

**MULTIPLE SCLEROSIS SOCIETY OF CANADA  
SOCIÉTÉ CANADIENNE DE LA SCLÉROSE EN  
PLAQUES**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**MULTIPLE SCLEROSIS SOCIETY OF CANADA  
SOCIÉTÉ CANADIENNE DE LA SCLÉROSE EN PLAQUES**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**MULTIPLE SCLEROSIS SOCIETY OF CANADA  
SOCIÉTÉ CANADIENNE DE LA SCLÉROSE EN PLAQUES**

(the “Society”)

**WHEREAS** the Society was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 6<sup>th</sup> day of August, 1948;

**AND WHEREAS** the Society has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23;

**NOW THEREFORE BE IT ENACTED** as a General Operating By-law of the Society to take effect in accordance with section 12.01 as follows:

**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In all By-laws and resolutions of the Society, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Arm’s length” has the meaning set out in section 251 of the *Income Tax Act* (Canada) and Canada Revenue Agency’s interpretation bulletin IT-419R2 as amended from time to time.
- (c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society.
- (d) “Board” means the board of directors of the Society.
- (e) “By-laws” means this by-law and all other by-laws of the Society as amended and which are, from time to time, in force and effect.
- (f) “Chapter” or “Chapters” has the meaning referred to in section 9.01.

- (g) “Chapter director” means a director of a Chapter and Chapter Board means the board of directors of a Chapter.
- (h) “Chapter Charter” has the meaning referred to in section 9.04.
- (i) “Director” means a member of the Board of the Society.
- (j) “Division” or “Divisions” has the meaning referred to in section 9.01.
- (k) “Divisional director” means a director of a Division and Division Board means the board of directors of a Division.
- (l) “Divisional Charter” has the meaning referred to in section 9.03.
- (m) “Member” means a member of the Society and “Members” or “Membership” means the collective membership of the Society.
- (n) “Officer” means an officer of the Society.
- (o) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.07 of this by-law.
- (p) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (q) “Proposal” means a proposal submitted by a Member of the Society that meets the requirements of section 163 of the Act.
- (r) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (s) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;

- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail; and
- (e) if any of the provisions contained in the French version of this By-law are inconsistent or conflict with any of the provisions contained in the English version of this By-law, the English version shall prevail.

## **SECTION II** **FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Society shall be the 31<sup>st</sup> day of December in each year.

### **2.02 Banking Arrangements**

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

### **2.03 Public Accountant and Level of Financial Review**

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

### **2.04 Annual Financial Statements**

The Society shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Society may:

- (a) give notice to the Members stating that such documents are available at the registered office of the Society and any Member may request a copy free of charge at the registered office or by prepaid mail; or
- (b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

## **2.05 Registered Office**

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

## **2.06 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by such Officer or Officers or person or persons, whether or not Officers of the Society and in such manner as the Board may from time to time designate by resolution. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Society to be a true copy thereof.

## **2.07 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Society relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. For greater certainty, Operating Policies bind the Society as a whole including both the Division and Chapter levels.

# **SECTION III MEMBERS**

## **3.01 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Society. Membership in the Society is available to individuals who wish to further the purposes of the Society. Membership in the Society may be administered by the Divisions and



Chapters in keeping with the Membership Policy or Operating Policies of the Society. The Board may determine that certain Members and/or applicants for Membership should be granted Membership on an honorary basis as a result of such individuals' exceptional contribution to the purposes of the Society. All honorary members of the Society immediately prior to the continuance of the Society under the Act shall continue as Members of the Society on an honorary basis. Individuals shall be admitted into membership in the Society and may be renewed as Members in accordance with the By-laws, Membership Policy and Operating Policies.

### **3.02 Transition of Membership**

All Members of the Society as at the effective date of continuance of the Society under the Act shall continue as Members in accordance with the Society's Membership Policy or Operating Policies. A Member who is not in good standing on the effective date of continuance must meet the requirements in section 3.03 to be considered to be a Member in good standing after continuance.

