
**OPERATING ROOM NURSES ASSOCIATION
OF CANADA (ORNAC)
ASSOCIATION INFIRMIERES ET
INFIRMIERS DE SALLES D'OPERATION DU
CANADA (AIISOC)**

GENERAL OPERATING BY-LAW NO. 2

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

**OPERATING ROOM NURSES ASSOCIATION OF CANADA (ORNAC)
ASSOCIATION INFIRMIERES ET INFIRMIERS DE SALLES D'OPERATION DU
CANADA (AIISOC)
(the "Corporation")**

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CANADA (AIISOC)
(the "Corporation")**

WHEREAS the Corporation was incorporated under the *Canada Corporations Act* by Letters Patent issued by the federal Government of Canada on December 9, 2008.

AND WHEREAS the Corporation was continued under the *Canada Not-for-Profit Corporations Act* by articles and certificate of continuance issued by the federal Government of Canada on June 18, 2013.

AND WHEREAS the Corporation works with various incorporated and unincorporated provincial and territorial councils that have their own infrastructure and that support the Corporation's mission, vision and corporate purposes.

AND WHEREAS the current General Operating By-law No. 1 was enacted on April 20, 2013.

AND WHEREAS it is determined necessary to replace General Operating By-law No. 1 with this General Operating By-law No. 2.

NOW THEREFORE THIS BY-LAW IS ENACTED as the General Operating By-law of the Corporation as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Corporation, 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) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Associates" has the meaning set out in Article 6.01 of this By-law.

- (d) “Atlantic Region” means New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.
- (e) “Board” means the board of directors of the Corporation.
- (f) “By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and that are, from time to time, in force and effect.
- (g) “Canadian Perioperative Nurse” means an RN or LPN/RPN who is actively employed in Perioperative Nursing”.
- (h) “Director” means a member of the Board.
- (i) “Licensed Practical Nurse” or “LPN” means licensed practical nurse who holds a valid license to practice as a licensed practical nurse within a Canadian province or territory.
- (j) “Member” means a member of the Corporation.
- (k) “Members” or “Membership” means the collective membership of the Corporation.
- (l) “Officer” means an officer of the Corporation.
- (m) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (n) “Perioperative Nursing” is a nursing speciality in which nurses are actively working to care for patients before, during and after surgery, in a wide range of clinical settings. Perioperative Nursing encompasses three different phases: immediate preoperative, intraoperative, and immediate postoperative. Perioperative nursing practice focuses on patient care education, leadership, research, enhanced and advanced practice.
- (o) “Registered Nurse” or “RN” means a registered nurse who holds a valid license to practice as a registered nurse within a Canadian province or territory.
- (p) “Registered Practical Nurse” or “RPN” means a registered practical nurse who holds a valid license to practice as a registered practical nurse under the *Nursing Act* in the Province of Ontario.
- (q) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) “Retired Perioperative Nurse” means an RN or LPN/RPN who retired from Perioperative Nursing within the last two (2) years and who no longer holds a valid license to practice in their respective province or territory.

- (s) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- (t) “Western Region” means Manitoba, Saskatchewan, Alberta and British Columbia.

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 in this By-law, all terms contained in this By-law 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 shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which are incorporated by reference and made a part of the By-laws; and
- (f) 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.

SECTION II GENERAL

2.01 Registered Office

The registered office of the Corporation 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 or territory specified in the Articles.

2.02 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.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. 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. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy of that document.

2.04 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III FINANCIAL MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the *Income Tax Act*.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

3.03 Public Accountant and Financial Review

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

- (b) The public accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of 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 Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

3.05 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) 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.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION IV **MEMBERS**

4.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to:

(a) Directors:

Directors shall be Members of the Corporation.

(b) Annual Members:

Each Annual Member shall be a person who meets the following conditions determined in the sole and unfettered discretion of the Board, which is not subject to review or appeal, and who has been accepted into Membership by the Board:

- (i) agrees to further the purposes of the Corporation as contained in the Articles;
- (ii) agrees with the provisions in the Articles, By-laws and policies of the Corporation;
- (iii) is a Canadian Perioperative Nurse; and
- (iv) meets such additional membership application assessment criteria as may be established by the Board from time to time.

4.02 Admission of Members

- (a) Applications for membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 4.01 and the applicant has successfully completed a membership application assessment conducted in such manner according to such assessment criteria as may be determined by the Board from time to time, the Board may, in its sole discretion, admit the applicant to be a Member of the Corporation.
- (b) The Board may, from time to time, delegate the application review and acceptance duties to employees of the Corporation to accept applications on a temporary basis, subject to ratification by the Board. All applicants shall be advised whether the application has been accepted or rejected. All decisions by the Board shall be final and binding without the need to give any reasons for the acceptance or rejection of any application.

4.03 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

4.04 Membership Dues and Assessments

The Directors shall require Annual Members to pay annual membership dues and shall determine the manner in which the dues are to be paid. Annual Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid not less than fourteen (14) days prior to the membership renewal date, the Annual Members in default shall immediately cease to be Members of the Corporation.

4.05 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01;
- (c) the Member ceases to be a Director of the Corporation;
- (d) the Member resigns;
- (e) the Member is removed by the Board in accordance with Section 4.06
- (f) the Member fails to pay membership dues, if applicable;
- (g) the Member's term of membership expires, if applicable; or
- (h) the Corporation is liquidated or dissolved under the Act.

Pursuant to the Act, Membership in the Corporation is not transferable except to the Corporation. Subject to the Articles, upon any termination of membership, all 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 (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

4.06 Discipline of Members

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

- (a) violating any provision of the Articles, By-laws, or policies of the Corporation;

- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, 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, the chair of the Board may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. 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. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION V

MEETINGS OF MEMBERS

5.01 Meeting of Members

A "meeting of Members" or "Members' meeting" shall include an annual meeting of Members and a special meeting of Members.

5.02 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 eighteen (18) months after the Corporation comes into existence and thereafter, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation 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.

5.03 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. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or

more Members, shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation.

5.04 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 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.

5.06 Notice of Meetings

- (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:
 - (i) 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
 - (i) 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.
- (b) Where the Corporation provides notice electronically referred to in Section 5.06(a)(i) and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requested by in the manner set out in Section 5.06(a)(i).
- (c) Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.
- (d) 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 a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
- (e) Notice of a meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Sections 5.17.

5.07 Proposals at Annual Meetings

Subject to compliance with the Act, 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 that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, 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, provided that the statement and the proposal shall together not exceed five hundred (500) words. 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 Member present at the meeting.

5.08 Record Date

The Directors may fix a record date in accordance with the Act and the Regulations for determining Members entitled to receive notice of or to vote at a meeting of Members.

5.09 Waiving Notice

A Member and any other person entitled to notice of 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.

5.10 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 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. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

5.11 Chair of the Meeting

The chair of Members' meetings shall be the President, or the President-Elect if the President is absent or unable to act. In the event that 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.

5.12 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be fifty (50) 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. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 5.20 with regard to notice shall apply to such adjournment.

- (b) For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

5.13 Participation at Meetings by Electronic Means

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 such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

5.14 Meeting Held by Electronic Means

Notwithstanding Section 5.13, if the Directors or Members of the Corporation 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.

5.15 Voting at Meetings

- (a) Show of Hands - Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility, in accordance with Section 5.13, Section 5.14 or Section 5.15(c).
- (b) Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the

taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

- (c) Voting by Electronic Means - Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at Members' meetings, including those referred to in Section 5.13 and Section 5.14, is permitted 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 Corporation without it being possible for the Corporation to identify how each Member voted.

5.16 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to 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 each Member voted. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected, counted and reported in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

5.17 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 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.

5.18 Resolution in Lieu of Meeting

A resolution in writing 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 Corporation by a Director in relation to the Director's resignation or removal or by the public accountant in relation to the person's resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.19 Rules of Order

The chair of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

5.20 Adjournment

The chair of any meeting of Members 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 that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an 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.

