

INFECTION PREVENTION AND CONTROL

BY-LAW 2

A **by-law** relating generally to the conduct of the affairs of **Infection Prevention and Control Canada**.

(the "Corporation")

BE IT ENACTED as By-law #1 of the Corporation as follows:

1. Definition

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

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

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"business day" means every day except Saturdays, Sundays, the third Monday in February, and all General Holidays specified in the *Canada Labour Code* as amended from time to time;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"corporation" means a body corporate incorporated or continued under this Act and not discontinued under this Act;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"member" means a Voting Member (either an Active Member or an Honorary Member) unless otherwise specified;

“ordinary resolution” means a resolution passed by a majority of votes cast on that resolution at a meeting of members;

"proposal" means a proposal submitted by a member of the Corporation for consideration at a meeting of members, that meets the requirements of section 163 (Proposals) of the Act;

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

"Special Resolution" means a resolution passed at a meeting of members by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

“Voting Member” means an Active Member or an Honorary Member.

2. Interpretation

This by-law replaces the Corporation’s By-law #5 that was in effect until the date that this by-law comes into effect. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Secretary of the Corporation shall be the custodian of the corporate seal.

4. Documents

Subject to the Act, the board may sign any financial and business documents without authorization of the members. Subject to the Act, the board may delegate the signing of certain documents to a director, an officer, a committee of directors and/or officers, or a senior employee, or may require that certain documents be signed by two or more specific individuals (for example, the President and a senior employee). In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

5. Financial Year

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

6. Banking Arrangements

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

7. Borrowing Powers

For greater certainty, the directors of the Corporation may, 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 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 debt obligation of the Corporation.

8. Non-Profit

(a) The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.

(b) This article may only be amended by Special Resolution at a meeting of members.

9. Auditor and Annual Financial Statements

(a) The members entitled to vote shall, at each annual meeting, appoint an auditor (who shall be a public accountant) to audit the Corporation's accounts and annual financial statements, for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor.

(b) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. In addition, the Corporation may choose to post financial statements or portions of them on its website.

10. Membership Conditions

(a) There shall be five categories of members in the Corporation:

Voting Categories

(i) Active Members shall be those individuals occupationally or professionally involved in the practise of infection prevention and control and/or epidemiology. They may participate in the affairs of the Corporation; may be eligible for election to be directors and/or appointment to be officers (provided that the candidates meet the applicable qualification requirements to be directors/officers); may attend and vote at all meetings of members; and may vote in all elections.

(ii) Honorary Members shall be individuals appointed by the Board for life, in recognition of their contributions to the field of infection prevention and control, or to the Corporation in general. Notwithstanding their appointment for life, the members may revoke their Honorary Membership by Special Resolution at a meeting of members, or they may resign their Honorary Membership. They may participate in the affairs of the Corporation; may be eligible for election to be directors and/or appointment to be officers (provided that the candidates meet the applicable qualification requirements to be directors/officers); may attend and vote at all meetings of members; and may vote in all elections.

Non-Voting Categories

(iii) Retired members shall be individuals who have retired from full-time employment in infection prevention and control, and who support the purposes and objects of the Corporation. They may receive some information about the Corporation and may be invited to various meetings as guests. They may not be directors and/or officers; may not vote at any meetings of members; and may not vote in any elections.

(iv) Student Members are individuals who are full-time students in programs that relate to infection prevention and control, and who support the purposes and objects of the Corporation. They may receive some information about the Corporation and may be invited to various meetings as guests. They may not be

directors and/or officers; may not vote at any meetings of members; and may not vote in any elections.

(v) Corporate Members are corporations and other businesses which support the purposes and objects of the Corporation. They may assign representatives to receive some information about the Corporation. Those representatives may be invited to various meetings as guests. They may not be directors and/or officers; may not vote at any meetings of members; and may not vote in any elections.

(b) Active Members and Honorary Members together may be referred to as Voting Members.

(c) Membership in the Corporation shall be available only to those interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board of directors or in such other manner as may be determined by the board. Each Voting Member shall be entitled to receive notice of, attend and to have one vote at all meetings of the members of the Corporation. In voting and counting votes, there shall be no distinction between Active Members and Honorary Members.

(d) For greater certainty, any person may be invited as a guest to meetings of members and meetings of the board of directors, and may be invited to speak about various matters.

(e) A Special Resolution is required to make any amendments to this article.

11. Membership Transferability

(a) A membership may only be transferred through the Corporation which may re-assign the membership to another member.

(b) A Special Resolution of the members is required to make any amendment to this article.

12. Notice of Members' Meeting

(a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by 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 (such as facsimile transmission or electronic mail) 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.