### **3.03 Membership Rights and Being in Good Standing**

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

- (a) was admitted as a Member of the Society at least ninety (90) days before the meeting of Members (in the case of a new Member); or
- (b) is an existing Member and renews his or her membership at any time prior to the commencement of the meeting of Members; and
- (c) is not in the course of disciplinary action pursuant to section 3.06.

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

### **3.04 Termination of Membership**

Membership in the Society is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;

- (d) the Member is removed as a Member of the Society in accordance with section 3.06;
- (e) the Member's term of membership expires and has not been renewed in accordance with the requirements of the Membership Policy and Operating Policies; or
- (f) the Society is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

### **3.05 Membership Dues**

The Board may require the Members to pay annual membership dues and may determine the manner in which the dues are to be paid, all subject to the Operating Policies of the Corporation. Members shall be notified in writing of the amount of membership dues to be paid by them and the Operating Policies shall clarify the process to be followed where a Member is in default of payment of membership fees.

### **3.06 Discipline of Members**

The Board may suspend or remove any Member from the Society for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Society; and/or
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Society, the Chair of the Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Society. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the

Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

## **SECTION IV** **MEETINGS OF MEMBERS**

### **4.01 Notice of Meetings**

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

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) 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; or
- (c) at least once in a publication of the Society that is sent to all of its Members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Where the Society provides notice electronically, as referred to in section 4.01(b), and if a Member requests that notice be given by non-electronic means, the Society shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

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

### **4.02 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine.

**4.03 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Society's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

**4.04 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition signed by 500 Members or a number of Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members, whichever is less, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**4.05 Special Business**

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

**4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person 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.

**4.07 Persons Entitled to be Present**

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

**4.08 Chair of the Meeting**

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

**4.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be fifteen (15) Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by telephonic or by other electronic means.

**4.10 Meetings Held by Electronic Means**

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

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Society call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Society has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted.

#### **4.11 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.12 Votes to Govern**

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

#### **4.13 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Society notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by 500 Members or not less than five percent (5%) of the Members entitled to vote at the meeting, whichever is less. Subject to the Act, the Society shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

**4.14 Resolution in Lieu of Meeting**

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

**SECTION V**  
**DIRECTORS**

**5.01 Powers**

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

**5.02 Number of Directors**

The Board shall consist of the fixed number of Directors specified in the Articles.

**5.03 Qualifications**

Each Director shall be an individual who is not less than 18 years of age. Each Director shall be a Member of the Society. No person shall be a Director who

- (a) has been found by a court in Canada or elsewhere to be mentally incompetent;
- (b) who has the status of a bankrupt;
- (c) who is an “ineligible individual”, as defined in the *Income Tax Act*;
- (d) is non-Arm’s length from any senior staff or management, as defined in Operating Policies of the Board; or
- (e) receives or has received within a year of their election any employment remuneration either directly or indirectly from the Society in accordance with section 5.14.

**5.04 Composition of Board**

The Board will at all times include a minimum of one (1) and a maximum of four (4) Directors from each Division; provided that each such Director must provide proof of residency in the particular Division and otherwise meet any other requirements set forth in the Operating Policies and provided that the Past Chair shall be excluded when determining the minimum and maximum number of Directors from specific Divisions. A

Director may be recruited from a Divisional board but holding office on a Divisional board is not a required qualification for election or appointment as a Director. All Directors will exercise their duties as members of the Board in keeping with the requirement to act in good faith and exercise their duties in the best interests of the Society as a whole, independent of their place of residence. More than fifty percent (50%) of the Directors shall deal with each other and with each of the other Directors at Arm's length.

