

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

Ontario Chiropractic Association
(the “Corporation”)
December 2018

Preamble:

This By-law sets out rules and procedures to be followed by the Corporation in the governance of its affairs. The By-law is intended to apply to the most common corporate events. Certain provisions of the *Canada Not-for-profit Corporations Act* and the regulations made under it (the “Act”) have been incorporated where applicable. However, this By-law is not a complete restatement of the provisions of the Act nor any other laws applicable to the Corporation. Many provisions of the Act have not been incorporated in this By-law. In the event of an event which is not addressed or partially addressed in this By-law, reference to the Act and other laws applicable to the Corporation should be made, to ensure that all relevant legal requirements are being complied with.

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

1. Definitions

In this by-law and all other by-laws 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;

“**AGM**” means an annual general meeting of members of the Corporation;

“**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 board of directors of the Corporation and “**director**” means a member of the board;

“**by-law**” 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;

“**Chair**” means the chair of the board as defined in Section 37 of this by-law;

“**CEO**” means the Chief Executive Officer of the Corporation as defined in Section 36 of this by-law;

“**meeting of members**” includes an AGM or a special meeting of members; “special meeting of members” includes a special meeting of all members entitled to vote at an AGM;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50 per cent plus one of the votes cast on that resolution;

“policy” means a policy consistent with this by-law adopted by the board pursuant to Section 44 of this by-law in connection with the management of the activities and affairs of the board, members and affiliates, but does not include Position Statements or Ethical Guideposts issued by the Corporation;

“**proposal**” means a proposal submitted by a member of the Corporation that meets the ~~requirement~~ requirements of section 163 (Member Proposals) of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**Section**” means a section of this by-law; ~~and~~

“**special resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;

“**Treasurer**” means the treasurer of the board as defined in Section 37 of this by-law; and

“**Vice-chair**” means the vice-chair of the board as defined in Section 37 of this by-law.

2. Executed Documents

The board may from time to time direct the manner in which and the person or persons by whom a particular document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

3. Financial Year

The financial year end of the Corporation shall be determined by the board ~~of directors~~.

4. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

5. 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, give notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

6. Membership ~~Condition~~Conditions

Subject to the articles, there shall be one class of members in the Corporation. Every member of the Corporation must be an individual who: (a) is a member in good standing of the College of Chiropractors of Ontario, in any class; and (b) who is a member in good standing of the Canadian Chiropractic Association, or has attested that application for Canadian Chiropractic Association membership has been made, and for whom proof of admission to Canadian Chiropractic Association membership will be provided to the Corporation by the Canadian Chiropractic Association within five business days; and (c) complies with all relevant provisions of the articles and by-laws; (d) who has applied for, and been accepted into, membership in the Corporation. The content of applications for membership shall be approved by the CEO (or their designee). Applications for membership shall be approved by the CEO ~~of the Corporation~~ (or ~~his~~their designee) and thereafter ratified by the board on a quarterly basis, or in such other manner as may be determined by the board. Members shall be asked to update their information with the Corporation annually (along with the annual notification of membership dues referred to in Section 13 of this by-law), and when any relevant change occurs, in the same manner as applications for membership. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

7. Membership Not Transferable

Memberships are held by an individual and may not be transferred.

8. Notice of Members' Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means: by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

9. Special Business

- (a) Subject to paragraph (b) below, the notice of a members' meeting need not state the business to be transacted at the meeting nor state the text of any resolution to be submitted at the meeting.

- (b) The notice of a meeting at which special business is to be transacted shall (i) state the nature of that business in sufficient detail to permit a member to form a reasoned judgement on the business, and (ii) state the text of any special resolution to be submitted at the meeting.
- (c) Special business is (i) all business transacted at an AGM, except consideration of the financial statements, Auditor's report, election of directors and re-appointment of the incumbent Auditor, and (ii) all business transacted at a special meeting of members.

10. Requisition of Meeting by Members

The board of directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than five per cent of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Absentee Voting at Members' Meetings

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

12. Voting by Proxy

Pursuant to subsection 171(1) of the Act, every member entitled to vote at a meeting of members may appoint 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 the meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument in writing executed by the member in accordance with the Act;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- (d) a proxy shall be in writing and shall be executed by the member or such member's attorney;
- (e) any form of proxy which is created by a person other than the member by or for whom it is executed shall conform to the requirements set out in the Act or its Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

13. Membership Dues; Additional Contributions

The directors may require members to pay annual membership dues, and may determine the manner in which they are to be paid by way of policies adopted by the board. The directors may also require members to make an additional monetary contribution for a purpose identified by the directors, and may determine the amount of such contribution and the manner in which it is to be paid. Members shall be notified in writing of the annual membership dues and/or additional contribution at any time payable by them, including the deadlines for payment and the consequences of non-payment, and, if such dues and/or contribution are not paid within three consecutive calendar month(s) of the membership renewal date, or such other date set by the board, the members in default shall ~~automatically~~ cease to be members of the Corporation in accordance with Section 14 of this by-law.

14. Termination of Membership

A membership in the Corporation shall be terminated automatically upon the occurrence of any of the following:

- (a) the member dies;
- (b) the member resigns by delivering a written resignation to the ~~chair of the board~~Chair, in which case such resignation shall be effective on the date specified in the resignation, or the date on which such resignation is received by the Corporation if no date is specified;
- (c) the member is expelled in accordance with Section 16 of this by-law;
- (d) it comes to the attention of the Corporation that the member ceases to be a member in good standing of the College of Chiropractors of Ontario, or ceases to be a member in good standing of the Canadian Chiropractic Association;
- (e) proof of admission to the Canadian Chiropractic Association in accordance with Section 6(b) of this by-law is not provided;
- (f) (e)-the member fails to pay dues or required contribution amounts in accordance with Section 13 of this by-law;

(g) ~~(f)~~ the member's membership is otherwise terminated in accordance with the articles or by-laws of the Corporation; or

(h) ~~(g)~~ the Corporation is liquidated and dissolved under the Act .

15. Effect of Termination of Membership

(a) Subject to the articles, upon ~~any~~ termination of membership, all rights of the member, including without limitation any rights in the property of the Corporation, automatically cease to exist: ("effective date of termination"):

(i) In respect of termination under Section 14 c., d., f. and g., 90 days after the date of termination;

(ii) In respect of termination under Section 14 e., 90 days after the date of termination, unless proof of admission to the Canadian Chiropractic Association is provided to the Corporation before the effective date of termination; and

(iii) In respect of termination under Section 14 a., b., and h., automatically on the date of termination.

(b) Upon the effective date of termination of membership, the Corporation may advise the Canadian Chiropractic Association and the Canadian Chiropractic Protective Association, and any affiliate of the Corporation from time to time, that the individual is no longer a member of the Corporation.

16. Member Expulsion of Members and Penalties

(a) ~~The board may expel~~ In accordance with policies adopted by the board, the board shall have the power to expel from membership, or otherwise reasonably penalize, any member ~~from~~ of the Corporation ~~for any, on~~ one or more of the following grounds:

(i) violating any provision of the articles, by-laws, or written policies of the Corporation;

~~(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;~~

(ii) ~~(iii)~~ 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.

(b) In the event that it is proposed by the board ~~determines~~ or in accordance with any applicable policy that a member should be expelled from membership in the Corporation, or otherwise penalized, the ~~chair~~ Chair, or such other officer as may be

designated by the board, shall provide ~~ten~~20 days' notice ~~of expulsion~~ to the member and shall provide reasons for the ~~expulsion~~proposed action. The member may make written submissions to ~~the chair, or such other officer as may be designated by~~ the board, in response to the notice, which written submissions must be received by the Corporation before the end of the ~~ten~~20-day period. The member may, in the written submissions, request that they also be given the opportunity to make oral submissions to the Board, which request may be granted at the discretion of the Chair. In the event that no written submissions are received by the ~~chair~~Chair, the ~~member~~board shall ~~be expelled from membership in the Corporation, as set out in the original~~proceed to consider the proposed action, without further notice to the member. If written submissions are received in accordance with this Section, the board will consider such submissions, together with any oral submissions made with leave of the Chair in accordance with this Section, and determine whether the ~~original decision to expel the member~~proposal should ~~stand~~be implemented or be varied, and will give notice to the member concerning such determination within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal, and shall be effective ~~as of~~90 days after the date on which notice is given to the member, in accordance with Section 15 of this by-law.

17. Place of Members' Meetings

Meetings of the members may be held at any place within Ontario determined by the board.

18. Persons Entitled to be Present at Members' Meetings

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

19. Quorum at Members' Meetings

A quorum at any meeting of the members shall be 35 of the members entitled to vote at the meeting, present in person or represented by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the ~~Chair~~chair of the meeting shall not have a second casting or deciding vote (for greater clarity, the ~~Chair~~chair, if a member of the Corporation, shall have and may exercise the vote to which ~~he or she is~~they are entitled as a member).

21. Participation by Electronic Means at Members' Meetings

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

22. Members' Meeting Held Entirely by Electronic Means

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

23. Affiliates

In accordance with policies adopted by the board, the Corporation may provide for the creation of categories of affiliates, individuals who shall not be members of the Corporation, but shall have the right to participate in OCA activities, all as specified in and in accordance with board policies. Affiliates may include (but are not limited to) students and volunteers.

24. ~~23.~~ Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by 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, as that term is defined in the Act, the minimum number of directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

25. ~~24.~~ Qualifications

Each director shall be an individual who is not less than 18 years of age, and who is a member in good standing of the Corporation (except for additional directors appointed pursuant to Section ~~25~~27(b) of this by-law, who are not required to be members). No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an "ineligible individual" as defined in the *Income Tax Act* (Canada) shall be a director.

26. ~~25.~~ Nomination and Election of Directors

- (a) Directors shall be nominated as set out in this Section, and elected by the members of the Corporation at the AGM.
- (b) The number of directors to be elected following nomination by the members (each such position a “**Member Nominee**”) shall be equal to the number of directors whose terms are ending on the day of the AGM, except that when an incumbent director’s term ends if that director is the ~~vice~~Vice-chair (having served one year or two years of a two year term of office), or the Chair (having served one year of a two year term of office), such person may be nominated by the board for election as a director, and the number of Member Nominees shall be reduced by one.
- (c) Not fewer than 60 days prior to the AGM, or as determined by the board, the Corporation shall issue a call for director candidates to the members, and invite members who desire to stand for nomination to submit a candidate package. Each candidate package must be supported by the signatures of ten members in good standing, none of whom may be a candidate him- or her-self, or have signed any other candidate package in that year. The form and content of the candidate package shall be determined by the board. Candidate packages will be accepted until 30 days prior to the AGM, or as otherwise determined by the board (the period between the call for director candidates and the deadline for submission of candidate packages the “**Candidate Period**”). The CEO, or such other person as the board shall designate, shall determine in ~~his~~their sole discretion whether candidate packages contain all required information.
- (d) Following the closing of the Candidate Period, the Corporation will distribute a paper or electronic ballot to each member, on which will appear the name of each candidate who submitted a complete and approved candidate package. Members will vote for the number of candidates equal to the number of Member Nominees for the forthcoming AGM. Any ballot which contains a number of votes for candidates which is less or more than the exact number of Member Nominee vacancies will be rejected.
- (e) Voting will remain open until 14 days prior to the AGM, following which the Corporation will tabulate the ballots received and rank the candidates in order from the candidate receiving the most votes to the candidate receiving the fewest votes. Beginning with the candidate receiving the most votes, the highest-ranked eligible candidates will be selected as Member Nominees until nominees for all open Member Nominee directorships are identified. To be eligible for election as a director of the Corporation a candidate must confirm in writing to the Secretary of the Corporation before the AGM at which the election will take place that the candidate is not an “ineligible individual” within the meaning of the *Income Tax Act (Canada)*, that the candidate meets the requirements of Section ~~24~~25 of this by-law, and that the candidate will, if elected, comply with all the By-laws of the Corporation and all applicable policies and guidelines of the Corporation.

- (f) The slate of director nominees (comprising the Member Nominees and any board nominees pursuant to Section ~~25~~26(b) of this by-law) will be elected by ordinary resolution of the members at the AGM. No nominations for director positions will be accepted other than as set out in this Section.
- (g) If the slate of director nominees is rejected by the members at the AGM, each nominee on the slate will be placed before the members individually for election. Any unfilled director positions will be filled in accordance with the Act, the articles, and the by-laws.

27. ~~26.~~ Terms of Office of Directors

- (a) Directors shall be elected at each AGM. Directors shall serve until the end of the third AGM following their election, such that each year, the members at the AGM will elect one-third of the complement of directors (or such whole number of directors greater or less than one-third to allow the whole of the board to face election within any given three-year periods.) Directors may serve no more than three consecutive terms, with the exception of a director nominated by the board pursuant to Section ~~25~~26(b) of this by-law, who may serve more than three consecutive terms if all terms after the third are the result of such nomination by the board.
- (b) Provided that at least three directors were elected at the previous AGM, and subject to the articles, the directors may appoint one additional director, who is not required to be a member of the Corporation. Such an appointed director shall hold term until the end of the next AGM and may not hold any offices in the Corporation.

28. ~~27.~~ Cessation as a Director

A director ceases to be a director when the ~~director~~ director dies, resigns, is removed as a director by the members in accordance with this by-law, or it is determined, in the sole discretion of the board, that the director no longer fulfills all of the qualifications to be a director established by the Corporation. Where a person is no longer a director, then such person shall be deemed to have also automatically resigned as an officer and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as an officer or committee member if the board deems it appropriate in the circumstances.

29. ~~28.~~ Resignation of Director

A resignation of a director becomes effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later.

30. ~~29.~~ Removal of Director

The members may, by ordinary resolution, passed at a special meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board. For greater clarity, the removal of a director

is special business within the meaning of Section 9 of this by-law. In the event that a special meeting of members is called to remove a director, the director may submit a written statement giving reasons for opposing ~~his or her~~their removal as a director, which written submissions must be received by the Corporation no less than seven days before the date of the meeting. If written submissions are received by the Corporation in accordance with this Section, the Corporation shall provide a copy of such submissions to the members as soon as possible after receipt, and the members shall consider such submissions in their deliberations at the special meeting. The decision of the members with respect to the removal of the director, as expressed by ordinary resolution passed at the special meeting, shall be final and binding on the director and the Corporation, without any further right of appeal.

