

BY-LAW NO. 1

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

Canadian Athletic Therapists Association

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

- 1.1. Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings, respectively:
- 1.1.1. “Act” means the *Canada Not-for-profit Corporations Act, Statutes of Canada 2009, Chapter 23*, as amended from time to time, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
 - 1.1.2. “Board” means the board of directors of the Corporation.
 - 1.1.3. “By-law” means this by-law and all other by-laws of the Corporation as amended and which are from time to time in force and effect.
 - 1.1.4. “CATA” means the Corporation.
 - 1.1.5. “Constating Documents” means the original Letters Patent of the Corporation, as well as the Articles of Continuance issued pursuant to the Act, and any articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation issued in the future.
 - 1.1.6. “Director” means a member of the Board.
 - 1.1.7. “Ethics Committee” will be composed of those Voting Members elected or appointed in accordance with Board policy to sit on the Ethics Committee.
 - 1.1.8. “Meeting of Members” includes an annual Meeting of Members or a special Meeting of Members.

- 1.1.9. "Officer" has the meaning set forth in Article 9.0.
- 1.1.10. "Ombudsperson" will be the ombudsperson elected or appointed in accordance with Board policy.
- 1.1.11. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- 1.1.12. "Proposal" means a proposal submitted by a Member that meets the requirements of Section 163 (Shareholder Proposals) of the Act.
- 1.1.13. "Recorded Address" means, in the case of a Member, Director, Officer or auditor of the Corporation, his or her business or residential, and electronic address, recorded in the Corporation's registers.
- 1.1.14. "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.5 of this By-law or by a board resolution passed pursuant thereto.
- 1.1.15. "Special Meeting of Members" means a special meeting of all Members entitled to vote at an annual Meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue.
- 1.1.16. "Special Resolution" means a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution.
- 1.2. Sex and Number. In this By-law, unless the context otherwise requires, words importing the singular number or the masculine sex shall include the plural number or the feminine sex, as the case may be, and vice versa, and references to persons shall include firms and Corporations.
- 1.3. Parliamentary Procedures. The most newly revised edition of the Robert's Rules of Order shall govern all parliamentary procedures and matters not included in the By-law.
- 1.4. Defined Terms. Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.
- 1.5. Interpretation. Except as provided in the Act, in the event of a dispute, the Board shall have authority to make an interpretation concerning any word, term or phrase in this By-law which is ambiguous, contradictory or unclear, and in the event of a dispute between the English and French versions of this By-law, the English version shall prevail.

2. BUSINESS OF THE CORPORATION

- 2.1. Corporate Seal. The Corporation may, but need not, have a corporate seal in a 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.
- 2.2. Head Office. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Constatting Documents, or at such address as the Board may determine. The Board may from time to time change the place or municipality and the province in which the registered office of the Corporation shall be situated.
- 2.3. Financial Year. Until changed by the Board, the end of the financial year of the Corporation shall be August 31st.
- 2.4. Banking Arrangements. The banking business of the Corporation shall be transacted with such bank or banks or trust company or trust companies in Canada or otherwise as the Board may designate, appoint or authorize from time to time. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as the Board may from time to time designate, direct or authorize.
- 2.5. Contracts, Documents, or Instruments in Writing.
 - 2.5.1. In addition to the President, Secretary, or Treasurer, the Board may, from time to time, direct and authorize a person or persons to sign any deeds, transfers, assignments, contracts, obligations and other instruments in writing on behalf of the Corporation; such persons shall, for the particular document, be a Signing Officer.
 - 2.5.2. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by one of the following: the President, Secretary, Treasurer, or a Signing Officer of the Corporation for amounts up to and including \$3,000 (three thousand dollars).
 - 2.5.3. Contracts, documents or instruments in writing requiring signature of the Corporation for amounts over \$3,000 (three thousand dollars) shall be signed by the President, and one of the following parties: the Secretary, Treasurer, or a Signing Officer.
 - 2.5.4. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Secretary or Treasurer of the Corporation may certify a copy of any instrument, resolution, By-

law or other document of the Corporation to be a true copy thereof, and affix the corporate seal (if any) thereon.

