

BY-LAW

**A by-law relating generally to the transaction
of the affairs of the
FEDERATION OF MASSAGE THERAPY
REGULATORY AUTHORITIES OF CANADA**

January 26, 2016

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BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of FEDERATION OF MASSAGE THERAPY REGULATORY AUTHORITIES OF CANADA

BE IT ENACTED as a by-law of the **FEDERATION OF MASSAGE THERAPY
REGULATORY AUTHORITIES OF CANADA** as follows:

ARTICLE 1 DEFINITIONS

1.1 Definitions

In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires:

- (a) “**Annual Financial Statements**” means the comparative financial statements of the Corporation, as prescribed by the CNCA, the report of the Public Accountant, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-laws.
- (b) “**Annual Meeting**” means an annual meeting of the Members of the nature described in Section 4.1.
- (c) “**Annual Organizational Meeting**” means the first meeting of the Board held immediately following each Annual Meeting for the purpose of appointing Officers.
- (d) “**Articles**” means the original articles of incorporation of the Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation from time to time in force and effect.
- (e) “**Board**” means the board of directors of the Corporation.
- (f) “**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect.
- (g) “**Chair**” means the chair of the Corporation.
- (h) “**CNCA**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time.
- (i) “**Committee**” means a committee established by the Board pursuant to Section 5.11 or, where the context permits, a subcommittee of such committee.

- (j) “**Corporation**” means “Federation of Massage Therapy Regulatory Authorities of Canada”, a corporation incorporated as a corporation without share capital under the CNCA.
- (k) “**Declared Incapable**” means:
 - (i) an individual who has been found under any applicable law as being incapable of managing his or her property or who has been declared to be incapable by a court of competent jurisdiction; or
 - (ii) an individual in respect of whom the Corporation has obtained a letter from a physician who is: (A) licensed to practice medicine in one or more of the provinces or territories of Canada; and (B) not a Member; declaring such person to be incapable of managing property.
- (l) “**Director**” means a director of the Corporation.
- (m) “**Members**” means the members of the Corporation.
- (n) “**Meeting of Members**” means a meeting of Members and includes an Annual Meeting or a Special Meeting.
- (o) “**Officer**” means an officer of the Corporation.
- (p) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution.
- (q) “**persons**” includes individuals, firms and corporations.
- (r) “**Public Accountant**” means the person from time to time appointed pursuant to Section 12.1.
- (s) “**Special Meeting**” means a meeting of Members other than an Annual Meeting.
- (t) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- (u) “**Specified Number of Directors**” has the meaning ascribed thereto in Section 5.2(b).
- (v) “**Treasurer**” means the Treasurer of the Corporation, and
- (w) “**Vice-Chair**” means the vice-chair of the Corporation.

1.2 Interpretation

In the By-laws, unless the context otherwise requires, 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*. The division of this By-law into Articles and Sections and the insertion of

headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an Article or a Section is to the corresponding article or section hereof. Whenever the words “**include**”, “**includes**” or “**including**” are used in this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation.”

ARTICLE 2 GENERAL

2.1 Registered Office

Until changed in accordance with the CNCA, the registered office of the Corporation shall be in the Province of Ontario.

2.2 Financial Year

Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

2.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership

Each Member shall:

- (a) be an organization that supports the objects of the Corporation, as set out in the Articles, and who has expressed the desire to be affiliated with the Corporation;
- (b) be an organization that is a statutory massage therapy regulatory body in any jurisdiction of Canada;
- (c) have paid the then applicable membership fee and met other requirements for recognized membership in accordance with the membership policy adopted by the Board from time to time;
- (d) be approved by the Directors before being admitted.

3.2 Entitlement

Members shall be entitled to:

- (a) receive notice of any Meeting of Members;
- (b) designate one delegate, who is the Registrar of the Member or a staff person designated by the Registrar, who shall also be appointed as a Director pursuant to Section 5.4. Such delegate shall be entitled to attend any Meeting of Members and vote on all matters on which Members are entitled to vote, in the manner and form indicated in the By-laws; and
- (c) receive a copy of the Annual Financial Statements.

3.3 Transition

On this By-law coming into force and effect: all existing Members of the Corporation will automatically become Members and shall continue to be Members until they withdraw, are removed or otherwise cease to qualify as a Member pursuant to Sections 3.4, 3.5 or 3.6.

