

THE CANADIAN CRITICAL CARE SOCIETY

BY-LAW NO. 1

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BY-LAW NO. 1
being the general by-law of

THE CANADIAN CRITICAL CARE SOCIETY

ARTICLE 1 - INTERPRETATION

Section 1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires, the words and phrases set out below shall have the following meanings:

- (1) “**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23, as from time to time amended, and including the regulations promulgated thereunder, all as may be amended, revised, supplemented or otherwise modified from time to time;
- (2) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (3) “**Board**” means the board of directors of the Corporation;
- (4) “**By-laws**” means any by-law of the Corporation from time to time in force and effect;
- (5) “**Corporation**” means The Canadian Critical Care Society;
- (6) “**Director**” means a member of the Board;
- (7) “**Members**” means the individual persons described in Section 2.3(1) as admitted by the Board in accordance with Section 2.2, and the term “Membership” shall have a corresponding meaning;
- (8) “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- (9) “**person**” includes an individual person, a body corporate, corporation, company, partnership, syndicate, trust, unincorporated organization and unincorporated association;
- (10) “**public accountant**” in respect of the Corporation, means the public accountant appointed for the Corporation pursuant to the provisions of the Act; and
- (11) “**special resolution**” means a resolution passed by the Board and confirmed by not less than two-thirds (2/3) of the votes cast at a meeting of the Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

Section 1.2 Other Definitions

Other terms are defined in the context in which they appear and shall have the meanings there indicated.

Section 1.3 Interpretation

The By-laws shall, unless the context otherwise requires, be construed and interpreted in accordance with the following principles:

- (1) Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*. Whenever the terms “include”, “includes” or “including” are found in this by-law, they shall be deemed to be followed by the words “without limitation”.
- (2) Headings used in the By-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- (3) To the extent of any conflict between the provisions of the By-laws and the provisions of either the Act or the Articles, the applicable provisions of the Act or the Articles shall govern.
- (4) The invalidity or unenforceability of any one or more provisions of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

ARTICLE 2 - MEMBERSHIP

Section 2.1 Classes of Membership

The Corporation shall have three (3) classes of Members, namely, “Active Members”, “Affiliate Members” and “Associate Members”.

Section 2.2 Application for Membership

Applications by prospective Members shall be submitted in writing to the Secretary of the Corporation for consideration by the Board. The Board may approve the admission of such prospective Members. The Secretary shall promptly inform the applicant of the Board’s decision in writing. In the event an application is rejected, the reasons for the rejection will be included in the notice given by the Secretary.

Section 2.3 Conditions of Membership

- (1) Membership in the Corporation is a privilege which shall be limited to individual persons who are interested in furthering the objects of the Corporation and who continuously meet the qualifications, standards and requirements set forth in these By-laws. Each Member shall pay such dues and fees and shall comply with such conditions of Membership as may be imposed from time to time in accordance with the By-laws.

(2) The following conditions of Membership shall apply:

(a) **Active Members**

- (i) Active Membership shall be available to individual persons who are licensed doctors of medicine or surgery who by nature of their training (e.g. Royal College of Physicians and Surgeons of Canada Critical Care Medicine subspecialty) of their clinical expertise (e.g. neuro or cardiac critical care) and are staff members of a public hospital with responsibility for the care and treatment of critically ill patients within Canada.
- (ii) The term of Membership of an Active Member shall be annual, running from January 1 to the following December 31, subject to renewal in accordance with the policies of the Corporation.
- (iii) Active Members are entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