3. CONDITIONS OF MEMBERSHIP

- 3.1. Member Approval. Membership in the Corporation shall be limited to any person interested in furthering the objects of the Corporation, and whose application for admission as a member has been approved in accordance with a policy of the Board.
- 3.2. Regional Chapters. An individual who resides in Canada shall be required to maintain membership in the regional chapter of his province or territory for so long as he is a Member of the Corporation. There shall be only one regional chapter of the Corporation in each province or territory, but a chapter shall not be required for every province and territory. Members residing in the Canadian territories must join a Canadian regional chapter geographically land-bound to the territory. Members in the Yukon Territory shall be members of the British Columbia regional chapter. Members in the Northwest Territories may choose between British Columbia, Alberta, or Saskatchewan. Members in Nunavut may choose from Saskatchewan, Manitoba, and Atlantic Provinces (Nunavut shares a land border with Newfoundland and Labrador on Killiniq Island). For greater certainty, individuals who reside outside of Canada shall not be required to maintain membership in a regional chapter.
- 3.3. Membership Classes, Dues, Fees and Contributions. The Corporation shall have two classes of members: members permitted to vote at the Meetings of Members, and non-voting members. The members may approve one or more subclasses of membership within each class, provided that such subclasses have been passed and approved by the members voting at a Meeting of Members. Membership dues, fees, and contributions shall be determined for each class of membership from time to time by the members voting at a Meeting of Members. All Members in membership categories requiring payment of annual dues shall pay such dues on or before midnight on December 31st in advance of the year of membership.
 - 3.3..1. Voting Member Categories:
 - 3.3.1.1. Certified
 - 3.3.1.2. Certified International Voting; and
 - 3.3.1.3. Associate
 - 3.3..2. Non-Voting Member Categories:

- 3.3.2.1. Certified International Non-Voting;
 - 3.3.2.2. Certified Candidate;
 - 3.3.2.3. Temporary International Candidate;
 - 3.3.2.4. Member Emeritus;
 - 3.3.2.5. Honorary Member;
 - 3.3.2.6. Non-voting Associate Member; and
 - 3.3.2.7. Retired Member
- 3.4. Rights and Privileges of Membership. Voting and non-voting members shall have rights and privileges as set out in policies and procedures of the Corporation.
- 3.5. Term of Membership. Each Membership shall expire on December 31st of each year unless renewed in accordance with Board policy.
- 3.6. Membership Register. There shall be a register of members, which shall be updated at least annually and shall contain each member's Recorded Address, as well as the date that he became and ceased to be a Member.
- 3.7. Non-Transferability of Membership. Membership in the Corporation is not transferable or assignable.
- 3.8. Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:
- a. the Member dies or resigns in accordance with Section 3.9;
 - b. the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section 3.10 below;
 - c. the Member's term of membership expires; or
 - d. the Corporation is liquidated or dissolved pursuant to the Act.
- Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.
- 3.9. Resignation. A Member may withdraw from membership with the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation, provided that notwithstanding any such resignation the Member so resigning shall

remain liable to the Corporation in respect of any outstanding financial obligations and professional accountability. The resignation shall be effective as of the date set out in the resignation or, if no date is set out, on the date that the resignation is received by the Secretary.

- 3.10. Suspension and Termination of Membership. The Board shall have the authority to suspend or expel any Member of the Corporation for any one or more of the following grounds:
- a. violating any provision of the Articles, By-Law, 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.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, pursuant to sections 3.10 b) or c), such member shall have rights to refer the matter to the Ombudsperson.

4. MEETINGS OF MEMBERS

- 4.1. Place and Time of Meetings. Subject to compliance with the Act, a Meeting of Members shall be held at such place, on such day, and at such time as the Board may determine.
- 4.2. Special Meeting of Members. Subject to compliance with the Act, the Board or the President or the Vice-President shall have power to call a Meeting of Members of the Corporation at any time. Without limiting the foregoing, the Board shall call a special Meeting of Members on written requisition of members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- 4.3. Annual Meeting of Members. Subject to compliance with the Act, the annual Meeting of Members shall be held at such time and on such day of each year as the Board may from time to time determine, but not later than fifteen (15) months after the last preceding annual Meeting and not later than six (6) months after the end of the Corporation's preceding fiscal year. The annual Meeting of Members shall be called for the purpose of considering the financial statements and reports required by the Act to be presented at the annual Meeting of Members, electing directors,

- appointing a public accountant pursuant to the Act, considering the report of the activities of the Corporation for the previous year, and transacting such other business as may be properly brought before the meeting and required by the Act. Pursuant to the Act, the Corporation shall, twenty-one (21) to sixty (60) days before the date of the annual meeting, publish a notice on its website, or the Members' online portal, stating that the annual financial statements of the Corporation are available to the Members, and providing the Members with details on how to obtain the statements.
- 4.4. **Proposals at Annual Meeting.** A Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). The Corporation 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.
 - 4.5. **Participation at Meetings by Telephonic or Electronic Means.** Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.
 - 4.6. **Meeting Held by Electronic Means.** If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
 - 4.7. **Adjournment.** The Chair may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting

- which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.8. **Chairperson.** The Chair of the Board, if present, shall be chairperson of any Meeting of Members. If the Corporation has no such officer, or if he is not present within fifteen (15) minutes from the time fixed for holding the meeting, the Voting Members present shall choose another Director as chairperson. If no Director is present, or if all of the Directors present decline to act as chairperson at any Meeting of Members, the Voting Members present shall choose a chairperson from among themselves. The Board may hire an individual who is not a Member, Director, or Officer, and who has expertise in parliamentary procedure, to act as a consultant to the Board and the chair of the meeting with regard to the annual Meeting of Members. The consultant shall not have voting privileges and shall function according to the policies and procedures established for this position.
 - 4.9. **Quorum.** A quorum for the transaction of business at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall consist of ten percent (10%) of the eligible Voting Members. A quorum must be maintained throughout the meeting for business to be conducted.
 - 4.10. **Voting.** Each Voting Member present at a meeting shall have the right to exercise one vote. Every question to be decided at a Meeting of Members shall be decided in the first instance by a show of hands for those in physical attendance. A member electronically attending the meeting will provide his vote by means commensurate with the electronic meeting application. Unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member in physical or electronic attendance may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the chairperson shall direct.
 - 4.11. **Proxy.** There shall be no proxy vote.
 - 4.12. **Majority Vote.** Subject to the provisions of the Constatng Documents, By-law or the Act, at all Meetings of Members every question shall be decided by a majority of the votes cast on the question unless otherwise specified in this By-law. The chair of the meeting shall vote in accordance with Robert's Rules of Order (latest version).
 - 4.13. **Notice of Meeting.** Notice of the time and place of a meeting of Members shall be sent to the following:

- a. to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- b. to each director; and
- c. to the public accountant of the Corporation.

A notice shall be provided twenty-one (21) to sixty (60) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article 12 of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.4. Notice of a 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.

- 4.14. Error or Omission to Give Notice. No error or omission in giving notice of any Meeting of Members or any adjourned Meeting of Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting 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.
- 4.15. 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 and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

5. BOARD OF DIRECTORS

- 5.1. Authority. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the Board, subject to any limitation set forth in the Act, By-law, Constatng Documents or policies in force and effect from time to time.
- 5.2. Qualification. Directors shall meet all qualifications set out in a policy of the Board, and must also:
 - 5.2.1. be individuals;
 - 5.2.2. be at least 18 years of age;
 - 5.2.3. not have been declared incapable by a court in Canada or in another country;

- 5.2.4. not have the status of bankrupt; and
 - 5.2.5. be Voting Members of the Corporation.
- 5.3. Number of Directors. The Board shall, at all times, consist of a minimum of five (5) and a maximum of twelve (12) Directors. Since the Articles specify a minimum and maximum number of directors, the Board shall be composed of the fixed number of directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board to determine the number, by resolution of the Board. No decrease in the number of directors shall shorten the term of an incumbent director. An appointee from each regional chapter (appointed in accordance with policy of such chapter) shall have a standing invitation to attend and speak at all Board meetings, but shall not be a director and shall not have the right to vote. The Board, or the chair of any Board meeting, shall have the right to suspend such invitation as necessary.
- 5.4. Election of Directors. The Members shall elect, by Ordinary Resolution, at each annual Meeting of Members at which an election of directors is required, directors to hold office for a two (2) year term. The nomination of potential Directors shall be conducted in accordance with a policy of the Board.
- 5.5. Vacating the Office of Director. The office of Director shall be automatically vacated:
- 5.5.1. if the Director dies;
 - 5.5.2. if the Director becomes disqualified to serve as a Director by failing to meet the requirements set out in Section 5.2;
 - 5.5.3. if the Voting Members, by Ordinary Resolution, vote in favour of the removal of the Director; or
 - 5.5.4. if the Director has resigned his office by delivering a written resignation to the President of the Corporation. Such resignation shall be effective as of the date set out in the resignation, or if no such date is set out, upon acceptance by the Board. If the Director who also holds the office of President resigns, he should notify the Vice-President of such resignation as Director and officer. A Director shall be deemed to have resigned upon the occurrence of one of the following events:
 - 5.5.4.1. if the Director is found by the Board, in its sole discretion, to be in violation of the Code of Ethics of the Corporation;
 - 5.5.4.2. if the Director is charged with a criminal offence;

