prior to the election, provided, however, that following a break of at least 12 consecutive months after the completion of three (3) consecutive terms of office the same person may stand for election to serve as a director if otherwise qualified. The process of election is as follows:

- a) No later than two months prior to the annual meeting of members, the board shall appoint a Returning Officer, who is not a member of the board, responsible for the election of the incoming board.

The Returning Officer shall invite from members entitled to vote the nomination of individuals for election to the incoming board, no later than six weeks prior to the annual meeting of members. Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- b) Nominations shall be received by the Returning Officer no later than one month prior to the annual meeting of members, and must be seconded by two other members entitled to vote.
- c) If the number of nominations is less than or equal to the maximum number of positions on the board, those positions shall be elected by ordinary resolution of the members at the annual meeting of members.
- d) For the purposes of facilitating absentee voting for director elections, the Returning Officer shall send the voting documents to members not later than three weeks prior to the annual meeting of members. Such a vote may be conducted either by mailed-in ballot or by means of a telephonic, electronic or other communication facility, as long as the method chosen enables the votes to 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 each member voted.
- e) Votes cast for the election of directors in advance of the meeting of members at which the election is to be held must be received by the Returning Officer not less than seven days prior to the meeting of members.
- f) The Returning Officer shall declare the composition of the incoming board at the close of elections at the annual meeting of members or, if the case, at such other meeting of members at which the election is held.

10.4 Vacancies

Any vacant positions on the board may be filled for the unexpired term by appointment through board resolution. Any voting member in good standing is eligible for such appointment.

10.5 Officers

The officers of the Corporation shall be: President, Vice-President, Treasurer and Secretary, together with such other officers as the board may determine, including one or more assistants to any of the officers so appointed.

10.6 Selection, term and duties of officers

The term of office for the President, the Vice-President, the Treasurer, and the Secretary shall be one year. Officers shall be elected or selected by the board from amongst the directors, at a meeting of the board to be held within thirty (30) days following the annual general meeting.

Unless otherwise specified by the board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) *President* – shall be the principal executive officer of the Coalition and shall preside at all meetings of the members, of the board and of the Executive Committee (or can delegate this function to any Member of the board); shall call such meetings as are herein directed to be called by the President and shall report at the annual meeting of members on the status and activities of the Coalition. The President, with the Treasurer or any other officer of the Coalition authorized by the board, may sign any instruments which the board or Executive Committee has authorized to be executed.
- b) *Vice-President* – shall perform the duties of the President in cases of absence or other inability on the part of the President to fulfill his or her duties, and shall assist the President as may be requested and appropriate and, when so acting, shall have all the powers and duties of and be subject to all the restrictions upon the President.
- c) *Secretary* – shall ensure that the following tasks are undertaken: maintaining the list of members of the Corporation; conducting necessary correspondence with the membership; and, filing all reports and documents as required by law. The Secretary shall also ensure the keeping of minutes from all board meetings and meetings of members. The corporate seal of the Coalition shall remain in the custody of the Secretary.
- d) *Treasurer* – shall ensure maintenance of full and accurate accounts of all

receipts and disbursements of the Corporation in proper books of account; disbursement of funds under the direction of the board; and the provision of financial reports to the board at its regular meetings (or as required) and to meetings of the members.

10.7 Removal

Any officer, upon thirty (30) days written notice sent by mail to such officer, may be removed by an ordinary resolution of the board, if, in the judgment of the board, such officer, either by illness or neglect or lack of interest or other cause, shall not have adequately attended to the duties of the office held. Such officer must be afforded reasonable opportunity to be heard in person, in writing or by a representative. Any officer who has not, without good reason as determined by the board, attended three (3) consecutive meetings of the Executive Committee shall be considered to have resigned.

10.8 Resignation

A retiring officer shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

10.9 Vacancies

If the office of any officer is or becomes vacant, the directors may, by ordinary resolution, appoint another member of the board to fill such vacancy for the unexpired term.

11.0 Meetings and committees of the board

11.1 Frequency, format and calling of meetings

Meetings of the board shall be held at least four (4) times as year and at such a time and place as decided by the board. Directors may either meet in-person or through telephonic, electronic or other communication facility that permits all participants to communicate adequately with others during the meeting.

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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Meetings of the board may be called by the President, the Vice-President or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

11.2 Notice of Meeting of board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

11.3 Quorum

At a meeting of the board, a quorum shall consist of a majority of the total number of voting members of the board. In the event of a meeting not attaining quorum, it is open to the board to adopt the minutes and resolutions of that meeting at the next regular board meeting.

11.4 Votes to govern at meetings of the board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

11.5 Committees of the board of directors

- a) Executive Committee -- There shall be an executive committee (the "Executive Committee") whose membership will be composed of the President, the Vice-President, the Secretary and the Treasurer. The quorum of the Executive Committee shall be a majority of its number, and the Executive Committee may exercise all of the powers of the board, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.
- b) Other Committees -- The board may from time to time appoint any other 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 resolution of the board of directors.
- c) Committee Rules and Procedures -- Any committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

12.0 Method of giving any notice

Subject to Section 9.2 of this by-law, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant of the Corporation shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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.

13.0 Indemnities to Directors and others and insurance

13.1 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the Corporation, and every other individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 provided the individual to be, indemnified:

- 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, had reasonable grounds for believing that their conduct was lawful.

13.2 Advance of Costs

The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 13.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 13.1.

13.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 13.1 against any liability incurred by the individual (a) in the individual's capacity as a director or an officer of the Corporation; or (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

14.0 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

15.0 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-laws 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.

16.0 Dispute Resolution Mechanism

16.1 Disagreements between the Corporation and Members, Directors and Officers

No person involved in a disagreement between the Corporation and any of the members, directors and officers about the articles or the by-laws of the Corporation shall initiate a legal proceeding under the Act without first submitting the disagreement to mediation and arbitration in accordance with Sections 16.2 and 16.3 respectively.

16.2 Mediation

A disagreement referred to in Section 16.1, if referred to mediation, shall be referred to mediation by a single person selected by the parties to the disagreement, unless the parties have previously submitted the disagreement to mediation.

16.3 Arbitration

Unless a mediator has obtained a resolution to a disagreement, the disagreement shall be submitted to arbitration carried out in accordance with the provincial or territorial legislation governing arbitrations in force in the province or territory where the registered office of the Corporation is situated,

- a) 60 days after the parties submit the disagreement to mediation, if the parties have not selected a mediator under Section 16.2, or
- b) 30 days after the mediator selected under Section 16.2 delivers a notice that the mediation has failed.

16.4 Rules of Procedure

For the purpose complying with Sections 16.2 and 16.3, the procedure with respect to a mediation and an arbitration, including, without limitation, the apportionment of the costs related to a mediation and an arbitration, shall be conducted in accordance with the rules of procedure for the conduct of mediation and arbitration established from time to time by the Board.

17.0 By-laws

17.1 Making, Amending and Repealing By-laws

Subject to the articles, the board may, by ordinary 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 directors 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

18.0 Repeal

18.1 Repeal of Prior By-laws

All prior by-laws of the Corporation shall be repealed in their entirety upon the coming into force of this by-law, without prejudice to any actions taken by or on behalf of the

Corporation under or by the authority of such prior by-laws. Neither the enactment of this by-law nor the repeal of the prior by-laws of the Corporation shall invalidate any past act of any director, officer, member or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior by-law, it being the intention that this by-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior by-law of the Corporation.

19.0 Effective Date

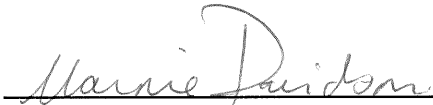
19.1 Effective Date of this By-law

This by-law shall come into force and effect on the date that the Corporation is continued under the Act.

CERTIFICATION

The undersigned authorized signing officers of the Corporation certify that the foregoing is a true copy of By-law Number 1 of the Corporation, as enacted by the board of directors on May 21, 2014 and confirmed by the members of the Corporation on May 21, 2014, and that the said by-law has not been rescinded or further amended or otherwise varied, and is now in full force and effect as of the date hereof.

DATED this 4 day of SEPTEMBER 2014



Name: Marnie Davidson
Title: President



Name: Tracey Prentice
Title: Vice-President