(b) In addition, the Corporation may choose to post notice of some or all meetings on its website.

(c) If a member requests in writing in a timely fashion that they receive notice by non-electronic means, they shall receive notice by a non-electronic means.

(d) Any member who has not received notice during the required time period may waive such notice.

(e) Members shall be wholly responsible for providing up-to-date contact information. The Corporation is entitled to rely upon such information.

(f) A Special Resolution is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members' Meetings

(a) The directors shall call an annual members' meeting in accordance with the Act and Regulations. This meeting shall not be held more than 15 months after the last annual members' meeting. This meeting shall not be held more than six months after the end of the Corporation's financial year. The board may call other meetings of members at its discretion. Notice of such meetings must include reasonable information about business to be transacted at each meeting.

(b) The board of directors shall call a special meeting of members on written requisition signed by members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. The requisition must state the business to be transacted at the meeting, and must be sent to each director and to the registered office of the Corporation.

14. Membership Dues

Members, Student Members, Retired Members and Corporate Members shall be notified in writing of the membership dues, if any, payable by them, and the deadline(s) for paying any such dues.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a. the Member, Student Member, or Retired Member dies or resigns;
- b. the Member, Student Member, Retired Member or Corporate Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

- c. the term of membership of the Active Member, Student Member, Retired member or Corporate Member expires;
- d. the Corporate Member is dissolved as a corporation; or
- e. the Corporation is liquidated and dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the Member, Student Member, Retired Member or Corporate Member automatically cease to exist.

17. Discipline of Members

(a) In this article, “the President” includes such other officer as may be designated by the board.

(b) In this article only, “member” means Active Member, Student Member, Retired Member or Corporate Member.

(c) The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(d) If the board determines that a member should be expelled or suspended from membership in the Corporation, the President shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide written reasons for the proposed suspension or expulsion. The member may make written submissions to the President in response to the notice received within such twenty (20) day period. If no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board shall 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. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Proposals at Annual Members' Meetings

(a) A member entitled to vote at an annual members' meeting may

(i) submit to the Corporation notice of any matter that the member proposes to raise at the meeting (referred to in this section as a "Proposal"); and

(ii) discuss at the meeting any matter with respect to which the member would have been entitled to submit a Proposal.

(b) A corporation shall include e Proposal in the notice of meeting.

(c) If so requested by the member who submits a Proposal, the Corporation shall include in the notice of meeting a statement in support of the Proposal by the member and the name and address of the member. The statement and the Proposal shall together not exceed 500 words.

(d) A Proposal may include nominations for the election of directors if the proposal is signed by 5% of the members of the Corporation entitled to vote at the meeting at which the Proposal is to be presented, but this does not preclude nominations made a meeting of members.

(e) The Corporation is not required to comply with paragraphs (b) and (c) above, in situations described in subsection 163(6) of the Act.

19. Cost of Publishing Proposals for Annual Members' Meetings

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.

20. Place of Members' Meeting

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

21. Persons Entitled to be Present at Members' Meetings

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

meeting. The directors may, from time to time, invite various guests to attend various members' meetings, or portions of meetings.

22. Chair of Members' Meetings

The President shall chair members' meetings. If the President is absent, the President Elect shall chair. If both the President and the President Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be five percent of the members entitled to vote at the meeting. 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.

24. Votes to Govern at Members' Meetings

(a) Except as specified by the Act and/or by this by-law, at meetings of members, every question shall be determined by way of ordinary resolution (a majority of votes cast). A voter who indicates that they "abstain" shall be treated as if they did not vote. Voting shall be by show of hands. However, a duly moved and seconded motion, if passed, may require that a secret ballot be used for any vote. The Chair of the meeting shall put into place procedures to ensure that any ballots are counted accurately. The Chair of the meeting may only vote in order to break a tie.

(b) An exception shall be elections of directors when multiple nominations are received for a position. If such an election occurs, in order to be elected, a director need only receive a plurality of votes cast. For example, if three candidates are running for two positions, the two candidates with the most votes shall be elected.

25. Participation by Electronic Means at Members' Meetings

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

telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility. For greater certainty, at least two members must be physically present at the same time at the meeting location.

27. Proxies

Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, who is required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy form, and by the authority conferred by the form, subject to the following requirements:

- (a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A member may revoke a proxy by depositing an instrument or act in writing executed by the member either at the registered office of the Corporation no later than the last business day preceding the day of the meeting at which the proxy is to be used, or with the Chair of the meeting on the day of the meeting.
- (c) A 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 and, except where a proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.
- (d) The board, or its delegate, shall create a standard proxy form to be used by those who wish to appoint proxies.
- (e) This article may only be amended by Special Resolution at a meeting of members.

