

BY-LAW NO. 2

**A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE ACTIVITIES AND AFFAIRS OF
SPINAL CORD INJURY CANADA
A CORPORATION SUBJECT TO THE
*CANADA NOT-FOR-PROFIT CORPORATIONS ACT***

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

SECTION 1 – INTERPRETATION

1.1 Definitions

In the By-laws of the Corporation, unless the context otherwise requires:

- (1) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.
- (2) **“appoint”** includes “elect” and *vice versa*.
- (3) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (4) **“Board”** means the board of directors of the Corporation.
- (5) **“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.
- (6) **“Corporation”** means Spinal Cord Injury Canada.
- (7) **“Director”** means a member of the Board.
- (8) **“entity”** means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.
- (9) **“meeting of members”** means an annual meeting of members and a special meeting of members.
- (10) **“non-business day”** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as may be amended, restated or in effect from time to time.
- (11) **“officers”** refers only to those positions referred to in Section 7.1.
- (12) **“person”** includes any individual, body corporate, partnership, trust, joint venture or unincorporated organization or association.
- (13) **“recorded address”** means:
 - (a) in the case of a member, his or her address as recorded in the register of members;
 - (b) in the case of joint members, the address appearing in the register of members in respect of the joint holding or the first address so appearing if there is more than one;
 - (c) in the case of an officer, public accountant or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and

- (d) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.
- (e) (14) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.

(14) **“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.

1.2 Other Definitions

- (1) 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 **“including”** means including, without limitation.
- (2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.

SECTION 2- GENERAL

2.1 Registered Office

The registered office of the Corporation shall be in the province or territory within Canada specified in its Articles from time to time and at such location therein as the Board may from time to time determine.

2.2 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.

2.3 Financial Year

The Board may, by resolution, fix the financial year end of the Corporation and may from time to time, by resolution, change the financial year end of the Corporation.

2.4 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 such subsection 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.5 Execution of Instruments

- (1) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the Chair, Vice-Chair, Secretary, Treasurer and Executive Director of the Corporation.
- (2) In addition, the Board may from time to time authorize any other person or persons to sign any particular instrument.
- (3) Any officer or Director may sign certificates and similar instruments on the Corporation’s behalf with respect to any factual matters relating to the Corporation’s activities and affairs, including certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Corporation. Any signing officer may affix the corporate seal to any instrument requiring the same.

(4) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

2.6 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

2.7 Voting Rights in Other Bodies Corporate

The signing officers of the Corporation under Section 2.5 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.8 Severability

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.

SECTION 3 - BORROWING AND SECURITY

3.1 Borrowing Power

(1) Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other debt obligations or guarantees of the Corporation, whether secured or unsecured;
- (c) give, directly or indirectly, financial assistance to any person by means of a loan or a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including accounts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other debt obligations or guarantees or any other present or future indebtedness, liability or obligation of the Corporation.

(2) Nothing in Section 3.1 limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.2 Delegation

Subject to the Act and the Articles, the Board may from time to time delegate to a committee of the Board, a Director or an officer of the Corporation or any other person as may be designated by the Board all or any of the powers conferred on the Board by Section 3.1 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

SECTION 4 – DIRECTORS

4.1 Duties of Directors

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.2 Number of Directors

(1) If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed 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 the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation, the number of Directors may not be fewer than 3, at least 2 of whom are not officers or employees of the Corporation or its affiliates.

(2) The Board of Directors shall be comprised of:

- (a) One (1) person elected or appointed by each Corporate Member in accordance with the provisions hereof (the “**Director-Delegates**”).
- (b) In addition, at the discretion of the Board of Directors, up to three (3) additional Directors may be appointed by the Corporate Members’ delegates at the Annual General Meeting of members or a Special Meeting of members in accordance with the provisions of this By-Law (the three (3) additional Directors being called the “**Directors-at-Large**”).
- (c) Insofar as practically possible, not less than a majority of the Board shall, at all times, consist of people with spinal cord injuries or other physical disabilities.

4.3 Corporate Member’s Entitlement to Notice and Participation at Board Meetings

The Executive Director of the Corporation and of each Corporate Member and the Chair of the Board of each Corporate Member shall be entitled, as such, to receive notices of meetings of the Board and copies of all minutes of meetings of the Board and, unless the Board otherwise from time to time restricts, may attend meetings of the Board and participate in discussions thereat, provided that such persons, shall not, as such, be entitled to make or second motions or to vote thereat.

4.4 Qualification

- (1) No person shall be eligible to be elected or appointed as a Director if the person
 - (a) is disqualified to be a Director under the provisions of the Act;
 - (b) has not also, in the case of a Director-Delegate, been elected or appointed by the Corporate Member as a delegate to meetings of members of the Corporation;
 - (c) is an employee of the Corporation.