#### **5.05 Transition**

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

#### **5.06 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors shall be three (3) years or as determined by Ordinary Resolution of the Board.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election for a maximum of two (2) consecutive three (3) year terms.
- (e) Directors holding an Officer position in the final year of their second three (3) year term shall be eligible to continue as a Director beyond the maximum two terms of three years, up to a maximum consecutive term of ten (10) years while holding an Officer position.
- (f) Nominations for candidates to serve on the Board may be made in two ways:
  - (i) By the Governance Committee. The Board will establish a Governance Committee, the details of which shall be set forth in the Operating Policies. On an annual basis, the Governance Committee will identify the core skills and qualities required for the Board to govern effectively. The Governance Committee's work will be guided by the overriding principle that the Board shall include the voices of people with multiple sclerosis and people affected by multiple sclerosis as well as those who have experience with the Society's activities at the community level, including past Chairs. Once the core skills and qualities have been identified, the Governance Committee will solicit from the Board and Divisional boards, the



names of potential candidates that match the priority skills and qualities required for the Board. The Governance Committee will present a report to the Members for the election of Directors on the Corporation's website no less than four (4) days prior to the annual meeting, and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

(ii) By Member Nominations. Any Member may nominate a candidate for election to the Board by providing in writing to the Secretary of the Corporation, no less than fourteen (14) days prior to the annual meeting, the following information: the name of the candidate, a summary of the candidate's skills, experience and qualifications to serve on the Board, as well as written confirmation from the candidate that he/she is willing and available to serve on the Board should he/she be elected and that he/she meets the qualifications to serve on the Board as set out in Section 5.03. The Governance Committee will review all nominations received from Members and will ensure such candidates are included, along with a summary of their qualifications, in the report to the Members for the election of Directors referenced in paragraph (f)(i) above.

#### **5.07 Ceasing to Hold Office**

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

#### **5.08 Resignation**

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

#### **5.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A vacancy on the Board from among the Directors residing in a particular Division shall be filled by another Director from the same Division as the vacating Director.

### **5.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. A vacancy on the Board from among the Directors residing in a particular Division shall be filled by another individual residing in the same Division as the vacating Director.

### **5.11 Delegation to National Executive Committee**

Subject to the Act, the Board may appoint from their number a National Executive Committee and delegate to the National Executive Committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

### **5.12 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. In appointing members of committees, the Board shall ensure that each committee shall include a Director who shall sit as a member of the committee. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure. The committees, terms of reference and procedures relating to such committees shall be set forth in the Operating Policies.

### **5.13 Leadership Advisory Council**

The Board will establish a Council which will meet annually in conjunction with the Society's annual general meeting. The Council will share information and provide advice to the Board on the Society's policies, planning and strategic decisions. The Board, in consultation with the Governance Committee will determine from time to time the mandate and participants on this Council, which will include divisional chairs, Board members, officers of the MS Scientific Research Foundation, senior executives and selected Division and Chapter representatives.

**5.14 Remuneration of Directors**

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

**5.15 Conflict of Interest**

Every Director and Officer shall disclose to the Society 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 Society, in accordance with the manner and timing provided in section 141 of the Act.

**5.16 Confidentiality**

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

**5.17 Use of Funds**

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

**SECTION VI**  
**MEETINGS OF DIRECTORS**

**6.01 Calling of Meetings**

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

**6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Society or at any other place within or outside of Canada, as the Board may determine.

**6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this By-law to every Director of the Society not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

**6.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**6.06 Quorum**

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

**6.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of

votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **6.08 Resolutions in Writing**

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

### **SECTION VII OFFICERS**

#### **7.01 Appointment**

Except in the case of the Chief Executive Officer who shall not be a Director, the Board shall appoint the Officers of the Society from among themselves. The Board may specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Society. Two or more offices may be held by the same person, other than in the case of the Chair. The Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer shall constitute the National Executive Committee.

#### **7.02 Description of Offices**

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

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall also be an *ex-officio* member of all committees of the Society.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Chief Executive Officer** - The Board may appoint a Chief Executive Officer of the Society who shall be responsible for implementing the strategic plans and policies of the Society. The Chief Executive Officer shall, subject to the authority of the board, have general supervision of the affairs of the Society.

- (d) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society. The Secretary shall be a Director.
- (e) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Society; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Society. The Treasurer shall be a Director.

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

### **7.03 Term of Office**

Officers shall hold their position for a period of one (1) year or as may otherwise be determined by the Board. Where an Officer is appointed by the Board to fill a vacancy the Officer will hold their position until the first meeting of the Board immediately following the annual general meeting. An Officer may hold a position for a maximum of four (4) years.

### **7.04 Vacancy in Office**

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

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

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

**SECTION VIII**  
**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**8.01 Duties of Directors and Officers**

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

**8.02 Limitation of Liability**

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

**8.03 Indemnification**

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

- (a) the individual acted honestly and in good faith with a view to the best interests of the Society or where a Division or Chapter is incorporated, in the best interests of the incorporated Division or Chapter; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

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

**8.04 Insurance**

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

**8.05 Advances**

The Society may advance money to a Director or Officer or a Divisional director or Chapter director for the costs, charges and expenses of a proceeding referred to in section 8.03.

**SECTION IX  
DIVISIONS AND CHAPTERS**

**9.01 Number and Organization**

The Society shall have such number of Divisions as determined by the Board from time to time. As of the date of continuance of the Society under the Act, the Society has the following Divisions:

Atlantic Division  
Quebec Division  
Ontario and Nunavut Division  
Manitoba Division  
Saskatchewan Division  
Alberta and Northwest Territories Division  
British Columbia and Yukon Division

Divisions shall have such number of Chapters as determined and accredited by each Division from time to time. Divisions (and accredited Chapters within Divisions) shall not seek separate incorporation without the approval of the Board.

**9.02 Name of Divisions and Chapters**

Each Division shall be known as Multiple Sclerosis Society of Canada (NAME OF



REGION) Division or Société canadienne de la sclérose en plaques, Division du/de (NAME OF REGION). Each Chapter shall be known as Multiple Sclerosis Society of Canada (NAME OF REGION/CITY) Chapter or Société canadienne de la sclérose en plaques, section du/de (NAME OF REGION/CITY). A division or chapter may elect to use its name in both languages as appropriate.

### **9.03 Divisional Charter**

The Board shall approve policies relating to the Divisions which shall be contained in a document referred to as the Divisional Charter. The Divisional Charter shall cover such matters as membership, limitations of authority, organization, function and operation of the Divisions as the Board determines to be appropriate for the purpose of ensuring that the Divisions are furthering the purposes of the Society and complying with applicable laws, the Articles of the Society, the Operating Policies, the affiliation agreement (as applicable) and these By-laws. The Board shall ensure that each Division receives an up to date copy of the Divisional Charter. The Board may amend the Divisional Charter from time to time and shall provide a copy of the amended document to the Divisions within ten (10) days of such amendment being approved by the Board.

### **9.04 Chapter Charter**

The Board shall approve policies relating to the Chapters which shall be contained in a document referred to as the Chapter Charter. The Chapter Charter shall cover such matters as membership, limitations of authority, organization, function and operation of Chapters as the Board determines to be appropriate for the purpose of ensuring that the Chapter is furthering the purposes of the Society and complying with applicable laws, the Articles of the Society, the Operating Policies, the affiliation agreement (as applicable) and these By-laws. The Divisions shall ensure that each Chapter receives an up to date copy of the Chapter Charter. The Board may amend the Chapter Charter from time to time and shall provide a copy of the amended document to the Chapters within ten (10) days of such amendment being approved by the Board.

### **9.05 Affiliation Agreement**

All incorporated Divisions and Chapters shall be required to enter into an affiliation agreement, or a similar type of agreement, with the Society. The affiliation agreements shall, as much as possible, require that incorporated Divisions and Chapters comply with the Articles and By-laws of the Society, any strategic plan of the Society in effect from time to time, and any Trade-Mark policies and other policies established by the Society from time to time. The affiliation agreements shall, as much as possible, seek to ensure that incorporated Divisions and Chapters be required to comply with the limits on authority and intervention in their affairs as provided in sections 9.07 and 9.08.