28. Election of Directors, Number of Directors and Remuneration

(a) Subject to section 28.1, Directors shall be elected at a meeting of members. To be elected, a director must either be present at the meeting at which he/she is elected, or consent in writing to be elected in advance of that meeting. To be a director, a person must first be a Voting Member and meet all qualification requirements to be a director as set out by policies adopted by the Board from

time to time. If a director ceases to be a Voting Member, that person automatically ceases to be a director.

(b) There shall be no fewer than nine and no more than twelve directors, including all Directors elected under Section 28 and the Director appointed under Section 28.1.

(c) Directors shall serve without remuneration. Directors and/or officers may be reimbursed for reasonable expenses incurred in the performance of their duties. Directors and officers shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

(d) A representative of a nominating committee may present a slate of proposed directors to the annual meeting of members. If there are no other nominations, the meeting may choose to acclaim the slate.

(e) In order to create a slate of proposed directors, a nominating committee or the board itself may hold a non-binding mail-ballot or electronic-ballot, which will allow members, by way of secret ballot, to express their preferences about potential directors. The results of the mail or electronic ballot shall be announced to members before or at the next annual meeting of members. The results of the mail or electronic ballot may help a nominating committee form a slate of proposed directors. If there are no other nominations, the meeting may choose to acclaim the slate.

(f) The board may create a mechanism that allows members to nominate potential directors in writing in advance of a members' meeting. The nominee(s) must indicate in writing their willingness to serve. At the meeting, the Chair of the meeting shall advise the meeting who, if anyone, has been nominated for which office, and members may decide to elect one or more nominees. Those who are elected become directors immediately.

(g) Whether or not there is a proposed slate, and whether or not members have been nominated in writing in advance, members present at the annual meeting of members may nominate proposed directors from the floor of the meeting. Any person so nominated must, either in person or in writing, confirm their willingness to stand for election. A nominee may change their mind at the meeting before they have been elected by advising the meeting that they do not in fact wish to stand for election.

(h) If more than one candidate is running for a position on the board of directors, the Chair of the annual meeting of members shall take all measures necessary to ensure that a secret-ballot vote takes place and that the results are announced immediately. The winner of the secret ballot shall immediately become a director. For greater certainty, a proxy form may authorize the proxyholder to exercise

their own choice in voting in the event that more than one candidate is running for a position.

28.1 Appointment of Directors

Notwithstanding Section 28 and pursuant to the Articles, one (1) Director may be appointed by the Board (at the first Board meeting after an annual meeting of members) who meets the qualification requirement that the person has completed serving in the office of President in the immediately preceding term. This person shall also hold the position as Past President of the Corporation. Such Director shall serve a term of one (1) year calculated from the date of the meeting at which he/she is appointed until the close of the next annual meeting of Members.

29. Term of Office of Directors and Removal of Directors

(a) The President shall serve for a term of two years, or until replaced.

(a.1) The Past President shall serve a term of one year.

(b) The President Elect shall serve for a term of two years, or until replaced. When his/her term is finished, he/she shall then automatically become President.

(c) The Treasurer shall serve for a term of three years, or until replaced.

(d) The Secretary shall serve for a term of three years, or until replaced. The terms of the Treasurer and the Secretary shall be staggered, so that both are not elected in the same year.

(e) No fewer than five and no more than seven Directors shall serve for a term of three years, or until replaced. Their terms shall be staggered so that at least one, but no more than three, are elected each year. The board shall determine exactly how many will be elected in each year.

(f) No Director shall serve for more than six (6) consecutive years. If a former Director has not been a Director for a ten-month period, that individual may be elected to any Board position.

(g) The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of members held for that purpose, remove any Director before the expiry of his/her term of office. The members may then immediately elect a qualified successor to fill the vacancy for the duration of the term in question.

(h) If any Director misses two consecutive Board meetings without a reason acceptable to the Board, the Board may act as follows:

(A) If the Director is the President or President Elect, the Board may recommend to the next meeting of members that the President or President Elect be removed as both a Director and as an Officer. If the members vote to remove the individual, the members shall immediately elect a successor.

(B) If the Director is not the President or the President Elect, the Board may vote to remove him/her as a Director and (if he/she is an Officer) as an Officer. The Board may then appoint a qualified individual to fill the remainder of the Director's term.

30. Calling of Meetings of Board of Directors

The board shall meet at least once a year. Board meetings may be called by the whole board, by the President, by the President Elect or by any 2 directors. The Board shall decide where each board meeting shall be held. Subject to the Act and Regulations and this by-law, the board shall determine the procedures to be used at its meetings. The board may invite guests to various board meetings.