- 5.5.4.3. if the Director commences litigation against the Corporation, its Directors, and/or its Officers;
 - 5.5.4.4. if the Director is in breach of the Corporation's Conflict of Interest policy, as determined by the Board, in its sole discretion; or
 - 5.5.4.5. if the Director fails to attend multiple consecutive meetings in accordance with a policy of the Board.
- 5.6. A vacancy on the Board may be filled for the remainder of the term by a qualified Voting Member by resolution of the Board.
- 5.7. Remuneration and Expenses. The Board may, by resolution, fix the reasonable remuneration of the employees of the Corporation. The Directors and Officers shall serve as such without remuneration, whether for services rendered in their capacities as Directors and Officers or otherwise. Any Director, Officer, or employee of the Corporation may receive reimbursements for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, Officer, or employee. A Member may receive remuneration for their services to the Corporation in a capacity other than as a Member.

6. POWERS OF THE BOARD

- 6.1. The Board of the Corporation will have the power and authority as is reasonably necessary to administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract, which the Corporation may lawfully enter into. The Board may, save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is otherwise authorized to exercise and do.
- 6.2. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 6.3. The Board is hereby authorized, from time to time:
 - 6.3.1. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent

and in such manner as the Board in its discretion may deem expedient;

- 6.3.2. to limit or increase the amount to be borrowed;
 - 6.3.3. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
 - 6.3.4. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 6.4. The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 6.5. The Board may appoint or dismiss such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 6.6. Subject to the Act, the powers hereby conferred are in supplement of and not in substitution for any powers possessed by the Directors or Officers of the Corporation or by the Board independently of this By-law.

7. BOARD MEETINGS

- 7.1. Place and Time of Meeting. Subject to the Act, meetings of the Board may be held at any time and place to be determined by the Board. Meetings of the Board may be called by the President, any Vice-President or any two Directors at any time.
- 7.2. Notice of Meeting. Notice of any meeting of the Board shall be given in writing to each Director in the manner provided by Section 7.12 of this by-law. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence. 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 the meeting need specify the purpose or the

- business to be transacted at the meeting. There shall be at least six (6) in-person or electronic meetings per year of the Board.
- 7.3. Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any Director.
 - 7.4. Errors and Omissions. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
 - 7.5. Board Meetings by Telephonic or Electronic Communication Devices. A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication 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.
 - 7.6. Quorum at Board Meetings. A majority of the Directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-law.
 - 7.7. Chairperson. The President of the Board, if no Chair has been appointed, shall be the chairperson of any meeting of the Board. If the Corporation has no such officer or if he/she is not present, the Directors present shall choose one of their members as chairperson.
 - 7.8. Majority of Votes. Every question arising at any Board meeting shall be decided by a majority of votes cast on the question. Each Director is authorized to exercise one (1) vote. The chair of the meeting shall vote in accordance with Robert's Rules of Order (latest version).
 - 7.9. Voting. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - 7.10. Regular Meetings. Notwithstanding the notice requirements listed under this section, the Board may on unanimous consent, appoint a day or days in any month or months for regular meetings at any hour and place to be named, and for such regular meetings no notice need be sent.
 - 7.11. Method of Notice. A notice of the time and place of a meeting of the Board shall be given to each Director by the following means:

- 7.11.1. by mail, courier, or personal delivery to each Director, provided that if a notice is sent by mail, the notice shall be sent not later than fourteen (14) days before the date of the meeting. If sent by courier or personal delivery the notice shall be delivered not later than two (2) days before the meeting; or
 - 7.11.2. by electronic or communication facility to each Director, provided that the notice shall not be sent later than five (5) days before the date of the meeting.
- 7.12. Resolutions in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or of a committee of the Board, shall be as valid as if it had been passed at a meeting of the Board or committee of the Board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee.

8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 8.1. Standard of Care. Every director and officer of the Corporation, 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 Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.
- 8.2. Limitation of Liability. Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, 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 Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation 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 Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own willful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.
- 8.3. Indemnification of Directors and Officers. The Corporation shall indemnify a director, an officer of the Corporation, a former director or officer of the

Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by 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:

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

The Corporation 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.