(b) **Affiliate Members**

- (i) Resident and Fellow Affiliate Membership shall be available to individual persons who have received a doctor of medicine degree or an equivalent degree and who are completing sub-specialty residency training in critical care medicine in preparation for certification by the Royal College of Physicians and Surgeons of Canada, or completing a fellowship in critical care medicine at a Canadian university; or
- (ii) Intensivist Affiliate Membership shall be available to individual persons who are licensed doctors of medicine who have completed sub-specialty training in critical care medicine or other clinical expertise (e.g. neuro or cardiac critical care) and are staff members of a hospital with responsibility for the care and treatment of critically ill patients in facilities outside of Canada; or
- (iii) Retired Intensivist Affiliate Membership shall be available to individual persons who were licensed doctors of medicine who have completed sub-specialty training in critical care medicine or other clinical expertise (e.g. neuro or cardiac critical care) and were staff members of a hospital with responsibility for the care and treatment of critically ill patients.
- (iv) The term of Membership of an Affiliate Member shall be annual, running from January 1 to the following December 31, subject to renewal in accordance with the policies of the Corporation.
- (v) Subject to the Act and the Articles, Affiliate Members shall not be entitled to vote at meetings of Members, but shall be entitled to notice of and to attend at such meetings.

(c) **Associate Members**

- (i) Non-intensivist Associate Membership shall be available to individual persons who are engaged in a healthcare-related profession and have a recognized interest in the aims of the Corporation. Such persons shall include, but not be limited to, PhD scientists with an interest in critical care research, nurse practitioners, nurses, dietitians, respiratory therapists, physical therapists, pharmacists, physician assistants and physicians who do not meet conditions for Active or Affiliate Membership.
- (ii) The term of Membership of an Associate Member shall be annual, running from January 1 to the following December 31, subject to renewal in accordance with the policies of the Corporation
- (iii) Subject to the Act and the Articles, Associate Members shall not be entitled to vote at meetings of Members, but shall be entitled to notice of and to attend at such meetings.

(3) Pursuant to subsection 197(1) (*Fundamental Change*) of the Act, a special resolution is required to make any amendments to this section of this by-law if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

Section 2.4 Membership Fees

(1) Membership fees or dues shall be such amounts as may be determined by the Board from time to time and ratified by the Members at the next meeting of Members duly called for that purpose. The Board may set differential fees respecting separate classes of Members and respecting sub-classes of classes of Members. The Board shall have the capacity, at its discretion, to grant any Member a variance on fees. All fees are payable in Canadian funds.

(2) Members shall be notified in writing of the fees at any time payable by them. Each Member whose dues are in arrears shall be notified in writing by the Secretary of the dues payable by such Member, and the Member in default shall thereupon automatically be suspended from Membership, and not be permitted to vote, make nominations, or exercise any other rights or privileges of Membership while such dues remain outstanding. Each defaulting Member may, upon payment of all unpaid dues, be reinstated. If, however, the dues remain unpaid for a period of 60 days from the date of the notice of suspension, the Member shall be deemed to have resigned if such default has not been waived by the Board.

Section 2.5 Liability of Members

Members as such, are not answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.

Section 2.6 Resignation of Membership

Any Member may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the Secretary. Dues paid shall not be refunded to a Member upon resignation unless otherwise determined by the Board.

Section 2.7 Discipline of Members

(1) The Board shall have authority to suspend all or any of the Membership privileges of any Member 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, contractual obligations or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; 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) In the event that the Board determines that a Member should be expelled or suspended from Membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 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.

Section 2.8 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies or resigns;
- (b) the Member is expelled pursuant to the procedures described under Section 2.7;
- (c) upon default of payment of dues where such default is not waived by the Board or remedied by the Member within 60 days from the date of the Member being notified of such default;
- (d) the term of Membership has expired without renewal; or
- (e) the Corporation is liquidated and dissolved under the Act.

Section 2.9 Membership Not Transferable.

The interest of a Member in the Corporation is personal to the Member and is not transferable or assignable, directly or indirectly, in whole or in part, in any manner whatsoever except to the Corporation. Any attempt to transfer or assign any Membership interest in the Corporation in whole or in part, directly or indirectly, including by way of sale, assignment, transfer, merger, amalgamation, arrangement, reorganization, dissolution, liquidation, winding-up, continuance, change of control or other similar process whether pursuant to statutory or judicial or common law processes, shall be void and shall result in automatic termination of Membership.

ARTICLE 3 - MEETINGS OF MEMBERS

Section 3.1 Location

Subject to compliance with section 159 (*Place of Members' Meetings*) of the Act, the annual and any special meeting of Members shall be held at any location within Canada that the Board may determine or, if all of the Members entitled to vote at such meeting so agree, outside of Canada.