3.4 Withdrawal by Member

Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing, together with a certified copy of a resolution passed by the board of directors of that Member approving the resignation, which shall be effective at the time such written resignation is delivered to the Board, or at the time specified in the written resignation, whichever is later. A Member shall remain liable for payment of any dues or fees which became payable by such Member to the Corporation prior to the effective time of such Member's resignation.

3.5 Removal of Member

Subject to Section 3.6, a Member may be removed at any time by the Board by an Ordinary Resolution passed by the Directors present and entitled to vote at the meeting of the Board authorizing the removal of such Member, or by written resolution signed by all of the Directors entitled to vote on that resolution, for any reason which the Board in its sole discretion deems to be in the interests of the Corporation, including where a Member:

- (a) violates any provision of the Articles or By-laws, or any policies or practices of the Corporation in effect from time to time; and
- (b) engages in any conduct which may be detrimental to the Corporation, including its reputation.

Where a Director has been designated as a Director by the Member who is the subject of a motion made pursuant to this Section 3.5, such Director shall not be entitled to vote in respect of the motion.

3.6 Process for Removal

In the event that the Board determines that a Member should be removed from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide 35 calendar days' notice of removal to the Member and shall provide reasons for the proposed removal. 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 received within such 35 day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is removed from the 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 35 calendar days from the date or receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.7 Transferability and Termination of Membership

Membership in the Corporation is not transferable and the membership of a Member shall lapse and terminate on the earliest to occur of any one of the following events:

- (a) the liquidation or dissolution of such Member;
- (b) the withdrawal or resignation of such Member in accordance with Section 3.4;
- (c) the removal of such Member in accordance with Section 3.5; or
- (d) the liquidation or dissolution of the Corporation under Part 14 of the CNCA.

3.8 Dues

Annual membership fees shall be fixed from time to time by Ordinary Resolution of the Board.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Annual Meetings of Members

An Annual Meeting shall be held not later than 18 months after the incorporation of the Corporation, and thereafter, not later than 15 months after the holding of the preceding Annual Meeting but no later than six months after the end of the Corporation's preceding financial year, at such place within Canada, on such day and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented;
- (b) vacancies on the Board shall be filled;
- (c) the Public Accountant for the ensuing year shall be appointed; and

- (d) the remuneration of the Public Accountant shall be fixed or provision shall be made for such remuneration to be fixed by the Board, as contemplated by Section 12.3.

4.2 Special Meetings of Members

A Special Meeting may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board or by the application of the CNCA, the Articles or the By-laws. Such meetings shall be held at such place within Canada on such day and at such time as the Board may determine.

4.3 Calling of Meetings

The Board, the Chair or the Vice-Chair shall have power to call, at any time, a Meeting of Members. In addition, the Board shall call a Special Meeting on written requisition of Members holding five percent of votes that may be cast at a Meeting of Members.

4.4 Notice of Members' Meetings

- (a) Notice of the time and place of each Meeting of Members shall be given to each Director, the Public Accountant and each Member entitled to vote at such meetings between 21 to 60 days before the date of the meeting.
- (b) Notice shall be given by mail, courier, personal delivery, telephonic, electronic or other communication facility to each person entitled to attend such meeting, provided that a Member may request that the notice be given to such Member by non-electronic means.
- (c) Notice of a Meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgement about thereon and shall state the text of any Special Resolution to be submitted to the meeting.

4.5 Waiver of Notice

Any person who is entitled to notice of a Meeting of Members may waive notice either before or after the meeting. Attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Chairing Meetings

The Chair or, in the Chair's absence, the Vice-Chair or in the Vice-Chair's absence, the Treasurer, shall be chair of any Meeting of the Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

4.7 Persons Entitled to be Present

The only persons entitled to attend a Meeting of the Members shall be the delegate designated by each Member, the Public Accountant and any other persons who are entitled or required under any provision of the CNCA or the Articles or By-laws to be present at the meeting. Any other persons (herein “**Observers**”) may be admitted only on the invitation of the chair of the meeting or with the consent of the Chair. Only the delegates designated by the Members will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the consent of the meeting. A Member must send the request to the Chair to have one or more Observers attend at least thirty (30) days prior to a meeting in order to gain consent for such Observers to attend a meeting.

4.8 Exclusion of Observers

The Chair may request an Observer to leave any portion of a Meeting where an actual or a potential conflict of interest has been identified. Members may request to the Chair that an Observer be excluded from a meeting or a portion of a meeting. Such a request must be approved by a Special Resolution.

4.9 Quorum

A majority of Members present in person and entitled to vote shall constitute a quorum at any Meeting of Members. No business shall be transacted at any Meeting of Members unless a quorum is present at the commencement of and throughout the meeting.

4.10 Voting

Unless the By-laws provide otherwise, at any Meeting of Members, each Member having the right to vote present in person shall be entitled to one vote on each question.

4.11 Votes to Govern

At any Meeting of Members, every question shall, unless otherwise required by the CNCA, the Articles or By-laws, be determined by the majority of the votes of Members duly cast on the question.

4.12 Voting By Show of Hands

Every question at a Meeting of Members shall be decided in the first instance by a show of hands unless prior to a show of hands, the chair of the meeting determines, or a majority of Members present and entitled to vote resolve, to vote on the matter by ballot, in which case Section 4.13 shall apply. Whenever a vote by show of hands or a ballot in accordance with Section 4.13 shall have been held upon a question, a declaration by the chair of the meeting as to the results of that vote that the vote and an entry to that effect in the minutes of the meeting shall be proof of the fact.

4.13 Ballot

If a ballot is required or demanded, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

4.14 Electronic Voting

Subject to compliance with the CNCA, in addition to voting in person in accordance with Sections 4.12 and 4.13, the following shall apply:

- a) Any person entitled to attend a Meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available.
- b) A Member participating in the meeting by any of the foregoing means set out in this Section 4.14 is deemed for the purposes of the By-laws and the CNCA to be present at the meeting.

4.15 Deciding Vote

In the case of an equality of votes at any Meeting of Members, the chair of the meeting shall not have a second or deciding vote and the question shall be deemed to be decided in the negative.

4.16 Written Resolution in Lieu of Meeting

Subject to the provisions of the CNCA, a resolution in writing signed by all of 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 Members. Resolutions in writing may be signed separately, at different times, in different places, by each Member entitled to vote.

ARTICLE 5 DIRECTORS

5.1 Authority and Responsibility

Subject to the CNCA, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number of Directors

The number of Directors within the minimum and maximum numbers provided for in the Articles, shall include one representative designated by each of the Members, provided that:

- (a) the Members are empowered to change such number of Directors from time to time within such minimum and maximum numbers or delegate those powers to the Directors; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director; and

- (b) subject to the terms of the Articles, the Board may increase the number of Directors between the Annual Meetings within the minimum and maximum numbers by an amount that does not exceed one-third of the number of Directors appointed at the previous Annual Meeting; provided that any Director so appointed shall hold office for a term expiring not later than the close of the next Annual Meeting.
- (c) The number of Directors so in office at the conclusion of an Annual Meeting, as the same has been increased from time to time pursuant to this Section 5.2(b), if at all, is referred to as the “**Specified Number of Directors**”.

5.3 Qualifications

In order to serve as a Director, an individual must:

- (a) be a delegate designated by a Member in accordance with section 3.2(b);
- (b) if he or she is currently or was formerly a member of a regulated profession:
 - (i) not be the subject of any disciplinary, incompetency or incapacity proceeding;
 - (ii) not have been the subject of any professional misconduct, incompetence or incapacity finding in the preceding six years;
 - (iii) have complied with all aspects of an order imposed by a complaints, discipline, capacity or fitness to practice committee at least six years prior to being; and
 - (iv) not have had his or her membership in a regulated profession revoked in the preceding six years; and
- (c) not have been removed as a Director in accordance with section 5.7 in the preceding six years;
- (d) be 18 years of age or older;
- (e) not be Declared Incapable; and
- (f) not be an undischarged bankrupt.

5.4 Appointment and Term

Subject to the Articles and the By-laws, the Members shall appoint the Directors designated by the Members pursuant to Section 3.2(b) at an Annual Meeting. All appointments shall be made in accordance with any Board policy in place from time to time. Each Director shall be appointed to hold office until the fourth Annual Meeting after such Director is appointed, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-appointment.

5.5 Consent to Serve

An individual who is appointed to hold office as a Director is not a Director, and is deemed not to have been appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the appointment took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the appointment took place and:
 - (i) consented to hold office as a Director in writing before the appointment or within 10 days after the day on which the election took place; or
 - (ii) has acted as a Director after the appointment.

5.6 Resignation

Any Director who wishes to resign from the Board prior to the expiry of his or her term of office shall deliver a written resignation to the Chair or Treasurer and such resignation shall be effective at the time of receipt of such written resignation by the Chair or Treasurer or at the time specified therein, whichever is later.