- 8.4. Insurance. Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 8.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
- 8.5. Advances. With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

9. OFFICERS

- 9.1. Election of Officers. The Directors shall elect, from among themselves, annually or more often as necessary, a President, one or more Vice-

- Presidents, a Secretary, and a Treasurer, and if deemed advisable may annually or more often as may be required, elect a chairperson of the Board. Each Officer will remain in office until a successor, if any, to such office has been elected and qualified. Such election will take place at a meeting of the Board. The nominee for the office receiving the majority of the votes shall be the elected officer.
- 9.2. Multiple Officeholders. In any election of Officers, the Board may elect and appoint a single person to no more than two (2) offices simultaneously, except that separate individuals must hold the offices of President, Secretary, and Treasurer.
 - 9.3. Vacating Position of Officers. The Board may remove any Officer from office at any time. Unless so removed, an Officer shall hold office until the earlier of his/her successor being appointed, his/her resignation in accordance with Section 9.4, his/her ceasing to be a Director or a Voting Member, and his/her death.
 - 9.4. Resignation of an Officer. Any Officer may resign at any time by delivering a written resignation to the Secretary of the Corporation. Such resignation shall be effective as of the date set out in the resignation or, if no date is set out, as of the date on which the Secretary receives the resignation.
 - 9.5. President. The President shall have the general powers and duties of supervision and management of the affairs and operations of the Corporation, as are necessary and incidental to his/her office. If a chairperson is not appointed, the President shall chair the meetings of the Board and the Members.
 - 9.6. Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.
 - 9.7. Secretary. The Secretary shall, when present, act as secretary of all Board meetings and Meeting of Members and shall have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give or cause to be given notices of all Meetings of Members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He will certify all documents of the Corporation requiring certification.
 - 9.8. 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 books belonging to the Corporation and shall deposit all monies, securities,

and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board.

- 9.9. Agents and Attorneys. The Board shall have the power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 9.10. Other Officers. 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.
- 9.11. Executive Director. The Board may select by Special Resolution an Executive Director of the Corporation and, subject to the authority of the Board and President, to have general supervision over the activities and the operations of the Corporation.

10.COMMITTEES

- 10.1. Appointment of 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, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Any committee consisting of one or more non-Directors shall only act in an advisory capacity. Any committee may formulate its own rules or procedures, subject always to the regulation or direction as the Board may from time to time make. A committee member shall serve without remuneration; provided, however, that a committee member will be reimbursed for all reasonable expenses incurred in carrying out his duties as a member of the committee. Subject to the Act, the Corporation's Constatng Documents, By-law, and policies and procedures, any committee member may be removed by resolution of the Board.

11.AMENDMENT OF BY-LAWS

- 11.1. By-Law and Effective Date. The Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective

- from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.
- 11.2. Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.
- 11.3. A Member entitled to vote at an annual Meeting of Members may, in accordance with Section 163 of the Act, make a Proposal to make, amend, or repeal a By-law.

12. NOTICES

- 12.1. Method of Giving Notice. Any notice (includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, Constatng Documents, the By-law, or otherwise to a Member, Director, Officer of the Corporation or member of a committee of the Board or to the auditor of the Corporation shall be sufficiently given:
- 12.1.1. if delivered personally to the person to whom it is to be given or if delivered to such person's Recorded Address of the Corporation or in the case of a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act and received by the Director;
- 12.1.2. if mailed to such person at such person's Recorded Address by prepaid ordinary or air mail; or
- 12.1.3. if sent to such person by telephonic, electronic, or other communication facility at such person's Recorded Address for that purpose.

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 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 or auditor in accordance with any information believed by him to be reliable.

- 12.2. Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten, printed, or electronic, or partly written, stamped, typewritten or printed.
- 12.3. Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 12.4. Proof of Service. A certificate of the President, the Vice-President, the Secretary, the Treasurer, or any other Officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, Director, Officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, Director, Officer or auditor of the Corporation as the case may be.
- 12.5. Errors and Omissions. The accidental omission to give any notice to any member, Director, Officer of the Corporation, member of a committee of the Board or auditor of the Corporation, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

13. BOOKS AND RECORDS

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

14. RULES, REGULATIONS AND POLICIES

- 14.1. The Board may prescribe, without ratification from the membership, such rules, regulations and policies not inconsistent with this By-law relating to the management and operation of the Corporation, as they deem expedient

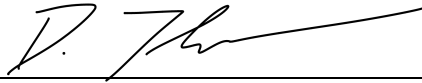
- 14.2. Mediation and Arbitration. Disputes or controversies among Members, directors, or officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 14.3.
- 14.3. Dispute Resolution Mechanism. In the event that a dispute or controversy among Members, directors, or officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, directors, or officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario (if CATA is involved) or the laws of the province of residence of the individual who commenced the dispute resolution process. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

15. INVALIDITY OF ANY PROVISION OF THIS BY-LAW

- 15.1. 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.

ENACTED by the Board of Directors this 10 day of January, 2017.



Chair of the Meeting:



Secretary of the Meeting:

CONFIRMED by the Members this 5 day of February, 2017



Chair of the Meeting:



Secretary of the Meeting: