

BYLAW

A bylaw relating generally to the conduct of the affairs of:

CANADIAN NEUROMODULATION SOCIETY INC.

PART 1

INTERPRETATION

1.1 In the bylaws and the articles of the Corporation, unless the context otherwise requires:

"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;

"active members" means those persons who are active members at the date these bylaws take effect and those subsequently admitted as active members as provided for in these bylaws and who have not ceased to be active members;

"affiliate members" means those persons or organizations who are affiliate members at the date these bylaws take effect and those subsequently admitted as affiliate members as provided for in these bylaws and who have not ceased to be affiliate members

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the directors and officers acting as authorized by the articles and the bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;

"Board resolution" means

- (i) resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
- (ii) for matters not required by the Act to be dealt with at a meeting, a resolution that has been submitted to all of the directors and consented to in writing by all of the directors who would have been entitled to vote on it at a meeting.

"bylaws" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

"corporate members" means only those legally incorporated corporations, societies or other incorporated bodies having legal personality and that have not ceased to be members and a "corporate member" means any one of them;

"Corporation" means the corporation without share capital incorporated pursuant to Part II of the *Canada Corporations Act* and thereafter continued under the Act under the name "Canadian Neuromodulation Society Inc.";

"directors" means only those persons serving as directors as at the date these bylaws take effect and those that have subsequently become directors in accordance with the articles and the bylaws and have not ceased to be directors;

"elected directors" means only those persons who have become elected directors in accordance with the bylaws and have not ceased to be elected directors;

"*Income Tax Act*" means the Income Tax Act S.C. 1970-71-72, c. 63 as amended;

"member" when used without further definition as either active member or affiliate member means any member whether active member or affiliate member;

"meeting of members" means an annual meeting of members and a special meeting of members;

"Minister of Industry" means the Minister of Industry for Canada from time to time as referred to in the Act;

"ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

"person" includes an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

"public accountant" means a person appointed as public accountant of the Corporation as provided for in the bylaws and in accordance with the Act and who has not ceased to be the public accountant;

"registered address" of a member or director means the address of that person as recorded in the register of members or register of directors;

"Registered Office" means the address of the Registered Office of the Corporation;

"replacement director" means a person appointed by the Board to replace a director as provided for in these bylaws and as permitted by the Act;

"special resolution" means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution;

1.2 Except where they conflict with the definitions contained in the bylaws, the definitions in the Act on the date the bylaws become effective apply to the bylaws.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders.

PART 2 MEMBERSHIP

2.1 Subject to the Act and the articles, membership in the Corporation shall be restricted to persons who were listed on the Register of Members either as active members or affiliate members as at the date that these bylaws take effect and who have not since ceased to be either active members or affiliate members and to those persons who are subsequently admitted as either active members or affiliate members of the Corporation by the Board. A member shall continue as a member until ceasing to be a member pursuant to bylaw 2.3.

2.2 There shall be two classes of members, namely: active members who shall be voting members; and affiliate members who shall be non-voting members. All members shall have one year terms but may be admitted to repeated consecutive terms.

2.3 A person shall immediately cease to be a member of the Corporation:

- (a) upon delivering his or her resignation in writing to the Secretary or the address of the Corporation;
- (b) in the case of a corporate member or other entity, upon dissolution, bankruptcy or receivership;
- (c) upon the expiry of his or her term;
- (d) upon failing to pay any membership dues within the time period required;
- (e) upon being removed; or
- (f) upon his or her death.

2.4 A member may be removed by Board resolution.

2.5 The membership of a person in the Corporation may only be transferred to the Corporation.

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

2.7 The amount of the membership dues shall be determined by the Board. Once the amount of any annual membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed. Members shall be notified in writing of the membership dues at any time payable by them, and if dues are not paid within one (1) calendar month of the membership renewal date, the member in default shall immediately cease to be a member of the Corporation.

PART 3 MEETINGS OF MEMBERS

3.1 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting of members but not later than 6 months after the end of the Corporation's preceding financial year.

3.2 Special business is:

- (a) all business at a special general meeting of members except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting of members, except:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;

- (iii) consideration of the report of the directors;
- (iv) consideration of the report of the public accountant;
- (v) the election of directors;
- (vi) the appointment of the public accountant;
- (vii) such other business that, under the bylaws or any governing statutes, ought to be transacted at an annual meeting of members, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

3.3 The Board may, whenever it deems fit, convene a special meeting of members. As required by the Act, the Board shall convene a special meeting of members upon receipt of a written request requesting such a meeting and signed by at least 5% of the active members or a lower percentage of active members as determined from time to time.