### **9.06 Responsibilities**

Except in the case of an incorporated Division or Chapter, each Division and Chapter will

comply with the Articles and By-laws of the Society, the Divisional Charter and Chapter Charter, any strategic plan of the Society in effect from time to time, and any Trade-Mark policies and other policies established by the Society from time to time. If the Board approves a policy intended to be applicable to all parts of the organization, it shall ensure that the policy is communicated to all parts of the organization that it is intended to apply to.

**9.07 Divisional and Chapter Boards**

Except in the case of an incorporated Division or Chapter, the Board of the Society will appoint the Divisional Directors having regard to the recommendations of the nominating committee of each Division. Membership on Chapter boards will be recommended to Division boards by the nominating committee of each Chapter and will be appointed by the Division boards. More than fifty percent (50%) of the Divisional and Chapter boards shall be composed of persons dealing with each other and with each of the other directors on the same board at Arm's length and provided that all Divisional or Chapter directors shall deal at Arm's length from any senior staff or management as defined in Operating Policies of the Board. The nominating committees of Divisions and Chapters shall seek expressions of interest from the Members in their particular region in advance of making recommendations including a public call for nominations posted on the Division and Chapter websites or in other communication vehicles such as email or publication in Division or Chapter newsletters. Divisional and Chapter directors shall serve without remuneration, and no Divisional or Chapter directors shall directly or indirectly receive any profit from his or her position as such, provided that a Divisional or Chapter director may be reimbursed for reasonable expenses incurred in performing his or her duties. No Divisional and Chapter director shall receive or have received within a year of their election any employment remuneration either directly or indirectly from the Society in accordance with section 5.14.

**9.08 Division and Chapter Affairs**

Except in the case of an incorporated Division or Chapter, Divisions and Chapters may engage in activities and adopt rules, regulations and policies for the management of their affairs which are not inconsistent with the Articles, By-laws, Divisional Charter or Chapter Charter of the Society. However, nothing herein shall be construed as giving to a Division or Chapter, the power and authority to:

- (a) contract a loan, open a line of credit or issue a guarantee without the prior approval of the Board;
- (b) make any expense or disbursement, or incur any contractual liability which is in excess of the amounts approved by the Board from time to time; or

- (c) represent or act on behalf of the Society in any manner or thing, except with the express consent of the Board or in accordance with the Divisional or Chapter Charters.

#### **9.09 Board Intervention in Divisional Affairs**

The Board may intervene in Divisional affairs if circumstances so require, without proceeding immediately to suspension or termination and the Board may impose such sanctions or require the Division to carry out such remedial solutions as the Board may determine to be necessary or advisable in the circumstances. The Board's intervention in Divisional affairs shall be carried out in the sole discretion of the Board and shall take place in accordance with any procedures set forth in the Operating Policies or in the Divisional affiliation agreement.

#### **9.10 Suspension or Termination of a Division**

Except in the case of an incorporated Division, a Division's existence may be suspended or terminated by the Board of the Society, if the Division:

- (a) fails to comply with the provisions of the Society's Articles, By-laws or Divisional Charter;
- (b) carries out any conduct which, in the opinion of the Board, is detrimental to the interests of the Society or which impacts negatively upon the status of the Society as a registered charity;
- (c) fails to fulfill its mandate in its particular region or province; or
- (d) for any other reason which the Board considers to be sufficient cause to terminate the existence of the Division.

Prior to suspending or terminating a Division, the Board shall give the Division the right to be heard and to explain the Division's conduct. The Board shall provide thirty (30) days notice of suspension or termination to the Division and shall provide reasons for the proposed suspension or termination. The Division may make written submissions to the Chair of the Board in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Division that the Division will be suspended or terminated on the date set forth in the notice. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision. If the Board still considers such infraction to be of such a serious nature as to warrant suspension or dissolution of the Division, the Board will notify the Division concerning such final decision within a further fourteen (14) days from the date of receipt of the submissions. The Divisional Charter and any Board resolution shall set forth the detailed procedures to be followed in any suspension or termination of a Division.