5.7 Removal

Subject to the provisions of Section 5.8, the Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of such Director's term of office, and may, by a majority of votes cast at that meeting, appoint any individual who meets the qualifications set out in Section 5.2(c) in place of such Director for the remainder of the term of such Director.

5.8 Written Statement

A Director may submit to the Treasurer a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing him or her, for opposing his or her removal or replacement. Where the Treasurer receives such a statement, the Treasurer shall immediately:

- (a) give notice to the Members of the statement in accordance with Section 4.4; and
- (b) send a copy of the statement to the Director appointed by the Minister pursuant to Section 281 of the CNCA.

5.9 Vacation of Office

The office of a Director shall automatically be vacated when such Director:

- (a) dies or resigns in accordance with Section 5.6;
- (b) is removed from office in accordance with Section 5.7; or

- (c) ceases to meet the qualifications for being a Director set out in Section 5.2(c).

5.10 Vacancies

If a majority of the Specified Number of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from an increase in the minimum or maximum number of Directors provided for in the Articles, or a failure to appoint the minimum number of Directors provided for in the Articles). If there is not a quorum of Directors, or if there has been a failure to appoint the minimum number of Directors provided for in the Articles, the remaining Directors shall forthwith call a Special Meeting to fill the vacancies. If the Directors fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.11 Committees

The Board may constitute such Committee or Committees as it deems necessary or advisable, from time to time, and subject to the CNCA, for such purpose and with such powers as may be prescribed by the Board. Each such Committee may formulate its own rules of procedure subject to such directions as the Board may from time to time specify. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Board. Membership of each Committee shall not be restricted to persons who are Directors. The Board shall have the power to disband any Committee which it creates.

5.12 No Remuneration of Directors

The Directors shall receive no remuneration for acting as such but may be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred by them in attending meetings of the Board, of any Committee, or of the Members, or otherwise properly incurred by them in connection with carrying out the activities of the Corporation in accordance with any expense policy adopted by the Board from time to time and upon approval of the Board.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings

The Board may hold its meetings at any place within Canada (or if the Board determines that it is in the best interests of the Corporation, at any place outside Canada) as it may from time to time determine.

6.2 Calling of Meetings

Board meetings may be formally called by the Chair, the Vice-Chair or by any two Directors.

6.3 Number of Meetings

There shall be a minimum of one meeting of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

6.4 Regular Meetings

The Board may, by resolution, establish the date, time and place of regular meetings of the Board (“**Regularly Scheduled Meetings**”). A copy of such resolution or a list of such dates, time, and places shall be sent to each Director immediately following the passage of such resolution. With the exception of a meeting at which the matters referred to in Section 6.6 are to be discussed, thereafter no other notice in respect of a Regularly Scheduled Meetings will be required to be sent.

6.5 Notice of Directors’ Meetings

Subject to the provisions of Section 6.4, notice of meetings of the Board shall be given by pre-paid delivery, telephone, fax, e-mail or other means of recorded electronic communication to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than 10 days before the meeting is to take place.

6.6 Content of Notice

A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of Directors shall provide notice of any of the following matters to be dealt with at the meeting. A resolution to:

- (a) submit to the Members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of the Public Accountant or appoint additional Directors;
- (c) issue debt obligations except as previously authorized by the Directors;
- (d) approve the Annual Financial Statements; or
- (e) adopt, amend or repeal any By-laws.

6.7 Meetings without Notice

A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof, and the attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. No notice is required to be given in order to conduct business at each Annual Organizational Meeting, provided that a quorum is present.

6.8 Meetings by Teleconference of Other Electronic Means

If all of the Directors present at or participating in the meeting consent, any Director may attend a meeting of the Board by teleconference or electronic means as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office.

6.9 Chairing Meetings

The Chair or, in the Chair's absence, the Vice-Chair or in the Vice-Chair's absence, the Treasurer, shall be the chair at all meetings of the Directors. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present and entitled to vote shall choose one of their number to be the chair of the meeting.

6.10 Persons Entitled to be Present

The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the CNCA, the Articles or the By-laws to be present at the meeting. Observers may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only the Directors will have the right to speak at such meetings although others duly present at any such meeting shall be allowed to speak with the consent of the meeting. A Member must send the request to the Chair to have one or more Observers attend at least 30 days prior to a meeting in order to gain consent for other such persons to attend a meeting.