Section 3.2 Persons Entitled to be Present at Members' Meetings

Members, Directors, officers and the public accountant of the Corporation are entitled to be present at a meeting of Members. Only those Members entitled to vote at the Members' meeting according to the provisions of the Act, the Articles and By-laws are entitled to cast a vote at the meeting.

Section 3.3 Annual General Meeting

The annual general meeting of Members shall be held within four months of the end of the fiscal year of the Corporation. At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business which the Members under applicable law are so authorized to transact, at any meeting of the Members.

Section 3.4 Special Meetings

The Board or the President may at any time call a special meeting of Members in accordance with section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If no such meeting is called within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

Section 3.5 Quorum

Unless a greater number of Members are required by the Act to be present, a quorum at any meeting of the Members shall be not less than 20 of the Members entitled to vote at the meeting. No business shall be transacted at any meeting of the Members unless the requisite quorum is present at the time of the transaction of such business.

Section 3.6 Chairperson of the Meeting

In the event that the President is absent, the Members shall choose a Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the Members shall choose one of their own to be the chairperson of the meeting.

Section 3.7 Notice

(1) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility 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. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. Pursuant to subsection 197(1) (*Fundamental Change*) of the Act, a special resolution of the Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of Members.

(2) Notice of any meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such meeting. No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

Section 3.8 Voting

(1) Except as expressly provided herein and in the Articles and unless otherwise expressly provided by the Act, at all meetings of the Members, every question shall be determined by ordinary resolution at the meeting.

(2) Each Member having voting rights shall be entitled to cast one vote on each matter which comes before the Members at each meeting of Members and the chairperson at any meeting of the Members shall not be entitled to a second, extra or casting vote in the case of a tie vote at any such meeting.

(3) Every question shall be decided in the first instance by a show of hands, rising, or by any other accessible means declared by the chairperson prior to such decision which enables the full participation of all the Members, unless a poll be demanded by any Member. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Section 3.9 Absentee Voting

(1) Pursuant to section 171(1) (*Absentee Voting*) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or 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.

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

Section 3.10 Written Resolutions in Lieu of Meeting

Any resolution signed by all the Members entitled to vote thereon is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

Section 3.11 Participation by Conference Telephone or other Electronic Means

Subject to the availability of telephonic, electronic or other communication facilities that permit all persons participating to communicate adequately with one another during a meeting of the 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. All persons participating in a meeting by such means are deemed to be present at the meeting. The chairperson of the meeting shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the chairperson at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the chairperson to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes of the meeting.

Section 3.12 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (*Annual Financial Statements*) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1 Powers of the Board

The affairs of the Corporation shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-laws or by the Act expressly directed or required to be done in some other manner.

Section 4.2 Number of Directors

(1) The Board shall be composed 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, provided, however, that the

minimum number of Directors may not be fewer than seven, at least two of whom are not officers or employees of the Corporation or its affiliates.

(2) If the Members fail to elect the number or minimum number of the Directors required by the Articles or this By-law, or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Board, the Directors remaining in office may exercise all the powers of the Board provided that a quorum of Directors is elected or remains in office as the case may be.

Section 4.3 Qualification

Directors shall be Members in good standing, at least eighteen years of age and have power under law to contract. No election or appointment of a person as a Director shall be effective unless such person consents in writing to act as a Director within ten (10) days of being so elected or appointed.

Section 4.4 Nominees to the Board

Any Member in good standing may nominate an individual who meets the qualifications of Section 4.3 hereof to stand for election to the Board. The Secretary will issue a call for nominations for each available Director position not later than 90 days prior to the annual general meeting of the Members, and nominations must be submitted by the Members to the Secretary no later than 21 days prior to the annual general meeting. At the annual general meeting, the Board will present a slate of candidates based on the nominees submitted by the Members. All nominees from the Membership will be identified on the slate.

Section 4.5 Method of Election

The election of Directors by the Members will be by ballot based on the slate of candidates presented by the Board.

Section 4.6 Term of Directors; Rolling Terms

At the first election of Directors following the approval of this By-Law, four of the Directors shall be elected for a two-year term and three of the Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, each newly elected Director shall be elected to hold office for a two-year term. Directors shall be eligible for re-election if otherwise qualified.