31. ~~30.~~ Filling Board Vacancies

In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any meeting of members, then the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

32. ~~31.~~ Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two directors at any time.

33. ~~32.~~ Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than five days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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.

34. ~~33.~~ Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second casting or deciding vote (for greater clarity, the chair of a meeting of the board, if a director, shall have and may exercise the vote to which ~~he or she is~~they are entitled as a director of the corporation).

35. ~~34.~~ Committees of the Board of Directors

The board may appoint : (a) a Finance Committee which shall have such duties and powers which the board may specify and be composed of not less than three directors, a majority of whom are not officers or employees of the Corporation, and including the Treasurer who shall chair the committee; (b) a Governance Committee which shall have such duties and powers as the board may specify and be composed of not less than three directors, a majority of whom are not officers or employees of the Corporation, and including the Vice-~~Chair~~chair who shall chair the Committee; and/or (c) any other committee or advisory body which the board deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.

36. ~~35.~~ Chief Executive Officer

The board may by resolution appoint a Chief Executive Officer (“**CEO**”) of the Corporation, who need not be a member or director, to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the CEO. Such agreement shall be in writing. The term of such employment or of any extension of such employment from time to time shall be determined by the board. The agreement may provide for the delegation of any of the powers or duties of any officer of the Corporation to the CEO. When a CEO has been employed, the CEO may be designated as or may be delegated by the board to perform the duties of the secretary of the Corporation. During the term of the CEO’s employment, the CEO shall be an officer of the Corporation, irrespective of whether or not the CEO is a member or director.

37. ~~36.~~ Description of Offices

- (a) Chair of the board - The chair of the board (“**Chair**”) shall be an elected director and member of the Corporation, and shall have such duties and powers as the board may specify. The term of office of the Chair shall be two years, or as otherwise determined by the board.
- (b) Vice-chair of the board - The vice-chair of the board (“**Vice-chair**”) shall be an elected director and member of the Corporation, have such duties and powers as the board may specify and, if the Chair is absent or is unable or refuses to act, shall assume the duties of the Chair. The term of office of the Vice-chair shall be two years, or as otherwise determined by the board.
- (c) Treasurer - The treasurer (“**Treasurer**”) shall be an elected director and member of the Corporation and have such powers and duties as the board may specify. The term of office of the Treasurer shall be two years, or as otherwise determined by the board.
- (d) The board may appoint additional officers of the Corporation. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chair requires of them.

38. ~~37.~~ Appointment of Officers

Every other year, after the expiry of the term of office of the previous Treasurer, Vice-chair, and Chair, as soon as practical following the AGM, the elected directors shall appoint an elected director to the office of Treasurer, an elected director to the office of Vice-chair (who shall be the person whose term as Treasurer has just ended, or such other person determined by the board), and an elected director to the office of Chair (who shall be the person whose term as Vice-chair has just ended, or such other person determined by the board), each such appointment to be until the end of the second AGM following the appointment, unless an officer ceases to hold office for any reason described in Section ~~40~~41 of this by-law.

39. ~~38.~~ Variation of Duties

The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

40. ~~39.~~ Term of Officers

Subject to the other provisions of this Section and this by-law, the term of office of the Treasurer, Vice-chair and Chair shall be two years. The term of office of any other officers shall be determined by the board.

41. ~~40.~~ Removal of Officers

The board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director; or
- (d) such officer's death or incapacity (as determined by the board).

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy. The term of office of a person so appointed shall be until the next AGM.

42. ~~41.~~ Indemnity of Directors and Officers

Subject to the Act, every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and ~~his~~their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or

administrative action or proceeding to which ~~he is~~they are made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) ~~he~~they acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, ~~he~~they had reasonable grounds for believing that ~~his~~their conduct was lawful.

43. ~~42.~~ Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 151(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

44. ~~43.~~ Operating Policies

The board may adopt, amend, or repeal by resolution such ~~operating~~ policies that are not inconsistent with the articles or by-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, board code of conduct and conflict of interest as well as procedural and other requirements relating to the by-laws as the board may deem appropriate from time to time. Any ~~operating~~ policy adopted by the board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

45. ~~44.~~ Invalidity of any Provisions of this By-law

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

46. ~~45.~~ Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

47. ~~46.~~ By-laws and Effective Date

- (a) Subject to the article and subject to Section 47(b) below, the board of directors 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 directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

- (b) Notwithstanding the above, any addition, change or deletion to a by-law that requires a special resolution of the members in accordance with subsection 197(1) (fundamental change) of the Act shall only be effective after such amendment is confirmed by a special resolution of the members.