4.5 Election and Term

(1) Each Corporate Member shall elect or appoint from its own Board of Directors, its Corporate Member delegate who shall represent the Corporate Member at members' meetings and who shall also be the Director-Delegate to represent that Corporate Member on the National Board of Directors. The Corporate Member shall inform the National Office in writing of such appointment prior to the date of the Meeting. Director-Delegates will hold office effective immediately upon their appointment by the Corporate Member until such time as a new Director-Delegate is elected or appointed. In the event a Director-Delegate cannot attend a meeting, a Corporate Member shall, whenever feasible, nominate a new Director-Delegate. Director-Delegates are eligible for re-appointment.

(2) At an Annual General Meeting of members, the Corporate Member Delegates in their capacity as Corporate Member Delegates may, at the discretion of the Board of Directors, elect Directors-at-Large.

(3) Each of the Directors-at-Large may be elected for a term of up to three (3) years (and need not be the same length of term) and shall be eligible for appointment or re-election for one further term. In exceptional circumstances, a Director-at-Large may be elected for a further term or terms at the discretion of the Board by way of ordinary resolution.

(4) Incumbent Director-Delegates who are nominated and elected as Directors-at-Large will cease to be Director-Delegates, and the affected Corporate Member shall select a new Director-Delegate and notify National Office as soon as practicable but in any event shall notify National Office within thirty (30) days.

(5) If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

(6) An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected to hold office as a Director unless:

- (a) he or she was present at the meeting when the election took place and he or she did not refuse to hold office as a Director; or
- (b) he or she was not present at the meeting when the election took place, and:
 - (i) he or she consented to hold office as a Director in writing before the election or within ten (10) days after it; or
 - (ii) he or she has acted as a Director pursuant to the election.

4.6 Honorary Directors

The Board shall be entitled to appoint persons as Honorary Directors having such terms and conditions of appointment as the Board may, from time to time, determine, but such Honorary Directors shall not be entitled to receive any notice of, attend or vote at any meetings of the Board, nor shall Honorary Directors be considered to be Directors for any other purposes herein provided, with the intent that such position shall not confer any official, legal or other status, but be merely honorary. Honorary Directors need not be members of the corporation.

4.7 Removal of Directors

(1) In respect of a Director-Delegate, each of the Corporate Members may, in accordance with the provisions in its by-laws, remove its Director-Delegate before the expiration of their term of office. In the event of any such removal, the Corporate Member or Affiliate Corporate Member shall immediately give written notice of the removal to the Vice-Chair or Secretary of the Corporation.

(2) Notice of removal of Director-Delegate shall be effective on the later of the date of receipt by the Secretary or the date fixed in such Notice.

(3) In respect of a Director-at-Large, the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of the Corporation, of which notice specifying the intention to pass such a resolution has been given, remove any Director-at-Large before the expiration of the term of the office.

4.8 Ceasing to Hold Office

A Director ceases to hold office when:

- (a) he or she dies;
- (b) he or she ceases to be qualified for election as a Director; or
- (c) his or her written resignation is received by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later.

The office of a Director-Delegate shall be vacated if the Director-Delegate ceases to be a Corporate Delegate to Meetings of Corporate Members.

4.9 Filling Vacancies

(1) Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of Directors; or
- (b) a failure of the members to elect the number or minimum number of Directors provided for in the Articles; or
- (c) the removal or resignation of a Director-Delegate, in which case the Corporate Member that elected or appointed the vacating Director-Delegate shall fill the vacancy.

(2) Where the Articles of the Corporation so provide, the Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of Directors so appointed may not exceed one-third the number of Directors elected at the last annual meeting of members.

4.10 Action by the Board

(1) The Board shall exercise its powers by or pursuant to a by-law or resolution either by the signatures of the all the Directors then in office, if constituting a quorum, or passed at a Board meeting at which a quorum is present.

(2) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.11 Conflict of Interest

A Director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of the Board meeting, the nature and extent of his or her interest at the time and in the manner provided by the Act. Such a Director shall not vote on any resolution to approve the same except as provided by the Act.

4.12 Remuneration and Expenses

Unless the Articles otherwise provide, the Directors shall not be paid any remuneration for their services as a Director. The Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION 5 – BOARD MEETINGS

5.1 Meeting by Telephone or Electronic Facilities

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

5.2 Calling of Meetings

Board meetings shall be held from time to time at such time and at such place as the Board, the Chair of the Board, the Vice-Chair of the Board, or any seven (7) Directors may determine. A minimum of one meeting of the Board shall be held each year. For the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation is not a soliciting corporation and has only one Director, that Director may call and constitute a meeting.

5.3 Notice of Meeting

(1) Notice of the time and place of each Board meeting shall be sent in the manner provided in Section 13 to each Director:

- (a) not less than thirty (30) days before the time when the meeting is to be held if the notice is mailed; or
- (b) not less than 48 hours before the time the meeting is to be held if the notice is given personally, is delivered or sent by any means of transmitted or recorded communication.