Section 4.7 Vacation of Office of Director

The office of a Director shall be automatically vacated if:

- (a) the Director ceases to be a Member;
- (b) the Director resigns by forwarding written notice of such resignation to the Corporation which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

- (c) the Director is removed from office by the Members in accordance with Section 4.8 hereof;
- (d) the Director fails to attend at two meetings of the Board without the prior leave of the Board;
- (e) the Director becomes bankrupt or suspends payment of debts compounds with creditors or makes an authorized assignment or is declared insolvent;
- (f) the Director dies.

Section 4.8 Vacancies on the Board

Any vacancy occurring by a Director elected by the Members may be filled for the remainder of the term by the remaining Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office; otherwise such vacancy shall be filled at the next annual meeting of Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Section 4.9 Removal of Directors

The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at any meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Director's term of office and may, by a majority of the votes cast at that meeting, elect any qualified person in the Director's stead for the remainder of the Director's term.

Section 4.10 Remuneration and Expenses

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such, provided that Directors may be reimbursed for reasonable expenses incurred by such Director in the performance of such Director's duty.

ARTICLE 5 - MEETINGS OF DIRECTORS

Section 5.1 Location

Meetings of the Board may be held at any time and place to be determined by the Board, provided that 48 hours written notice of such meeting shall be given to each Director. No notice of a meeting of the Board shall be required if all Directors are present and waive notice, or if those absent have waived notice of the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any

time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall upon written requisition of not less than a majority of the Directors, call a meeting of the Board. There shall be at least four meetings per year of the Board.

Section 5.2 Quorum

A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board.

Section 5.3 Voting

Each Director shall be entitled to exercise one vote at each meeting of the Board on each issue which properly comes before the Board. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board, every question shall be determined by ordinary resolution. A declaration by the chairperson of the meeting that an ordinary resolution has been carried and an entry to that effect in the meeting minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 5.4 Participation by Conference Telephone or other Electronic Means.

If all Directors consent thereto in advance, generally or in respect of a particular meeting, and all Board members have equal access, a Director may participate in a meeting of the Board by means of such conference telephone or other electronic means as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the chairperson at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the chairperson to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes of the meeting.

Section 5.5 Written Resolutions in Lieu of Meeting

Any resolution signed by all the Directors entitled to vote thereon is as valid and effective as if passed at a meeting of the Board duly called, constituted and held for that purpose.

Section 5.6 Committees

The Board may establish from time to time such standing committees on such terms and conditions as the Board deems appropriate or necessary, whose members will hold their offices and receive such remuneration, if any, at the discretion of the Board or as otherwise determined by the Board. The terms of reference established by each standing committee and any changes thereto shall be subject to ratification by the Board and shall be subject to any limitations or

responsibilities imposed by the By-laws. The President shall be an ex-officio Member of all committees.

Section 5.7 Borrowing

The Board may, without authorization from the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue or cause to be issued bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices and may be deemed expedient;
- (d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation; and
- (e) determine which officers and Directors of the Corporation are authorized to execute documents in relation to this authority.

Section 5.8 Rules and Regulations

The Board may by ordinary resolution prescribe such policies, rules and regulations not inconsistent with the Articles and these By-laws relating to the management and operation of the Corporation as they deem appropriate.

ARTICLE 6 - OFFICERS

Section 6.1 Appointment of Officers

The officers of the Corporation shall be appointed by the Board from among the Members at the first meeting of the Board after the annual meeting of Members, provided that in default of such an appointment the then incumbents shall hold office until their successors are appointed, as long as such incumbents continue to be qualified.

Section 6.2 Officers

The officers of the Corporation shall be a president (the “**President**”), a secretary (the “**Secretary**”) and a treasurer (the “**Treasurer**”) and any other officers as the Board may appoint from time to time who shall exercise duties and powers as delegated by the Board from time to time. Any two or more offices may be held by the same person.