6.11 Exclusion of Observers

The Chair may request an Observer to leave any portion of a meeting where an actual or a potential conflict of interest has been identified. Directors may request to the Chair that an Observer be excluded from a meeting or a portion of a meeting. Such a request must be approved by a Special Resolution.

6.12 Quorum

The presence of at least two of the Specified Number of Directors shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting.

6.13 Written Resolution in Lieu of Meeting

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

6.14 Voting

Subject to the CNCA, the Articles and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director (including for greater certainty the chair of the meeting) is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting as to the result of the vote and an entry to that effect in the minutes shall be proof of the fact. The result of the vote taken shall be the decision of the Board upon the said question.

6.15 Deciding Vote

In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or deciding vote and the question shall be deemed to be decided in the negative.

6.16 Rules of Order

The Board shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each Board meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Articles or the By-laws, the provisions of the Act, the Articles or the By-laws shall prevail.

ARTICLE 7 OFFICERS

7.1 Appointment

Subject to Section 7.4, the Directors shall appoint from time to time, a Chair, a Vice-Chair and a Treasurer, each of whom shall be a Director. In addition, the Board may appoint from time to time, such other Officers as the Directors may determine, including one or more assistants to any of the Officers so appointed. Except as otherwise provided herein, an Officer may but need not be a Director and one person may hold more than one office.

7.2 Duties of Officers

Subject to the provisions of the CNCA, and unless otherwise specified by the Board, the following shall be the duties of the following Officers:

- (a) **Chair** - The Chair, when present, shall preside at all meetings of Members and the Board and shall sign all contracts, documents or instruments in writing which require his or her signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by the Board.
- (b) **Vice-Chair** - The Vice-Chair shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair is absent or unable or unwilling to act. The Vice-Chair shall also perform other duties as are determined by the Board from time to time.

- (c) **Treasurer** - The Treasurer shall record or cause to be recorded all proceedings and prepare or cause to prepare minutes of all proceedings in the books kept for that purpose. The Treasurer shall give or cause to be given all notices required to be given to the Members, Directors, the Public Accountant and members of Committees. The Treasurer shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Treasurer.
- (d) **Other Officers** - The powers and duties of all other Officers appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.3 Variations of Powers and Duties

The Board may, from time to time, and subject to the provisions of the CNCA, vary, add to or limit the powers and duties of any Officer.

7.4 Term of Office

- (a) Officers, who are Directors shall be appointed at an Annual Organizational Meeting and shall serve until the conclusion of the second Annual Organizational Meeting next following his or her appointment as an Officer or until such Officer: (i) resigns by delivering a written resignation to the Chair or the Treasurer, which resignation shall be effective at the time it is received by the Chair or the Treasurer, or at the time specified in the resignation, whichever is later; (ii) is removed by the Board; or (iii) ceases to be a Director, whichever first occurs.
- (b) Officers who are not Directors shall hold office until such Officer's successor is appointed, or until such Officer's earlier resignation or removal.
- (c) The Board, in its discretion, may remove any Officer, without prejudice to such Officer's rights under any employment contract or at law.

7.5 Remuneration of Officers

The Officers shall receive no remuneration for acting as such, but may be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices in accordance with any expense policy adopted by the Board from time to time and upon approval of the Board. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

7.6 Agents and Attorneys

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation of Liability

Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Office or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, of the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

8.2 Indemnity

The Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

8.3 Advance of Costs

The Corporation may advance money to a Director, an Officer or other individual referred to in Section 8.2 for the costs, charges and expenses of an action or proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 8.2(a) and 8.2(b).

8.4 Insurance

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 against any liability incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

8.5 Indemnities Not Limiting

The provisions of this Article 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

ARTICLE 9 DISCLOSURE OF INTEREST

9.1 Disclosure of Interest

A Director or an Officer shall disclose to the Corporation, in writing or by requesting to have it entered into the minutes of the meetings of the Directors, 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 Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

9.2 Conflict of Duty of Loyalty

A Director or an Officer shall disclose to the Board, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of Committees, external affiliations, obligations or other formal associations that may unduly influence such Director's or Officer's actions or impede such Director or Officer in his or her duty to promote the best interests of the Corporation, including situations where participation or influence in Board decisions can selectively and disproportionately benefit particular agencies, companies, organizations or professional groups. The Board may from time to time adopt a conflict of interest and conflict of duty policy.