(2) Unless the By-laws otherwise provide, 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.

5.4 Waiver of Notice

A Director may in any manner or at any time waive notice of or otherwise consent to a Board meeting. Attendance of a Director at a Board meeting shall constitute a waiver of notice of that meeting except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

5.5 First Meeting of New Board

As long as a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

5.6 Adjourned Meeting

Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.7 Regular Meetings

The Board may appoint a day or days in any month or months for regular Board meetings 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 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 thereat to be specified.

5.8 Chairperson and Secretary

The chair of any Board meeting shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: Chair of the Board or Vice-Chair of the Board. If no such officer is present, the Directors present shall choose one of their number to chair that meeting. The Secretary of the Corporation shall act as secretary of any Board meeting, and, if the Secretary of the Corporation is absent the Directors present shall choose one of their numbers to act as secretary of that meeting.

5.9 Quorum

A majority of the Directors constitutes a quorum at a Board meeting.

5.10 Votes to Govern

- (1) At all Board meetings, every question shall be decided by a majority of the votes cast on the question.
- (2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.11 Casting Vote

In case of an equality of votes at a Board meeting, the chair of the meeting in addition to an original vote shall be entitled to a second or casting vote.

5.12 Resolution in Lieu of Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, is as valid as if it had been passed at a Board meeting.

SECTION 6 – COMMITTEES

6.1 Committees of the Board

- (1) The Board may appoint from their number one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board, except powers to:
 - (a) submit to the members any question or matter requiring the approval of the members;
 - (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - (c) issue debt obligations except as authorized by the Directors;
 - (d) approve any financial statements;
 - (e) adopt, amend or repeal By-laws; and

(f) establish contributions to be made, or dues to be paid, by members.

(2) Any such committee shall report to the Board on a timely basis concerning its activities. The members of such committees shall serve at the pleasure of the Board. Members of committees, if appointed, shall not be entitled to receive any remuneration for serving as such, but, if authorized by the Board the members shall be entitled to be paid reasonable expenses incurred in the exercise of their duties as such committee members.

(3) Any committee member may be removed by resolution of the Board.

6.2 Transaction of Business

Subject to the provisions of Section 6.1, the powers of a committee of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

6.3 Advisory Bodies

The Board may from time to time appoint such advisory bodies as it may deem advisable.

6.4 Procedure

Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to formulate its own rules of procedure. To the extent that the Board or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board meetings shall apply with all necessary modifications.

6.5 Nominating Committee

Within 90 days prior to the Annual General Meeting, the Board Chair shall appoint from among the Director-Delegates a Nominating Committee of not less than four (4) Director-Delegates.

(1) The Purpose of the Nominating Committee will be:

- (a) To solicit each Corporate Member, within thirty (30) days prior to the Annual General Meeting, to identify its duly elected or appointed Director-Delegate for presentation to the Annual General Meeting of Members.
- (b) At the Board's discretion, to solicit and receive nominations for Directors-at-Large, if any, from Corporate Members and present a report to the Annual Meeting of Members, pursuant to the provisions contained herein.

(2) Terms of Reference of Nominating Committee

- (a) Ensure that each Provincial Executive Director and Chairperson is notified sixty (60) days prior to the Annual Meeting of Members of the Corporation of their obligation to appoint a Director-Delegate and notify National Office in writing at least thirty (30) days prior to the AGM.
- (b) At the discretion of the Board, ensure that each Provincial Executive & Chairperson is notified at least ninety (90) days prior to the AGM of Corporate Member's right to nominate individuals to serve as Directors-at-Large Such nominations to be provided in writing and accompanied by a short biography and to be addressed to Chairperson - Nominating Committee - National Office no later than thirty (30) days prior to the AGM.

- (c) Canvass all existing Directors-at-Large, if any, to determine their interest in offering their names to stand for re-election or to inform them of the Committee's intent to not propose their names for nomination for another term.
- (d) Review all nominations, ensuring that all nominees have been canvassed to confirm their willingness to have their names stand and, at the discretion of the Board, prepare a slate of Directors-at-Large for presentation to the Meeting of Members.
- (e) The Report of the Nominating Committee to be presented to the Board of Directors no later than fifteen (15) days prior to the Annual Meeting of Members.
- (f) In the event that there are "nominations from the floor", for Directors-at-Large, and provided those nominees are present, and accept the nomination and that the nomination is seconded or alternatively if such nominee is not present has consented in writing before the election to such nomination) and the nomination is seconded, the Nominating Committee Chair will ensure that secret ballots are available, containing all the names of all the nominees, including those nominations from the floor, and that clear instructions for the conduct of a vote by secret ballot are given to all voting Director-Delegates.

6.6 Executive Committee

Subject to the provisions of Section 6.1, the Executive Committee, if appointed, shall be authorized, delegated and empowered to deal with matters of urgency between meetings of the Board of Directors; to co-ordinate and oversee the work of Board Committees. The "Terms of Reference" for the Executive Committee shall be set forth by resolution of the Board of Directors.