SECTION VI **ASSOCIATES**

6.01 Associates

- (a) The Board may from time to time admit as an Associate (“Associate”), any individual who is not a Perioperative Nurse or Retired Perioperative Nurse but:
 - (i) has Perioperative Nursing training or experience but is not currently actively working to care for patients before, during and after surgery;
 - (ii) is engaged at an accredited educational institution in full or part-time nursing or Perioperative Nursing studies or has graduated and wishes to be affiliated with the Corporation while they are seeking employment in Perioperative Nursing;
 - (iii) is a former Perioperative Nurse who retired more than two (2) years previously; or
 - (iv) is another health care practitioner with a vested interest in Perioperative Nursing.
- (b) The Board may, from time to time, adopt policies to establish qualification requirements, rights and privileges for Associates.
- (c) Associates may receive notice of and attend all educational sessions and conferences.
- (d) For greater certainty and for all purposes, Associates are not Members of the Corporation and do not have any of the rights associated with being a Member.
- (e) The Board may set annual fees for Associates from time to time. Associates shall be notified in writing of the fees and the time they will be payable.
- (f) The Board may, in its discretion, remove Associates in such manner as may be determined by the Board from time to time.

SECTION VII **DIRECTORS**

7.01 Powers

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

7.02 Number

The Board shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.

7.03 Qualifications

- (a) Each Director shall meet all of the following qualification requirements:
 - (i) is an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt;
 - (ii) is a Member of the Corporation at the time of election and during the term of office;
 - (iii) is in agreement with and agrees to further the purposes of the Corporation as contained in the Articles; and
 - (iv) agrees to abide by the provisions in the Articles and By-laws of the Corporation.
- (b) In addition to meeting the qualification requirements set out in section 7.03(a):
 - (i) One director shall have the qualification of residing in the Atlantic Region;
 - (ii) One director shall have the qualification of residing in the Western Region;
 - (iii) One director shall have the qualification of residing in Ontario; and
 - (iv) One director shall have the qualification of residing in Quebec.
- (c) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

7.04 Election and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting next following or until their successors are elected.
- (b) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (c) The Directors shall be elected and shall retire in rotation every two (2) years.
- (d) The maximum number of terms for each Director is two (2) terms of two (2) years. A Director will be eligible for re-election to the Board at the end of the term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before the person is eligible to be re-elected to the Board.
- (e) Any term of less than two (2) years in length to which a Director is elected shall be considered as being equivalent to a full two (2) year term.
- (f) Where a Director is appointed to fill an unexpired term of a Director, such partial term shall be excluded from the calculation of the maximum years of service.

7.05 Appointment by Directors

Pursuant to the Articles, the Board may appoint additional Directors for a term expiring not later than the close of the next annual meeting of Members but the total number of Directors appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members. The precise number of Directors to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

7.06 Consent

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

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or

- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

7.07 Nomination of Directors

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time;
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- (c) by any person who intends to nominate from the floor at a Members meeting ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
 - (i) **Timely Notice** - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 15 days prior to the date of the meeting of Members in proper written form to the nominations chair of the Corporation ("Nominations Chair") at the registered office of the Corporation.
 - (ii) **Proper Form** - To be in proper written form, a Nominating Member's notice to the Nominations Chair must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.
 - (iii) **Eligibility** - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 7.07. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 7.07 and, if any proposed nomination is

not in compliance, to declare that such defective nomination shall be disregarded.

- (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Nominations Chair pursuant to this Section 7.07 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).
- (v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

7.08 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 7.10, or no longer fulfils all of the qualifications to be a Director set out in Section 7.03 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 a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

7.09 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the Act.

7.10 Removal

The Members may, by Ordinary Resolution passed at a special 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 Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act.

7.11 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors 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 provided for in the Articles, or from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles. 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.

7.12 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing the Director's duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

7.13 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

7.14 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or 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.

7.15 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. 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.

SECTION VIII MEETINGS OF DIRECTORS

8.01 Place of Meetings

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

8.02 Calling of Meetings

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

8.03 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 11.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting must 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.

8.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

8.06 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, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 7.02. 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.

8.08 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.

