GENERAL OPERATING BY-LAW

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A By-law relating generally to the conduct of the affairs of:

FIBROMYALGIA ASSOCIATION OF CANADA

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BY-LAW

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

FIBROMYALGIA ASSOCIATION OF CANADA

(the "Association")

WHEREAS the Association was granted a Certificate of Incorporation by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* S.C. 2009*,* C.23*;* on the 15 th day of June, 2021;

AND WHEREAS the Association has applied for and received a Certificate of Amendment on the 8th day of November 2021, under the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23;

AND WHEREAS the Association enacted a General Operating By-law of the Association ("**By-law**"); on the 5th day of January, 2022.

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Association to take effect in accordance with Section 12.01.

SECTION I - INTERPRETATION

1.01 Definitions

In all By-law and resolutions of the Association, unless the context otherwise requires:

(a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23,including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.

(b) "Arm's length" has the meaning set out in section 251 of the *Income Tax Act* (Canada) and Canada Revenue Agency's interpretation bulletin IT-419R2 as amended from time to time.

(c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association.

(d) "Association" means Fibromyalgia Association Canada.

(e) "Board" means the board of directors of the Association.

(f) "By-law" means this By-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.

(g) "Committee" means a committee of the Board established in accordance with SECTION VIII of this By-law.

(h) "Director" means a member of the Board of the Association.

(i) "Member" means a member of the Association and "Members", or "Membership "means the collective membership of the Association.

(j) "Officer" means an individual appointed as an officer of the Association as set out in section 7.02.

(k) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.07 of this By-law.

(l) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

(m) "Proposal" means a proposal submitted by a Member of the Association that meets the requirements of section 163 of the Act.

(n) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

(o) "Special Resolution" means a resolution passed by a simple majority (50%+1) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;

(b) words in the singular only will include the plural and *vice versa*.

(c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, trust, and body corporate.

(d) if any of the provisions contained in the By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail; and

(e) if any of the provisions contained in the French version of this By-law are inconsistent or conflict with any of the provisions contained in the English version of this By-law, the English version shall prevail.

SECTION II - FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 31st day of March in each year.

2.02 Banking Arrangements

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

2.03 Public Accountant and Level of Financial Review

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Association may instead of sending copies of the annual financial statements and other documents as referred to in subsection 172(1) of the Act to the members, shall

(a) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

(b) give notice to the Members stating that such documents are available at the registered office of the Association and any Member may request, a copy, free of charge by prepaid mail and/or e-mail;

2.05 Registered Offices

The registered office of the Association shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province specified in the Articles. A Special Resolution of the Members is required in order to authorize an amendment to the Articles to change the province in which the registered office of the Association is situated.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association may be signed by any two (2) Officers or Directors with the approval of the Board. In addition, the Board may from time to time direct the manner by which, and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, By-law, or other document of the Association to be a true copy thereof.

2.07 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not consistent with the By-law of the Association 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-law 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. For greater certainty, Operating Policies bind the Association including Committees.

SECTION III - MEMBERS

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Association. Membership in the Association is available to individuals who wish to further the purposes of the Association and are Canadians or residents of Canada. Membership in the Association is a lifetime membership and not transferable. Individuals shall be admitted into membership in the Association and as Members in accordance with the By-law, Membership Policy, and Operating Policies.

The Board may determine that certain Members and/or applicants for Membership should be granted Membership on an honorary basis as a result of such individuals' exceptional contribution to the purposes of the Association. All honorary members of the Association immediately prior to the continuance of the Association under the Act shall continue as Members of the Association on an honorary basis.

3.02 Membership Rights and Being in Good Standing

A Member of the Association shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member must be in "good standing" in order to vote at meetings of the Members. A Member shall be considered to be in good standing if the Member:

(a) was admitted as a Member of the Association at least ninety (90) days before the meeting of Members (in the case of a new Member); and

(b) is not in the course of disciplinary action pursuant to section 3.05.

A Member in good standing shall have one (1) vote at all meetings of Members.