6.7 Audit/Finance Committee

- (1) The Board may elect annually from amongst its members an Audit/Finance Committee to be composed of not fewer than three (3) Corporate Members' delegates, none of whom shall be employees of the Corporation.
- (2) Each member of the Audit/Finance Committee shall serve during the pleasure of the Board, and, in any event, only so long as such member shall be a Corporate Member delegate. The Board may fill vacancies in the Audit/Finance Committee by appointment.
- (3) The Audit/Finance Committee shall have power to determine its own rules and procedures subject to any regulations imposed by the Board and in accordance with government policies, rules and regulations from time to time and to the following paragraph.
- (4) The auditor of the Corporation is entitled to receive notice of every meeting of the Audit/Finance Committee and to attend and be heard thereat, and, if so requested by a member of the Audit/Finance Committee, shall attend each meeting of the Committee held during the term of office of the auditor. The auditor of the Corporation or any member of the Board or Audit/Finance Committee may call a meeting of the Committee.
- (5) The Audit/Finance Committee shall have such powers and duties as may from time to time by resolution be assigned to it by the Board.
- (6) Members of the Audit/Finance Committee shall not be entitled to any remuneration by reason solely of being members of the Audit/Finance Committee. Members of the Audit/Finance Committee shall be entitled to be paid their reasonable out-of-pocket expenses properly incurred by them in connection with the affairs of the Corporation.

6.8 Executive Directors Council

The Board shall appoint Corporate Members' senior staff (Executive Director or Chief Executive Officer) to comprise the Executive Directors Council (EDC). The Board shall delegate all operational and management responsibilities to the EDC. The EDC shall audit the administration of the programs and mandate of the Corporation by its management and staff so as to ensure effective, efficient and proper operation of the Corporation consistent with the fiscal and operational policies from time to time as established by the Board or its Members. The Terms of Reference for the EDC shall be set forth by resolution of the Board of Directors.

SECTION 7– OFFICERS

7.1 Appointment

(1) The officers of the Corporation shall consist of a Chair, a Vice-Chair, Secretary, a Treasurer, and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. At a meeting of the Board, to be held within fourteen (14) days following the Annual Meeting, and at such other times as the Board may deem appropriate, the Board shall appoint the foregoing officers as the Board may determine. The Board may specify the duties of and, in accordance with these By-laws and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. At its discretion the Board may combine officer roles so that one person may hold more than one office.

(2) The Board of Directors shall elect or appoint the Chair, Vice-Chair, Secretary and Treasurer from among themselves. Any other officers of the Corporation need not be Directors. The officers shall be appointed by resolution of the Board of Directors at the first meeting of Directors held following the annual meeting of Members at which the Directors are elected; provided that in default of such election the then incumbents shall hold office until their successors are elected.

7.2 Chair

(1) The Chair, who shall be appointed from among the Directors, is responsible for ensuring good Board practices, including the effectiveness of meetings and adherence to By-laws and other Board rules. The Chair ensures that Board members are aware of their duties and sets these out as required in policies that are directed to the work of the Board itself. The Chair shall, if present, preside as Chair at all meetings of the Board and of members. The Chair shall be an ex-officio member of all committees of the Board and shall have such other powers and shall perform such other duties as normally pertain to this office or as may from time to time be assigned by the Board.

(2) In addition to the duties described above, the responsibilities for this position are as follows:

- (a) provides leadership to the Board of Directors, which sets policy and oversees all operations and management through the Executive Directors Council;
- (b) establishes, in collaboration with the Board and Executive Directors Council, measurable performance expectations a of the Executive Director's performance on an annual basis;
- (c) approves, on behalf of the Board, compensation for the Executive Director based on the outcome of the performance review and reports to the Board by the Executive Directors Council;
- (d) facilitates and guides the Board's role in strategic and business planning and monitoring of performance;
- (e) facilitates the Board's annual performance evaluation of the organization in achieving its mission;

- (f) as well as chairing meetings of the Board, the Chair develops the meeting agenda in consultation with the Chair of the Executive Directors Council and Executive Director, or other officers of the Corporation;
- (g) guides and mediates Board actions with respect to organizational priorities and governance concerns;
- (h) discusses issues confronting the organization with the Executive Director and the Chair of the Executive Directors Council;
- (i) reviews with the Executive Director and the Chair of the Executive Directors Council any issues of concern to the Board;

7.3 Vice-Chair

The Vice-Chair, who shall be appointed from among the Directors, shall be vested with all powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall sign such contracts, documents or instruments in writing as require his or their signatures and shall also have other powers and perform such other duties as may from time to time be assigned to him or them by resolution of the Board.

7.4 Secretary

The Secretary, who shall be appointed from among the Directors, shall, if present, be the secretary of all meetings of the Board, members and committees of the Board, unless otherwise determined by the Board. The Secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at meetings of the Board, members and committees of the Board, whether or not he or she attends such meetings. The Secretary shall give or cause to be given, as and when instructed, all notices to members, Directors, officers, the public accountant and members of committees of the Board. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The Secretary shall perform such other duties as normally pertain to this office or as may from time to time be assigned by the Board.

7.5 Treasurer

- (1) The Treasurer, who shall be appointed from among the Directors, shall be the custodian of the funds of the Corporation, shall oversee the receipt of all monies and payments in accordance with the budget. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board. The Treasurer shall oversee the full and accurate accounts and shall present financial information at the regular meetings of the Board and the membership. The Treasurer shall perform such other duties as assigned by the Board.
- (2) In particular, the Treasurer is responsible for:
 - (a) chairing the Board's Finance and Audit Committee;
 - (b) consulting with the Executive Directors Council regarding the development of the annual budget and providing it to the Finance Committee and the Board for approval;
 - (c) monitoring the progress of budget implementation and bringing any material variances and proposed mitigation strategies to the attention of the Finance Committee and the Board for approval;
 - (d) ensuring development and Board review of financial policies and procedures;
 - (e) overseeing the hiring of the auditor and annual audit process;

- (f) presenting the audited financial statements to the Annual General Meeting of Members.

7.6 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the Chair may specify. The Board and (except as aforesaid) the Chair may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair otherwise directs.

7.7 Term of Office

(1) In the absence of a written agreement to the contrary, an officer shall hold office for a period of three (3) years, but if no person has been appointed to succeed any officer at the expiration of three (3) years, then the person then in office shall continue in office until a successor has been appointed. Incumbent officers shall be eligible for re-election.

(2) The Board may by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of the Board of which notice specifying the intention to pass such a resolution has been given, remove, whether for cause or without cause, any officer of the Corporation before the expiration of the term of office. Unless so removed, an officer shall hold office until the expiration of the term of office, or the earlier of:

- (a) the officer's resignation;
- (b) such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (c) such officer's death.

(3) If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

7.8 Remuneration

Officers, as set out in Section 7.1, shall not be entitled to receive any remuneration for serving as such, but shall be entitled to be paid reasonable expenses incurred in the exercise of their duties as such officers.

7.9 Conflict of Interest

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 4.11.

7.10 Fidelity Bonds

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

SECTION 8 - EXECUTIVE DIRECTOR

8.1 Executive Director

(1) The Executive Director, if one exists, is not an officer of the Corporation but will be the senior staff position of the Corporation and is a paid staff position. The Board delegates oversight of the Executive Director to the Executive Directors Council. The Executive Director reports to the Executive Directors Council. Subject to the direction of the Board, through the Executive Directors, Council, the Executive Director exercises general supervision and control over the day-to-day

business and affairs of the Corporation. The Executive Director is responsible for the orderly implementation of Board policies and business plans approved by the Board. The Executive Director reports to the Board through the Chair of the Executive Directors Council, and subject to the approval of the Executive Directors Council and Board, signs such contracts, in accordance with the approved budget plan as require the signature of the Executive Director of the Corporation. The Executive Director shall have such other powers and performs such other duties as may from time to time be assigned by the Executive Directors Council.

- (2) Key roles and responsibilities for the Executive Director are as follows:
- (a) *Organizational Management*: coordinates all Board and committee meetings;
 - (b) *Administrative Management*: oversees all aspect of human resources and management of staff employees and contractors; manages the day to day operations which include but are not limited to: Strategic Planning and Balanced Scorecard; Business and Operational Planning, Budgeting and Financial Management, Audit Process; Ethics, Performance Management, Organizational Change, Policies and Procedures; Products, Services and Programs;
 - (c) *National Client Service Delivery Plan*: leads the implementation of a national service delivery plan with the direction of the Executive Directors Council;
 - (d) *Marketing, Promotions, Public and Media Relations*: management of events and activities; fundraising; community awareness and communications.
 - (e) National fundraising to benefit Corporate Members;
 - (f) Public Policy and Government Relations

SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Limitation of Liability

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.2 Indemnity

(1) 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, 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.

(2) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.2(1). The individual shall repay the monies if he or she does not fulfil the conditions of Section 9.2(3).

(3) The Corporation shall not indemnify an individual under Section 9.2(1) unless he or she:

- (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 he or she acted as a 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 9.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

9.3 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 9.2(1) as the Board may from time to time determine.

SECTION 10 – MEMBERSHIP

10.1 Classes of Membership

Membership in the Corporation shall be divided into the following classes:

- (1) Corporate Member;
- (2) Supporting Member; and
- (3) Other - In addition, the Board may, from time to time, create other classifications of membership such as, Honorary Member, Honorary Life Member, Patron, Contributing Member or the like, or establish other relationships to the Corporation involving a special status and, without restricting the generality of the foregoing; for such purposes as honouring individuals for contributions made or to be made to the Corporation or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Corporation and, in connection therewith, may, from time to time, admit individuals to membership in any such special class. Such other members or persons designated as having a relationship to the Corporation shall not be entitled to receive notice of or to vote at any meetings of members of the Corporation nor shall such members or persons designated as having a relationship to the Corporation be subject to any fees, dues or subscriptions in respect of their membership or relationship.

10.2 Admission to Membership

- (1) A Corporate Member shall:
 - (a) be geographically defined;
 - (b) be incorporated under the laws of its province or, in the case of the Yukon, Nunavut and Northwest Territories, under the Canada Not-for-profit Corporations Act or any successor legislation whether Federal or otherwise;
 - (c) have the Corporation as one of its incorporating or founding members;

- (d) reflect its relationship with the Corporation in its articles or memorandum of incorporation;
- (e) reflect the objectives of the Corporation in the given applicant's regional context in its articles or memorandum of incorporation.
- (f) Corporate Members, through their delegates, shall be entitled to notice of and to attend meetings of members, and shall be entitled to one (1) vote at any meeting of members.

(2) Supporting Members shall include every member in good standing of a Corporate Member. It shall be the duty of each Corporate Member to provide updates to the Corporation's membership register on a timely basis. Supporting members may be designated "member" on any membership card issued individually by the Corporation or issued in combination with a Corporate Member or Affiliate Corporate Member. Supporting Members shall not be entitled to attend meetings of members or to notice of meetings of members or to vote at any meeting of members.

(3) The Corporate Members may, by resolution passed by a majority of at least two-thirds (2/3) of the votes cast thereon at any meeting of the Corporation of which notice specifying the intention to pass such a resolution has been given in the notice calling the meeting, admit new Corporate Members to membership in the Corporation.

(4) "Honorary Members" may be a status conferred upon a person by the Board having regard to contributions made or proposed to be made to the Corporation or to contributions otherwise made to the community which are supportive of or consistent with the objects of the Corporation. Honorary Members shall not be entitled to attend meetings of members or to notice of meetings of members or to vote at any meeting of members, nor shall Honorary Members be subject to any fees, dues or subscriptions in respect of such membership.

10.3 Terms of Membership

Membership in the Corporation is not transferable and ceases upon:

- (1) In the case of Corporate Member:
 - (a) the dissolution of the Corporate Member;
 - (b) the Corporate Member becoming bankrupt or upon being placed in receivership by a creditor(s) of such member; or
 - (c) a resolution to that effect passed at a meeting of the Corporate Members of the Corporation by at least two-thirds (2/3) of the votes cast thereon provided that notice specifying the intention to pass such a resolution has been given to the Corporate Members in the notice calling the meeting.
- (2) In the case of a Supporting Member, when such Supporting Member ceases to be a member in good standing of a Corporate Member or Affiliate Corporate Member or otherwise resigns as a supporting member in accordance herein, or upon the death of a Supporting Member.

10.4 Withdrawal

- (1) Withdrawal of Supporting Member - A Supporting Member may withdraw from the Corporation by delivering a written withdrawal to the head office of the Corporation addressed to the Board or to the Vice-Chair/Secretary of the Corporation.
- (2) Withdrawal of Corporate Member - A Corporate Member, except as provided herein, may not withdraw from the Corporation.

10.5 Delegates

Each Corporate Member shall, subject to the provisions herein, elect or appoint one (1) delegate in accordance with the by-laws of the Corporate Member to represent and to vote on behalf of such member at all meetings of members of the Corporation. The appointment of a delegate may be terminated by the Corporate Member who appointed or elected such delegate. Notification of the appointment of any delegate or the termination of any appointment or any resignation shall be given in writing by the Corporate Member to the Vice-Chair/Secretary of the Corporation addressed to the head office of the Corporation, as soon as practicable after such appointment, termination or resignation, as the case may be.

SECTION 11 - MEMBERSHIP DUES AND DISCIPLINE

11.1 Membership Dues

The dues or fees payable by the members shall be as determined by the Board from time to time and may be waived in special circumstances at the discretion of the Board. Membership dues shall be payable immediately upon election and thereafter shall be payable one (1) month after the commencement of each new year of membership. Notification of an increase in fees shall be mailed to the members at least thirty (30) days prior to the membership renewal date. If any membership fees are not paid within thirty (30) days of the membership renewal date, the members in default shall automatically cease to be members of the Corporation. Corporate Members and Affiliate Corporate Members may be assessed membership fees based on a per capita charge for each member of Corporate Members and Affiliate Corporate Members.

11.2 Assessments

Corporate Members and Affiliate Corporate Members shall be assessed annually to raise sufficient funds to maintain the Corporation as a viable entity and the Board shall, from time to time, determine the total assessment and the basis upon which such assessment will be shared amongst the Corporate Members and Affiliate Corporate Members.

11.3 Discipline of Members

(1) 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 and absolute discretion; or
- (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.

(2) If the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, 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 a written submission to the Board, in response to the notice received within such 20-day period. If no written submission is received by the Board, the Board may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 11.3(2), the Board shall 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 submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 12 – MEETINGS OF MEMBERS

12.1 Annual Meetings

The annual meeting of the members shall be held within six (6) months following the end of the fiscal year and, subject to Section 12.5, at such place as the Board may from time to time determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the Directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

12.2 Special Meetings

The Board shall have the power to call a special meeting of members at any time, the general nature of which shall be specified in a notice calling the meeting which shall be in the form described herein.

12.3 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 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.

12.4 Meeting Held by Electronic Means

(1) Any person entitled to attend a meeting of members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting.

(2) Directors who call (but not members who requisition) a meeting of members may determine that:

- (a) the meeting shall be held, in accordance with 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; and
- (b) any vote shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

(3) Any vote at a meeting of members may be carried out by means of a telephonic, electronic or other communication facility, if the facility:

- (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 or group of members voted.

12.5 Place of Meetings

(1) Meetings of members shall be held at such place in Canada as the Directors determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Canada where a meeting of members may be held, a meeting of members of the Corporation

may be held outside Canada. A meeting held under Section 12.4 shall be deemed to be held at the place where the registered office of the Corporation is located.

(2) A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

12.6 Notice of Meeting of Members

(1) Notice of the time and place of a meeting of the members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, 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 member entitled to vote at the meeting, during a period of twenty one (21) to thirty five (35) days before the day on which the meeting is to be held.

(2) Notice of the time and place of each meeting of members shall also be given in the manner provided in Section 13.1 not less than twenty one (21) days before the date of the meeting to each Director and to any public accountant.

(3) Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of Directors and reappointment of the incumbent public accountant or fixing or authorizing the Directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:

- (a) the nature of the business in sufficient detail to permit the members to form a reasoned judgment on it; and
- (b) the text of any special resolution to be submitted to the meeting.

12.7 List of Members Entitled to Notice

For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 12.8, the members listed shall be those registered at the close of business on that record date. If no record date is fixed, the members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any member during usual business hours at the registered office of the Corporation or at the place where the register of members is maintained and at the meeting for which the list was prepared. Where a separate list of members has not been prepared, the names of persons appearing in the register of members at the requisite time as a member carrying the right to vote at such a meeting shall be deemed to be a list of members.

12.8 Record Date for Notice

The Board may fix in advance a date, preceding the date of any meeting of members by not more than sixty (60) days and not less than twenty one (21) days, as a record date for the determination of the members entitled to notice of the meeting, and notice of any such record date shall be given not less than seven (7) days before the record date, by advertisement in a newspaper published or distributed in the place where the Corporation has its registered office unless notice of the record date is waived in writing by every member of the class or group affected whose name is set out in the register of members of the Corporation at the close of business on the day the Directors

fix the record date. If no such record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the close of business on the day preceding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held.

12.9 Waiver of Notice

(1) A meeting of members may be held without notice at any time and place permitted by the Act if:

- (a) all the members entitled to vote at the meeting are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to the meeting being held; and
- (b) the public accountant and the Directors are present or waive notice of or otherwise consent to the meeting being held,

so long as the members, public accountant or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) At a meeting held under Section 12.9(1), any business may be transacted which the Corporation may transact at a meeting of members.

12.10 Chair, Secretary and Scrutineers

The chair of any meeting of members shall be the Chair or, in the absence of the Chair, the Vice-Chair. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to chair the meeting. If the Secretary of the Corporation is absent, the Chair shall appoint some person who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chair with the consent of the meeting.

12.11 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the members shall be those entitled to attend or vote at the meeting, the Directors, public accountant, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles or the By-laws 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.

12.12 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than a majority, fifty-one percent (51%) of the members, in person or represented by proxy. A quorum need not be present throughout the meeting provided that a quorum is present at the opening of the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time after that the members may determine, the members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

12.13 Right to Vote

Every person named in the list referred to in Section 12.7 shall be entitled to one (1) vote at the meeting to which the list relates.

12.14 Absentee Voting at Members' Meetings

(1) Pursuant to subsection 171(1) (Absentee Voting) 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 Québec, signed by the member or by their agent or mandatary:
 - (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 chair 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 the proxyholder was 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 the 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;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall:
 - (i) indicate, in bold-face type,
 - (A) the meeting at which it is to be used;
 - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and
 - (C) instructions on the manner in which the member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;
 - (v) provide a means for the member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors; and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under section (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with section (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(2) As an alternative to Section 12.14(1) every member which is a body corporate or other legal entity may authorize by resolution of its directors or governing body an individual to represent it at a meeting of members and that individual may exercise on the member's behalf all the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of the resolution, or in such other manner as may be satisfactory to the Secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a member. The proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

12.15 Time for Deposit of Proxies

The Board may fix a time not exceeding 48 hours, excluding non-business days, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or its agent, and any time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Corporation or its agent specified in the notice or if, no such time having been specified in the notice, it has been received by the secretary of the Corporation or by the chair of the meeting before the time of voting.

12.16 Joint Members

If two or more persons hold memberships jointly, any one of them present in person or duly represented at a meeting of members may, in the absence of the other or others, vote the membership, but, if two or more of those persons are present in person or represented and vote, they shall vote as one the shares jointly held by them.

12.17 Votes to Govern

At any meeting of members, every question shall, unless otherwise required by the Articles, By-laws or the Act, be determined by a majority of the votes cast on the question. In the event of an equality of votes, the motion is defeated. For greater certainty, neither the Chair nor any other person shall have a second or deciding vote.

12.18 Show of Hands

Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot is required or demanded as provided. On a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chair declared a resolution to be carried or defeated is, in the absence of proof to the

contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.19 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken on it, the chair may require a ballot or any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time before the ballot is taken.

12.20 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than thirty (30) days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

12.21 Resolution in Lieu of Meeting

A resolution in writing signed by all the Corporate Members entitled to vote on that resolution at a meeting of the Corporate Members is as valid as if it had been passed at a meeting of the Corporate Members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director, or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of that Director; or
- (b) in the case of the removal or resignation of a public accountant, or the appointment or election of another person to fill the office of public accountant, representations in writing are made to the Corporation by that public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

12.22 Only One Member

Where the Corporation has only one member or only one holder of any class or series of shares, the member present in person or duly represented constitutes a meeting.

SECTION 13 – NOTICES

13.1 Method of Giving Notices

- (1) Notice to Corporate Members shall be addressed to the chief or head office of a Corporate Member to the attention of the president or the chief operating officer of the Corporate Member.
- (2) 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 Corporate Member, Director, officer or member of a committee of the Board or to the public accountant 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 subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;
- (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 (Documents in Electronic or Other Form) of the Act.

(3) 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.

13.2 Notice to Joint Members

If two or more persons are registered as joint holders of any membership, any notice may be addressed to all such joint holders, but notice addressed to one of those persons shall be sufficient notice to all of them.

13.3 Computation of Time

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

13.4 Undelivered Notices

If any notice given to a member pursuant to Section 13.1 is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to that member until he or she informs the Corporation in writing of his or her new address.

13.5 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on such notice.

13.6 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a member or any other means whatsoever, shall become entitled to any membership, shall be bound by every notice in respect of the membership which has been duly given to the member from whom he or she derives his or her title to the membership before his or her name and address is entered on the register of members (whether the notice was given before or after the happening of the event on which he or she became so entitled) and before he or she furnished the Corporation with the proof of authority or evidence of his or her entitlement prescribed by the Act.

13.7 Waiver of Notice

Any member, proxyholder or other person entitled to notice of or attend a meeting of members, Director, officer, public accountant or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the Articles, the By-laws or otherwise, and that waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of the notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of members or of the Board or a committee of the Board, which may be given in any manner.

SECTION 14 - LEGACIES AND GIFTS

Any legacy, bequest, gift, grant, settlement, endowment or donation of any kind in favour of the Corporation shall be considered as being for the benefit of and shall be paid to the Corporate Member with whom the benefactor had the closest connection unless the Board is satisfied that it was the intent of the benefactor to benefit the Corporation as a national entity rather than to benefit a particular Corporate Member. Nothing in this provision shall be construed as preventing any Corporate Member from making application to a court of competent jurisdiction for an order securing payment to itself if it disagrees with the decision of the Board as to the intent of the benefactor.

SECTION 15 – DISPUTE RESOLUTION

15.1 Dispute Resolution Mechanism

If a dispute or controversy among members, Directors, officers or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 16 – AMENDMENT AND REPEAL

16.1 Amendment

(1) 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 passed by at least two-thirds (2/3) of the Corporate Members present and voting at such meeting. 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. Such 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.

(2) Section 16.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to Sections 10.1, 10.3, 12.4(1), 12.6(1), 12.6(3), 12.14, 12.15, 13.1 and this 16.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

16.2 Repeal

By-Law No. 1 of the Corporation is repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

SECTION 17- EFFECTIVE DATE

17.1 Effective Date

This By-Law shall come into force when enacted by the Directors, subject to the Act.

The undersigned Directors of Spinal Cord Injury Canada (the “Corporation”) hereby certify this to be a true copy of By-Law No. 2 of the Corporation, authorized by a special resolution of the Members on April 4, 2016, which By-Law No. 2 is in full force and effect unamended at the date hereof.

Dated April 11, 2016

Mark Lamoureux, Chair

Lynn Archdekin, Secretary