9.3 Time of Disclosure for Director

The disclosure required by Section 9.1 or 9.2 shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered or the conflict of duty of loyalty first arise;
- (b) if the Director was not, at the time of the meeting referred to in Section 9.3(a), interested in the proposed contract or transaction or in a conflict of duty of loyalty, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction or has a conflict of duty of loyalty later becomes a Director, at the first meeting after the individual becomes a Director.

9.4 Time of Disclosure for Officer

The disclosure required by Section 9.1 or 9.2 shall be made, in the case of an Officer who is not a Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting of or immediately after the conflict of duty of loyalty arises;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

9.5 Time of Disclosure for Director or Officer

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meetings of Directors, the nature and extent of his or her interest.

9.6 Voting

A Director who is required to make a disclosure under Section 9.1 or 9.2 shall not vote on any resolution to approve the contract or transaction or motion which gives rise to the conflict of duty of loyalty unless, in either case, the contract or transaction or motion:

- (a) is for indemnity or insurance pursuant to Article 8; or

- (b) is with an affiliate, as such term is understood for the purposes of the CNCA; or
- (c) relates primarily to the director's remuneration as a director or an officer.

9.7 Continuing Disclosure

For the purposes of this Article 9, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 9.1(b) or 9.3(c);
- (b) the Director or Officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

9.8 Access to Disclosures

The Members may examine the portions of any minutes of meetings of Directors that contain disclosures contemplated by Section 9.1 or 9.2, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

9.9 Avoidance Standards

A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and a Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with Section 9.1;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

10.1 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by the Chair and subject to any limitations set out in the Articles, the By-laws or any policies of the Corporation, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any two Directors or any one Officer with any one Director, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or
- (b) any individual or individuals appointed by Ordinary Resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

10.2 Facsimile Signatures

The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be electronically or mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

10.3 Banking

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

10.4 Borrowing

Subject to any limitations set out in the Articles or the By-laws, the Board may, from time to time, without authorization of the Members:

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

10.5 Board Delegation

From time to time the Board may authorize any Director, Officer or Committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security

for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 11 NOTICE

11.1 Procedure for Sending Notices

Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the CNCA, the By-laws or otherwise, to a Member, Director or to the Public Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records. A notice so delivered shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Chair may change or cause to be changed the recorded address of any Member, Director or Public Accountant in accordance with the information believed by him or her to be reliable.

11.2 Undelivered Notices

If any notice given to a Member pursuant to Section 11.1 is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

11.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.

11.4 Waiver of Notice

Any Member, Director, member of a Committee or Public Accountant may waive any notice required to be given to such person under any provision of the CNCA, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11.5 Error or Omission in Notice

No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Public Accountant, no non-receipt of the notice by any such person where the Corporation has provided notice in accordance with the By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve and confirm any or all proceedings taken thereat.

11.6 Certification re: Delivery

The statutory declaration of the Treasurer or the Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

ARTICLE 12 PUBLIC ACCOUNTANT

12.1 Public Accountant

The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between Annual Meetings.

12.2 Qualification

The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the Corporation, or a business partner or employee of any such person, but shall: (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under relevant sections of the CNCA; and (c) be independent, within the meaning of the CNCA, of the Corporation, its affiliates, the Directors and Officers, and the directors and officers of such affiliates.

12.3 Remuneration

The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or, by the Board if it is authorized to do so by the Members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

ARTICLE 13 ANNUAL FINANCIAL STATEMENTS

13.1 Statutory Requirements

The Corporation may, instead of sending copies or a summary of the Annual Financial Statements to the Members, notify the Members that the Annual Financial Statements 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.

ARTICLE 14 DUTY TO CONSULT

14.1 Consultation

Notwithstanding any provision in these By-laws, the Board or the Members shall only:

- (a) with the exception of the initial by-laws of the Corporation, make, revoke or amend a by-law; or
- (b) make, revoke or amend a policy or process related to the selection, nomination or appointment of Directors

if it has been circulated to the Members for at least 60 days.

ARTICLE 15 BY-LAWS

15.1 By-laws, Amendment or Repeal

Unless the CNCA, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, 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 by the Directors to the Members at or before the next Annual Meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

15.2 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

MADE by the Board on the 26th day of January, 2016.

Susan M. Addario

By: _____
Name: Susan Addario
Title: Director

By: _____
Name: Corinne Flitton
Title: Director

CONFIRMED by the Members on the 4th day of February, 2016.

By: _____
Name:
Title: Chair

By: _____
Name:
Title: Director