3.4 Meetings of members shall be held at the Registered Office of the Corporation or, if the Board shall so determine, at some other place in Canada or, if all the active members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada. Notwithstanding the foregoing, meetings of members may be held by electronic means as provided for in Part 14 of these bylaws.

3.5 As required by the Act, an active member entitled to vote at an annual meeting of members may submit to the Corporation notice of any proposal that the active member proposes to raise at the meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

3.6 The active 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.

3.7 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 or a lower percentage of members as determined from time to time.

3.8 The Board shall give notice of a meeting of members to those persons entitled to receive notice;

- (a) by telephonic, electronic or other communication facility, not less than 14 nor more than 35 days before the day on which the meeting is to be held; or
- (b) by mail or personal delivery, not less than 21 nor more than 60 days before the day on which the meeting is to be held.

3.9 Notice of a meeting of members shall specify the place, the day and the hour of the meeting and shall contain a reminder of the members' right to appoint a proxy. The notice shall state the general nature of any special business to be transacted in sufficient detail to allow the recipient to make a reasoned decision thereon.

3.10 The accidental omission to give notice of a meeting of members to, or the non-receipt of notice by, any person entitled to receive notice does not invalidate proceedings at that meeting.

PART 4
PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 A quorum at a meeting of members shall be a minimum of ten percent (10%) of the members entitled to vote and they may be either present in person or represented by proxy. In the case of a meeting held by electronic means, a member will be deemed to be present if they are able to hear and participate in the proceedings as set out in Part 14 of these bylaws.

4.2 No business, other than the election of a chairperson if required and the adjournment or termination of the meeting, shall be conducted at a meeting of members at a time when a quorum is not present.

4.3 If within 30 minutes from the time appointed for a meeting of members a quorum is not present, the meeting shall be terminated.

4.4 If at any time during a meeting of members there ceases to be a quorum present, business then in progress may be continued.

4.5 Unless otherwise required by the bylaws or the Act, all matters to be decided at a meeting of members shall be decided by an ordinary resolution.

4.6 An active member is entitled to one vote. Provided, however, pursuant to subsection 197(1) of the Act, affiliate members would also be entitled to one vote on any special resolutions concerning amendments to the bylaws affecting membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

4.7 A corporate member or other entity which is an active member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes in connection with any meeting of the Corporation. The chair of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation, association or society appointing him as its representative.

4.8 An active member chairing a meeting of members may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.9 Voting by proxy is permitted and an member eligible to vote may appoint any person as his or her proxyholder provided that, prior to the meeting, the proxy has previously been appointed in writing by the member appointing the proxy. However, a permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

4.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting unless proxy votes are to be counted or the majority of the members present and eligible to vote determine that a secret vote by written ballot is required in which case the written votes will be collected and counted by secretary of the meeting. Care will be taken to ensure that each member entitled to vote deposits only one ballot into the ballot box. Results of the vote will be announced at the meeting.

4.11 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

4.12 A meeting of members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.13 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

PART 5 DIRECTORS

5.1 The number of directors shall be consistent with the number 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 Board resolution. Provided further, as required by the Act, a corporation deemed a soliciting corporation, shall have a minimum of three directors, at least two of whom must not be officers or employees of the Corporation or its affiliates.

5.2 A person must be a minimum of 18 years of age and have the capacity under law to contract and must be an active member of the Corporation in order to be eligible to be a director of the Corporation.

5.3 Every director shall subscribe to and support the purposes of the Corporation. No person shall be a director of the Corporation unless duly elected or appointed as a replacement director in accordance with the bylaws.

5.4 Elected directors shall be elected by the active members at a meeting of members and shall take office commencing at the close of such meeting.

5.5 At the request of any candidate, elections may be done by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.6 No active member shall vote for more directors than the number of vacant positions for elected director. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.7 The term of office of elected directors shall normally be three years. However the Board may, in its discretion, determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the Board. Elected directors may serve repeated consecutive terms.

5.8 Every director shall retire from office at the close of the annual meeting of members in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below the minimum number of directors required by the articles, the person previously elected or appointed as director continues to hold office as if his or her term is extended until such time as successor directors are elected or appointed.

5.9 The active members may by ordinary resolution remove a director before the expiration of such director's term of office and may by ordinary resolution elect a person as a replacement director to complete the term of the director so removed.

5.10 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to

take the place of such director until the close of the next annual meeting of members.

5.11 A person shall immediately cease to be a director:

- (a) upon delivering his or her resignation in writing to the Secretary or to the address of the Corporation;
- (b) upon his or her death;
- (c) upon being removed as provided for in the bylaws; or
- (d) upon the expiration of his or her term of office.

5.12 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. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

PART 6 PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that seven (7) days' notice, or if notice is sent by mail then fourteen (14) days' notice, of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

6.2 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at a meeting of members, or for the purposes of a meeting of the Board at which a director is appointed to the Board, it is not necessary to give notice of the meeting to the newly elected or director or directors for the meeting to be properly constituted.

6.3 A director who contemplates being or is temporarily absent from Canada may, whether by post or electronic means such as facsimile or email, send or deliver to the address of the Corporation a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

6.4 On the request of any two directors the Board shall convene a meeting of the Board.

6.5 The quorum of meetings of the Board shall be a simple majority of the directors in office at the time when the meeting convenes.

6.6 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office so long as a quorum remains.

6.7 Resolutions proposed at a meeting of the Board are required to be seconded. The chairperson of a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Board which is not required by the bylaws or the Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.09 Each director shall be entitled to one vote on any particular matter.

6.10 A director chairing a meeting may vote but, if he or she does so vote and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7 ADVISORY COUNCIL

7.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment. The Board may select and appoint a chair of the Advisory Council, determine his or her title and set the terms of his or her duties and responsibilities and duration of appointment.

7.2 The Board shall determine the size, composition and specific functions of the Advisory Council.

7.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Corporation and its members will not be acting in the capacity of directors of the Corporation.

7.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 8 COMMITTEES

8.5 The Board may create by Board resolution such standing and special committees of the Board as may from time to time be required and appoint such committee members from amongst the directors as required by the Act. The Board may delegate any, but not all, of its powers to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred on it by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

8.6 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

8.7 The members of a committee may meet and adjourn as they think proper and meetings of

committees shall be governed by the rules set out in the bylaws governing proceedings of the Board with the necessary changes.

8.4 Notwithstanding the foregoing, if the Board creates a committee but does not delegate any of its powers to that committee, such committee may include individuals that are not directors. Individuals that are not directors may be invited to join any committee in an advisory capacity but may not vote on any matter that relates to a power of the Board that has been delegated to such committee.

8.5 A member of a committee may be reasonably remunerated for services rendered in his or her capacity as a member of a committee and a member of a committee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, all as determined by a Board resolution.

8.6 Any member of a committee may be removed by a Board resolution.

PART 9 OFFICERS

9.1 Officers shall be appointed by the Board as deemed necessary or desired. 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 position:

- (a) President – If appointed, the President must be a director and shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, when present, preside at all meetings of the Board of directors and of the members. The President shall have such other duties and powers as the Board may specify.
- (b) President-Elect – If appointed, the President-Elect must be a director and shall serve as President-Elect for one year and following that year, shall become the President and assume all of the duties of the President.
- (c) Vice-President – If appointed, the Vice-President must be a director. The Vice-President shall preside at meetings of the Board of directors and/or members if the President is absent or is unable or has refused to act. The Vice-President shall have such other duties and powers as the Board may specify.
- (d) Secretary – If appointed, 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.
- (e) Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- (f) Immediate Past President – The person who has served as President shall become the Immediate Past President upon ceasing to be President and shall hold this office for a period of one year. The Immediate Past President shall facilitate the ease of transfer of important Board information from one administration to another and perform such other duties as from time to

time may be assigned by the President or by the Board of Directors.

9.2 Any two or more offices of the Corporation may be held by one person.

9.3 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term and remuneration, if any, of all officers.

9.4 A person may be removed as an officer by a board resolution. Otherwise, each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

PART 7 PUBLIC ACCOUNTANT

10.1 At the first annual meeting of members following the Date of Continuance and at each annual meeting of members thereafter the members may appoint, and when required by the Act shall appoint, a public accountant to review the accounts of the Corporation in the manner required by the Act. The public accountant shall hold office until he or she is re-appointed or his or her successor is appointed at the next following annual meeting of members.

10.2 A public accountant may be removed by ordinary resolution at a meeting of members of which notice specifying the intention to pass such resolution was given.

10.3 The Board shall fill any vacancy occurring in the office of public accountant and may fix the remuneration of any such public accountant.

10.4 A public accountant shall be promptly informed in writing of appointment or removal.

10.5 In accordance with the Act, no person shall accept an appointment or consent to be appointed as public accountant of the Corporation to replace a public accountant who has resigned, been removed or whose term of office has expired or is about to expire until the person has requested and received from that public accountant a written statement of the reasons for their replacement. A person may accept an appointment or consent to be appointed as a public accountant if, within 15 days after making a request for such a statement, no reply has been received.

10.6 When required by the Act or requested by the members, the public accountant shall review the accounts of the Corporation in the manner required by the Act and produce financial statements for report to the members at the annual meeting of members each year.

10.7 The public accountant may attend a meeting of members.

10.8 The Corporation shall send a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act, or a copy of a publication of the Corporation reproducing the information contained in the documents, to the members unless it has given notice informing the members that such documents are available for viewing at its Registered Office and any member may obtain a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

PART 11 MANAGEMENT OF THE CORPORATION

11.1 The property and the affairs of the Corporation shall be managed by the Board.

11.2 The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a meeting of members, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Corporation;
- (b) the bylaws; and
- (c) rules, not being inconsistent with the bylaws, which are made from time to time by the Corporation in a meeting of members.

11.3 No rule made by the Corporation in a meeting of members invalidates a prior act of the Board that would have been valid if that rule had not been made.

11.4 The Board may from time to time on behalf of and in the name of the Corporation:

- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
- (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
- (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Directors think fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Corporation or indebtedness or other obligation of the Corporation.

11.5 The Board on behalf of the Corporation may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trademarks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Corporation's purposes.

11.6 The Board shall take such steps as it deems necessary to enable the Corporation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as "assets") for the purpose of furthering the purposes of the Corporation. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the form donated to the Corporation notwithstanding that such assets are not income producing and any asset so retained shall be an authorized investment for all purposes of the Corporation and a director shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

11.7 The Corporation may invest and deal with the monies of the Corporation not immediately required by the Corporation both inside and outside of Canada in such manner as the Board may from time to

time determine. In investing the funds of the Corporation, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Corporation as well as public good and social benefit, in addition to issues of pure economic return. Subject to the provisions of the Act, a director shall not be liable for any loss which may result from any such investment.

11.8 The Board may invest in real and personal property, shares, bonds, debentures and other securities, including mutual or other pooled investment funds, and evidences of indebtedness and obligations issued or guaranteed by any individual or entity and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Corporation is the holder or owner thereof the Board may, on behalf of the Corporation, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the *Income Tax Act*.

11.9 Subject to the Act, the Corporation shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Corporation. The Corporation shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds and property to the Corporation, or assumed by the Corporation in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

11.10 In order to carry out the purposes of the Corporation the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

11.11 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Corporation in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

11.12 When the Corporation has received funds and property from an identified donor or other person and, on the instructions of such donor or other person, placed the funds and property in an identifiable account, the Corporation shall be entitled, in its discretion, to solicit the advice of such donors or other persons, or their representatives, on the application or distribution of the revenues from such account to particular charitable purposes or qualified donees. While the Board may consider such advice as to application or distribution, the ultimate decision as to the application or distribution must be made in the absolute discretion of the Board.

11.13 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

11.14 The members may restrict the borrowing powers of the Board.

11.15 The Corporation shall be entitled, in its discretion, to accept and hold funds and property from donors and other persons and solicit the advice of the donors or other persons, or their representatives, on the retention or investment of the funds and property transferred to the Corporation by such donors or

other persons. In determining whether such an investment is prudent, the Board may consider the extent to which an investment or retention furthers the purposes of the Corporation and encourages further funding of the Corporation by such donor or other persons.

PART 8 EXECUTION OF DOCUMENTS

12.1 The Board may provide a corporate seal for the Corporation and, if provided, shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution, with such other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.