8.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

8.10 Chair of the Meeting

The chair of Board meetings shall be the President, or the President-Elect if the President is absent or unable to act. In the event that the President and the President-Elect are absent, the Directors who are present shall choose one of their number to chair the meeting.

8.11 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.

8.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting;
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

8.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or

- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

8.14 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 committee of Directors, 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.

8.15 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

8.16 Disclosure of Interest

- (a) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:
 - (i) is a party to the contract or transaction;
 - (ii) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.
- (b) In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.
- (c) The chair of the Board meeting shall request any Director who has made a disclosure referred to in Section 8.16(a) to be absent during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract, transaction, financial arrangement or other matter, except as provided by the Act.

8.17 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,

or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation. All materials whether in print or electronic format shall be the property of the Corporation and every Director, Officer, committee member, employee or volunteer shall, when requested by the Corporation, return or destroy such materials upon termination of their association with the Corporation.

8.18 Rules of Order

The chair of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Directors, which have not been provided for in this By-law or by the Act, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION IX OFFICERS

9.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, save and except for the President and President-Elect positions.

9.02 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 Corporation, 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:

- (a) **President** – The President shall be the chair of the Board and shall be a Director. The President shall be a Canadian Perioperative Nurse who is a Registered Nurse. The President shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (b) **President-Elect** - The President-Elect shall be a Director and shall be a Canadian Perioperative Nurse who is a Registered Nurse. The President-Elect shall function in place of the President if the latter is absent or is unable to perform the duties of office. The President-Elect shall carry out such other duties as may be assigned by President from time to time.
- (c) **Executive Director** - If appointed, the executive director of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the board, have general

supervision of the affairs of the Corporation. The executive director shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member without the right to vote, provided that the executive director shall not attend meetings of the Board when the Board is discussing the position, salary or benefits of the executive director.

- (d) **Secretary** – The secretary shall be a Director and shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation'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 Corporation; shall perform such other duties as may from time to time be prescribed by the Board.
- (e) **Treasurer** - The treasurer shall be a Director and shall keep, or cause to be kept proper accounting records in compliance with the Act; deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; supervise, under the discretion of the Board, the safekeeping of securities and disbursement of the funds of the Corporation; as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required; render to the Board, whenever required, an account of all such person's transactions as treasurer and of the financial position of the Corporation; and perform such other duties as may from time to time be prescribed by the Board.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the president 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.

9.03 Term of Office

Officers who are not employees of the Corporation shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-appointment on a consecutive basis. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

9.04 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 Corporation. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the

Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

9.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 7.13.

9.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

9.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.16. An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.16.
- (b) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

SECTION X PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 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 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, By-laws and policies of the Corporation.

10.02 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 10.02 to include former Directors and former Officers) 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 wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

10.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a Director or 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, and such person's heirs and legal representatives, 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 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 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
- (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 the individual's 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.

10.04 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 the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

10.05 Advances

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 10.03(a) and Section 10.03(b).

SECTION XI NOTICES

11.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members, 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (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 facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.02 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.

11.03 Undelivered Notices

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

11.04 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 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

11.05 Waiver of Notice

Any Member, 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 XII **AMENDMENTS**

12.01 Amendment of Articles

The Articles of the Corporation 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.

12.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

SECTION XIII
TRANSITION PROVISIONS

13.01 Enactment

These By-laws shall take effect immediately upon confirmation by the Members of the Corporation.

13.02 Members

The Members at the time when this By-law comes into effect shall continue to be Members under this By-law, with the addition of any newly-eligible Members that are subsequently admitted in accordance with this By-law.

13.03 Directors

The three (3) Directors elected to office at the annual meeting of Members in 2023 shall continue to remain in office for the remainder of their respective terms, and shall be eligible for re-election for an additional term of two (2) years if they continue to meet the qualification requirements to be a Director, in accordance with this By-law.

13.04 Officers

The Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their current term and shall be eligible for renewal for additional terms in accordance with this By-law.

SECTION XIV
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

14.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 1 enacted on April 20, 2013 is hereby repealed and replaced by General Operating By-law in this By-law effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.
- (b) The repeal of By-law No. 1 shall not affect the previous operations of the By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.