### **9.11 Divisional Board Intervention in Chapter Affairs**

A Divisional Board may intervene in Chapter affairs, if circumstances so require, without proceeding immediately to suspension or termination and the Divisional Board may impose such sanctions or require the Chapter to carry out such remedial solutions as the Divisional Board may determine to be necessary or advisable in the circumstances. The Divisional Board's intervention in Chapter affairs shall be carried out in the sole discretion of the Divisional Board and may be further described in the Operating Policies or in the Chapter affiliation agreement.

### **9.12 Suspension or Termination of a Chapter**

Except in the case of an incorporated Chapter, a Chapter's existence may be suspended or terminated by the Divisional Board, if the Chapter:

- (a) fails to comply with the provisions of the Society's Articles, By-laws or Chapter Charter;
- (b) carries out any conduct which, in the opinion of the Board, is detrimental to the interests of the Society or which impacts negatively upon the status of the Society as a registered charity;
- (c) fails to fulfill its mandate in its particular region or city; or
- (d) for any other reason which the Divisional Board considers to be sufficient cause to terminate the existence of the Chapter.

Prior to suspending or terminating a Chapter, the Divisional Board shall give the Chapter the right to be heard and to explain the Chapter's conduct. The Divisional Board shall provide thirty (30) days notice of suspension or termination to the Chapter and shall provide reasons for the proposed suspension or termination. The Chapter may make written submissions to the Chair of the Division Board in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Chair of the Division, he/she may proceed to notify the Chapter that the Chapter will be suspended or terminated on the date set forth in the notice. Where written submissions are received in accordance with this section, the Divisional Board will consider such submissions in arriving at a final decision. If the Divisional Board still considers such infraction to be of such a serious nature as to warrant suspension or dissolution of the Chapter, the Divisional Board will notify the Chapter concerning such final decision within a further fourteen (14) days from the date of receipt of the submissions. The Chapter Charter and any Divisional Board resolution shall set forth the detailed procedures to be followed in any suspension or termination of a Chapter.

### **9.13 Termination of Incorporated Division and Chapters**

An incorporated Division or Chapter may be terminated as a Division or Chapter of the Society in accordance with the terms of its affiliation agreement with the Society. An

incorporated Division or Chapter may also dissolve according to the provisions of its incorporating legislation and shall provide immediate notice to the Society regarding any such intended dissolution.

#### **9.14 Termination Obligations**

Upon termination of a Division or Chapter, the Division or Chapter shall comply with the provisions contained in the Divisional Charter and the Chapter Charter, as well as the following directives:

- (a) all usage of the Division and Chapter name and Society trade-marks shall immediately cease;
- (b) the Division or Chapter shall return all materials which have been provided by the Society to the Division or by the Division to the Chapter;
- (c) the Division or Chapter shall destroy all letterhead and other similar material on which the name of the Society appears; and
- (d) the Division or Chapter shall immediately comply with all financial and other directives provided by the national office of the Society, including provision of all financial information regarding the affairs of the Division or Chapter to the national office of the Society.

### **SECTION X NOTICES**

#### **10.01 Method of Giving Notices**

Subject to sections 4.01 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Society in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **10.02 Computation of Time**

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

#### **10.03 Undelivered Notices**

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

#### **10.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **10.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall

be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION XI**  
**ARTICLES AND BY-LAWS**

**11.01 Amendment of Articles**

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

**11.02 By-law Confirmation**

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

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

Subject to the Articles and section 11.04 of this By-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

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

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

**SECTION XII**  
**EFFECTIVE DATE**

**12.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Continuance of the Society by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Society this 20<sup>th</sup> day of May, 2015.



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Chair of the Board



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Secretary

**APPROVED** by the Members of the Society this 12<sup>th</sup> day of June, 2015.



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Secretary