Upon being admitted to membership, each Member shall be entitled to, and the Association shall provide without charge a copy of the Constitution and/or By-law of the Association. Documentation will be made available on the Fibromyalgia Association Canada (FAC) website and/or by electronic communication.

3.03 Termination of Membership

Membership in the Association is terminated when:

(a) the Member dies;

(b) the Member ceases to maintain the qualifications for membership set out in section 3.01;

(c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective as decided by the Board;

(d) the Member is removed as a Member of the Association in accordance with section;

(e) the Association is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights to any physical, technical data, and intellectual property of the Association automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer, 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.

3.04 Membership Dues

There shall be no dues payable by members for membership in the Association.

3.05 Discipline of Members

The Board shall have authority to suspend or remove any Member from the Association for any one or more of the following grounds:

(a) violating any provision of the Articles, By-law, or Operating Policies of the Association; and/or

(b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion.

In the event that the Board finds that a Member should be expelled or suspended from membership in the Association, the Chair of the Board shall provide five (5) days' notice of

suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within the seven (7) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to

notify the Member that the Member is suspended or removed from membership in the Association. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fourteen (14) days from the date of receipt of the submissions.

3.06 Dispute Resolution Mechanism

In the event of a dispute or controversy amongst Members, Directors, Officers, Committee Members, or Volunteers of the Association arising out of or related to the Articles or By law, or out of any aspect of the operations of the Association are as much as possible to be resolved in accordance with mediation as provided in the resolution mechanism in the Conflict of Interest and Conflict Resolution Policy.

SECTION IV - MEETINGS OF MEMBERS (Annual General Meeting)

4.01 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by any of the following means:

(a) by telephonic or electronic or other accepted communication facility to each Member entitled to vote at the meeting, during a minimum of 21 days before the day on which the meeting is to be held; or

(b) at least once in a publication of the Association that is sent to all of its Members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Association shall include any Proposal submitted to the Association under section 4.13.

4.02 Place of Meetings

Meetings of Members will be held electronically at a date to be determined by the Board.

4.03 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later

than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Association preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.04 Special Meetings

The Board of Directors shall call a special meeting of Members in accordance with section 167 of the Act by written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-law of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting, or by Ordinary Resolution of the Members.

4.07 Chair of the Meeting

The chair of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and

entitled to vote at the meeting shall choose a Member to chair the meeting.

4.08 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be five (5) Members. 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. For the purpose of determining quorum, a Member may be present in person, by telephonic or by other electronic means.

4.09 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

(a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

(b) Any person participating in a meeting of Members by means of a telephonic, electronic, or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Association has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic, or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

(c) Each Member has consented in advance to the meeting by telephonic, or other electronic means and in doing so has consented to the audio/video recording of these meetings.

4.10 Absentee Voting by Email

Every Member entitled to vote at a meeting of Members if unable to attend the meeting may vote in advance by email to the Secretary or their designate. An absentee vote received via email from the Member shall be collected, counted and reported in such manner as the chair of the meeting directs.

4.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-law or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.12 Proposals at Annual Meetings

Subject to compliance with **section 163 of the Act,** a Member entitled to vote at an annual meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of the Members entitled to vote at the meeting. Subject to the Act,the Association shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member.

4.13 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Association by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V - DIRECTORS

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association.

5.02 Number of Directors

The Articles provide for a minimum and maximum number of Directors.[1]In the 2021 Articles of Incorporation, the Board was fixed to be not fewer than three (3) and no more than fifteen (15) Directors. The size of the Board may change from time to time, provided the Board shall be composed of the fixed number of directors as determined by resolution of the Board.

5.03 Qualifications

Each Director shall be an individual with fibromyalgia who is not less than 18 years of age. A member who is being considered for a position on the Board of Directors must have no less than one year's experience as an active committee member. Each Director shall be a Member of the Association. No person shall be a Director who

(a) has been found by a court in Canada or elsewhere to be mentally incompetent;

(b) who has the status of a bankrupt;

(c) who is an "ineligible individual", as defined in the *Income Tax Act*;

(d) is non-Arm's length from any senior staff or management, as defined in Operating Policies of the Board; or

(e) receives or has received within a year of their election any employment remuneration either directly or indirectly from the Association in accordance with section 5.11.

5.04 Composition of Board

The Board will at all times include a minimum of three (3) and a maximum of fifteen (15) Directors and can reside in any part of Canada. All Directors will exercise their duties as members of the Board in keeping with the requirement to act in good faith and exercise their duties in the best interests of the Association as a whole, independent of their place of residence.

5.05 Transition

The terms of office held by the Directors of the Association shall be calculated pursuant to subsection 5.06(b). In computing the maximum number of years that a Director may hold office under subsection 5.06(d) or (e), the terms of office held by the Directors prior to continuance under the Act shall be included.

5.06 Election of Directors and Term

(a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.

(b) The terms of office of Directors shall be five (5) years or as determined by Ordinary Resolution of the Board.

(c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

(d) Subject to section 5.06(e), Directors shall be eligible for re-election for a maximum of ten (10) consecutive years; however, after a break from serving on the Board for a period of no less than one (1) year, the individual may once again be eligible for election.

(e) Directors holding an Officer position in the final year of their second five (5) year term shall be eligible to continue as a Director beyond the maximum two terms of five years, up to a maximum consecutive term of fifteen (15) years, provided that in each of those additional years the Director holds an Officer position.

(f) Nominations for candidates to serve on the Board may be made in two ways:

i. By the Executive Committee. On an annual basis, the Executive Committee will identify the core skills and qualities required for the Board to govern effectively. The Executive Committee's work will be guided by the overriding principle that the Board shall include people with fibromyalgia. Once the core skills and qualities have been identified, the Executive Committee will solicit from the Board and other stakeholders the names of potential candidates that match the priority skills and qualities required for the Board. The Executive Committee will present a report to the Members for the election of Directors on the Association's website no less than four (4) days prior to the annual meeting, and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

ii. By Member Nominations. Any Member may nominate a candidate for election to the Board by providing in writing to the Secretary of the Association, no less than fourteen (14) days prior to the annual meeting, the following information: the name of the candidate, a summary of the candidate's skills, experience and qualifications to serve on the Board, as well as written confirmation from the candidate that they are willing and available to serve on the Board should they be elected and that they meet

the qualifications to serve on the Board as set out in Section 5.03. The Executive Committee will review all nominations received from Members and will ensure such candidates are included, along with a summary of their qualifications, in the report to the Members for the election of Directors referenced in paragraph (f)(i) above.

5.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer, or Committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individuals as an Officer, or Committee member if the Board deems it appropriate in the circumstances.

5.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

5.09 Removal

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

5.10 Filling 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 of 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, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such a 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.

5.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.

5.12 Conflict of Interest

Every Director and Officer shall disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in section 141 of the Act.

5.13 Confidentiality

Every Director, Officer, Committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their activities with the Association.

5.14 Use of Funds

The Board has an obligation to ensure that all funds received by the Association are used to further its charitable purposes and that the Association complies with any limitations, conditions, terms of reference, directions or other restrictions imposed by donors or grantors including but not limited to those imposed by governments at all levels, their crown corporations, agencies, and authorities established by them to regulate lotteries and gaming.

SECTION VI - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board will be held virtually.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 12.01 of this By-law to every Director of the Association not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) Limits on Authority of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director 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 for the business to be transacted, to be specified in the notice.

6.05 Participation at Meeting by Telephone or Electronic Means

A Director participating in the meeting by telephone or electronic means shall be deemed for the purposes of the Act to have been present at that meeting. Each Director has consented in advance to meeting by teleconference or other electronic means; and in doing so, has consented to the audio/video recording of these meetings.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Resolutions in Writing

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

SECTION VII - OFFICERS

7.01 Appointment

The Board shall appoint the Officers of the Association from among themselves. The Board may specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. Two or more offices may be held by the same person. The Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer shall constitute the National Executive Committee.

7.02 Description of Officers

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith as well as such other duties and powers as the Board may specify from time to time in the Operating Policies or by resolution:

(a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall also be an *ex-officio* member of all Committees of the Association. The Chair shall have such other duties and powers as the Board may specify.

(b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.

(c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Secretary shall be a Director. The Secretary shall have such other duties and powers as the

Board may specify.

(d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Society. The Treasurer shall be a Director.

The duties of all other Officers of the Society shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

7.03 Term of Officers

Officers shall hold their position for a period of five (5) year or as may otherwise be determined by the Board.

(a) If Officers are not elected at a meeting of Board Members, the incumbent Officers will continue in office until their successors are elected.

(b) Where an Officer is appointed by the Board to fill a vacancy, the Officer will hold their position until the first meeting of the Board immediately following the annual general meeting.

(c) An Officer may hold a position for a maximum of fifteen consecutive (15) years.

(d) Officers shall be eligible for re-election for a maximum of fifteen (15) consecutive years; however, after a break from serving on the Board for a period of no less than one (1) year, the individual may once again be eligible for election.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

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

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII - COMMITTEES

8.01 Committees

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. In appointing members of Committees, the Board shall ensure that each Committee shall include a Director who shall sit as a member of the Committee, which Director may be the Chair who shall be an *ex-officio* member of all

Committees of the Association. Any Committee member may be removed by the Board. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The Committee terms of reference and procedures relating to such Committees shall be set forth in the Operating Policies.

8.02 Executive Committee

The Board will establish an Executive Committee, the details of which shall be set forth in the Operating Policies. The primary responsibility of the Executive Committee is to advise or research on highly confidential matters on behalf of the Board which in the judgement of the Chair of Board cannot wait until the next regularly scheduled Board meeting or when it is not possible to call a special Board meeting.

SECTION IX - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the Regulations, Articles, By-law, Operating and other policies of the Association.

9.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnification

Subject to the Act, the Association may indemnify a Director or Officer of the Association, a former Director or Officer of the Association, a Committee member or former Committee member, or another individual described in section 151(1) of the Act against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved with the Association,

(a) the individual acted honestly and in good faith with a view to the best interests of the Association; or

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Association may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.04 Insurance

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to the Act and section 9.03 of this By-law as the Board may determine from time to time against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Association otherwise; provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

9.05 Advances

The Association may advance money to a Director, Officer, Committee member, or other individual referred to in section 9.03 for the costs, charges and expenses of a proceeding referred to in section 9.03.

SECTION X - NOTICES

10.01 Method of Giving Notices

Subject to sections 4.01 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, Officer, member of a Committee of the Board, or 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 Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association in accordance with the Act and received by Corporations Canada; or

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(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 the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this

By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. In computing the number of days for any notice under the By-law, a day shall be considered any day of the week and not just a working day.

10.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of his or her new address.

10.04 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 Association has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.05 Waiver of Notice

Any Member, proxy holder, Director, Officer, member of a Committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such 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 such 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 of a Committee of the Board, which may be given in any manner.

SECTION XI - ARTICLES & BY-LAW

11.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

11.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment, or repeal of a By-law shall require confirmation by Special Resolution of the Members.

11.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Articles and section 12.01 of this By-law, the Board may, by resolution, make, amend, or repeal any By-law that regulates the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected, or amended by the Members by Special 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.

11.04 Effective Date of By-law, Amendment or Repeal under Subsection 197 (1)

A Special Resolution of the Members is required to make any amendment to the Articles or the By-law of the Association with respect to the matters listed in Subsection 197(1) of the Act. A By-law made, amended, or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the Board for approval.

11.05 Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provisions of these by-laws shall not affect the validity or enforceability of the remaining provisions.

SECTION XII - EFFECTIVE DATE

12.01 Effective Date

Subject to confirmation by the Members, this By-law shall take effect on April 6, 2022.

ENACTED by the Directors of the Association this __25__th day of April 2022.

Chair of the Board	Vice-Chair of the Board
Trudy Flynn	Mario Domingue

APPROVED by the Members of the Association this __12__th day of September 2022.

Chair of the Board	Vice-Chair of the Board
Trudy Flynn	Mario Domingue

AMENDMENTS APPROVED by the Members of the Association this _26__th day of May 2025.

Chair of the Board	Vice Chair of the Board
Trudy Flynn	Sherry Wasdal