12.2 The seal of the Corporation shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

12.3 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall normally be signed by two officers or directors of the Corporation or such other number of officers or directors as may be determined from time to time by Board resolution. Further, the Board may from time to time by Board resolution appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

PART 13 NOTICES

13.4 As required by the Act, notice of a meeting of members shall be given to:

- (a) every person shown on the register of members as a member on the day the notice is given;
- (b) the Board; and
- (c) the public accountant.

No other person is entitled to be given notice of a meeting of members.

13.5 Any notice required to be given may be given to a member, a director or a member of a committee either personally (by delivery or electronic means such as facsimile or e-mail) or by first class mail posted to such person's or representative organization's registered address as required by the act.

13.6 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or e-mail shall be deemed to have been given on the day it was so delivered or sent.

13.7 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 14
MISCELLANEOUS

14.1 Any meeting of the members, directors, Advisory Council or any committee may also be held, or any member, director, Advisory Council member or committee person may participate in any meeting of the members, directors, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or electronic means or device provided that all the members, directors, Advisory Council members or committee persons entitled to attend such meeting respectively, have equal access to such means and have consented generally or in respect of a particular meeting to conducting the meeting in this manner.

14.2 Further, sufficient security measures must be in place, such as allocation of individual confidential passwords, to allow access to any meeting held by electronic means to only those members, directors, Advisory Council members or committee persons entitled to participate in such meeting.

14.3 All members, directors, Advisory Council members or committee persons must be able to participate and respond to one another during the meeting.

14.4 All such members, directors, Advisory Council members or committee persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding anything to the contrary in the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

14.5 Further, if all members or directors entitled to attend such meeting respectively, have consented generally or in respect of a particular meeting, votes on any issue may be conducted electronically under the direction of the Secretary of the Corporation in such a manner as to permit each member or director to communicate adequately.

14.6 Each member or director, as the case may be, shall receive the same information and motions electronically. If any member or director, objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed.

14.7 A majority of the number of members or directors entitled to vote on such specific matter shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that member or director.

14.8 Each member or director will be requested to indicate whether he or she votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention.

14.9 Except where the Act otherwise requires, every matter dealt with electronically shall be decided by a majority of votes cast on the matter.

14.10 The Secretary shall inform each member or director electronically and by fax or mail of the outcome of all votes including the identity of the members or directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

14.11 The rules governing when notice is deemed to have been given set out in the bylaws shall apply with the necessary changes to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

14.12 The Corporation shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 15 INDEMNIFICATION

15.2 The Corporation hereby acknowledges that each and every director and officer of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer of the Corporation and his or her heirs, personal representatives and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation for all amounts and damages which such director or directors or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, her or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or them in or about the execution of the duties of his, her or their office or offices, and also from and against all other costs, charges and expenses which he, she or they sustain or incur in or about or in relation to the affairs of the Corporation except costs, charges or such expenses as are incurred by his, her or their own wilful negligence or default.

15.3 The Corporation shall, to the fullest extent permitted by the Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer or agent of the Corporation and his or her heirs and personal representatives.

15.4 Expenses incurred with respect to any claim, action, suit or proceeding against an officer or director of the Corporation may be advanced by the Corporation prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

15.5 The Corporation shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.

15.6 The failure of a director or officer of the Corporation to comply with the provisions of the Act or of the articles or the bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

15.7 The Board may cause the Corporation to purchase and maintain insurance for the benefit of any person and his or her heirs and personal representatives against any liability incurred by that person resulting from him or her acting as a director, officer, employee or agent of the Corporation or as a director or officer of any corporation or society because of his or her relationship to the Corporation.

15.8 Each director and officer of the Corporation upon being elected or appointed shall be deemed to have contracted with the Corporation on the terms of the foregoing indemnities.

PART 16 BYLAWS

16.1 Each member, on being admitted to membership is entitled to, and upon his or her request, the Corporation shall provide him or her with a copy of the articles and the bylaws of the Corporation.

16.2 The Articles or the Bylaws may only be added to, amended or repealed by Special Resolution. Any addition to, amendment or repeal to the Articles or bylaws is only effective as of the later of:

- (a) The date on which the Special Resolution is passed; or
- (b) Such later date as may be set out in writing in the Special Resolution.

PART 17
REGISTERED OFFICE

17.3 The Registered Office of the Corporation shall be located at such address within the place designated in the articles of the Corporation as the directors may from time to time determine.