Section 6.3 Term

The Board shall appoint or elect officers annually or more often as may be required. Officers shall continue in office until the earlier of:

- (a) the officer's resignation;
- (b) the appointment of the officer's successor;
- (c) the officer ceasing to be a Member;
- (d) the meeting at which Directors annually appoint the officers of the Corporation;
- (e) following such officers appointment, the removal of the officer by the Board pursuant to the provisions of Section Section 6.4 hereof; or
- (f) the death of the officer.

Section 6.4 Removal of Officers

All officers, in the absence of a written agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without case.

Section 6.5 Duties of the President

The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. The President shall have the general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be determined by the Board from time to time. The President shall, when present, preside at all meetings of the Members. The President, together with the Secretary, shall sign all By-laws, special resolutions and Membership certificates. The Directors may give other duties and powers to the President from time to time.

Section 6.6 Duties of the Treasurer

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking or causing to be taken proper vouchers for such disbursements, and shall render to the President and Board at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

Section 6.7 Duties of the Secretary

The Secretary shall carry on the affairs of the Corporation generally under the supervision of the other officers, shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be specified by the Board or President. The Secretary shall be custodian of the seal of the Corporation, if any.

Section 6.8 Other Officers

The duties of all other officers other than the President, Treasurer and Secretary shall be such as the terms of their appointment require or as may be determined by the Board from time to time.

Section 6.9 Employees

The Board may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board. The Board may delegate to an officer or officers the right to hire and pay salaries to employees. The Board may fix a reasonable remuneration for all of the agents and employees of the Corporation.

ARTICLE 7 – PUBLIC ACCOUNTANT**Section 7.1 Appointment of Public Accountant**

Subject to compliance with the Act, the Members shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting. If a public accountant is not appointed at a meeting of Members and if no resolution is taken with respect thereto pursuant to the Act, the incumbent public accountant continues in office until a successor is appointed. The remuneration of a public accountant may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Directors.

Section 7.2 Provisions Applicable to Public Accountant

Provisions applicable to and respecting the public accountant appointed pursuant to Section 7.1 are set out in the Act.

Section 7.3 Review Engagement or Audit

Subject to compliance of the Act, the public accountant shall conduct a review engagement in the prescribed manner. However, if required by the Act or by special resolution of the Members, the public accountant shall conduct an audit engagement in the prescribed manner.

ARTICLE 8 - GENERAL MATTERS

Section 8.1 Address for Notice

For the purpose of sending notice to a Member, Director or an officer for any meeting or otherwise, the address of the Member, Director or officer shall be the last address recorded on the books of the Corporation.

Section 8.2 Indemnification

Every Director and officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or officer, in or about the execution of the duties of his or her office, and
- (b) all other costs, charges and expenses that such Director or officer sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Section 8.3 Directors' and Officers' Liability Insurance

The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by ordinary resolution of the Board.

Section 8.4 Execution of Contracts

- (1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President together with any Director as designated by the Board, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding the foregoing, the Board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (2) The term "contracts, documents or instruments in writing" as used in this Section 8.4 shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

Section 8.5 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

Section 8.6 Head Office

The head office of the Corporation shall be located at 20 Crown Steel Drive, Unit 6
Markham, Ontario L3R 9X9.

Section 8.7 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.

Section 8.8 Financial Year

The financial year end of the Corporation shall be determined from time to time by the Board.

Section 8.9 Amendment of By-laws

Subject to the Articles, the Board may, by ordinary resolution, make, amend or repeal and any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a By-Law that requires a special resolution of the Members according to subsection 197(1) (*Fundamental Change*) of the Act because such By-Law amendments or repeals are only effective when confirmed by Members.

Section 8.10 Banking Arrangements

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

Section 8.11 Books and Records

The Board shall ensure that all books and records of the Corporation required by this By-law or by applicable law are regularly and properly kept.

Section 8.12 Business Procedures

At all meetings of Directors and Members, *Wainberg's Society Meetings Including Rules of Order* shall be followed. Procedural questions will be addressed by the Secretary of the Corporation.

This By-law shall come into force and take effect on the date it is confirmed by the Members of the Corporation.

Passed by the Board on this ____ day of _____, 2017. Confirmed by

the Members on this ____ day of _____, 2017.