31. Notice of Meeting of Board of Directors

(a) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in this by-law to every director of the Corporation, not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Act or this by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

(b) The exception is if the directors propose to discuss the delegation of board powers to a managing director or a committee of directors, as set out in section 138 of the Act: if this is to be debated at a meeting, it must be specified in the notice.

32. Regular Meetings of the Board of Directors

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. The board may schedule multiple board meetings in advance, for a period of one year or for some other period. 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. In addition, the board may post its meeting dates on the Corporation's website.

33. Quorum, Votes to Govern at Meetings of the Board of Directors

At board meetings, a majority of directors shall constitute a quorum. At board meetings, any motion may be carried by a majority of those present. At board meetings, the President (or Chair of the meeting) shall only vote to break a tie.

34. Committees and Agents

(a) The board may from time to time create, modify and disband various committees. Subject to section 138 of the Act, the board may delegate various matters to various committees. Each committee must include at least one member of the Corporation. Committees may invite guests to various committee meetings.

(b) The board may retain various agents for various purposes not inconsistent with the Act and this by-law.

35. Appointment of Officers

The officers of the Corporation shall be the President, the President Elect, the Treasurer, and the Secretary. All officers must be directors.

36. Description of Offices

(a) President The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the Corporation and of the Board, and shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board are carried into effect.

(b) President Elect The President Elect shall, in the absence or inability to serve of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may from time to time be directed by the Board. He/she shall prepare to assume the office the President. He/she shall chair board meetings in the absence of the President.

(c) Treasurer The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the Corporation's books, and shall deposit all monies, securities and valuable effects in the name and to the credit of the Corporation in such banks, credit unions, trust companies, securities firms, or similar institutions, as may be designated by the Board from time to time. He/she shall disburse the Corporation's funds as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Board at Board meetings, or whenever they require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board.

(d) Secretary The Secretary shall attend all meetings of members and of the Board and, when in attendance, shall act as clerk of the meeting and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of members and of the Board. He/she shall perform all other duties as may be assigned by the Board to the President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the Corporation's seal, and shall perform such other duties as may from time to time be directed by the Board.

(e) Other Officers From time to time, the Board may establish other Officer positions and set the term (not to exceed three years) for each position. They shall be elected by the members, using the same election procedures used to elect Directors. One person may hold more than one office, except that the President may not simultaneously be the President Elect or the Secretary. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for, or the Board requires of them.

37. Vacancy in Office

If a director's position and/or an officer's position becomes vacant because of death or resignation, the board shall, within a reasonable time, make reasonable efforts to appoint a qualified individual to fill the vacant position until the next annual meeting of members.

38. Conflicts of Interest

Directors and officers shall comply with the Act in respect of disclosing material interests and not voting on matters in which they have material interests, except as permitted by the Act. If a matter arises at a board meeting, and a director or

officer is uncertain as to whether or not they should vote, the director or officer shall immediately seek the guidance of the Chair of the meeting before voting or refraining from voting.

39. Limitation of Liability

Subject to the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee. Subject to the Act, no director or officer shall be liable for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation to it, unless the same shall happen through his/her own willful neglect or default.

40. Indemnity

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

(a) all costs, charges and expense which such director or officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office, or in respect of any such liability; and

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

41. Method of Giving Any Notice

Any person who has not received proper notice of any matter may waive any notice requirements.

42. Invalidity of any Provisions of this By-law

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

43. Omissions and Errors

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

44. Name

The name of the Corporation may only be amended by Special Resolution at a meeting of members, and by complying with the requirements of the Act.

45. Chapters

The board may create and dissolve chapters of the Corporation, which shall have the legal status of committees. The board may create and amend written procedures and practices in respect of chapters.

46. By-laws and Effective Date

By-laws of the Corporation may only be amended by Special Resolution at a meeting of members. They shall become effective immediately.

47. Dissolution

(a) If the Corporation is dissolved and if it has assets upon dissolution, all assets must be distributed to one or more registered Canadian charities with purposes similar to those of the Corporation or, if no such charities exist, to one or more registered Canadian charities. For greater certainty, such assets shall be distributed to one or more qualified donees, within the meaning of the Income Tax Act (Canada).

(b) This article may only be amended by Special Resolution at a meeting of members.

Sanctioned by the Board of Directors on the 16th day of June 2017

Marilyn Weinmaster, Secretary of the Corporation

Ratified by the Members on the 21st day of June, 2017

Suzanne Rhodenizer Rose, President of the Corporation

Marilyn Weinmaster, Secretary of the Corporation