



CANADIAN HEMATOLOGY SOCIETY BY-LAWS

2022

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A By-law relating generally to the activities and affairs of Canadian Hematology Society (CHS) (the “Corporation”)

BE IT ENACTED as a By-law # 3 of the Corporation as follows:

ARTICLE 1 - Interpretation

1.1 Definitions

In this By-law, unless the context otherwise requires:

- a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- b) “**Articles**” has the meaning given to that term in the Act;
- c) “**Association Manager**” means the association manager of the Corporation (who may also be referred to as the “Executive Director” of the Corporation);
- d) “**Board**” means the Board of Directors of the Corporation (which may also be referred to as the “Executive Committee” of the Corporation);
- e) “**By-law**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- f) “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been elected or appointed to serve on the Board;
- g) “**Member**” or “**Members**” means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
- h) “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- i) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- j) “**President**” means the president of the Corporation;
- k) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution;
- l) “**Student Affiliates**” means the individuals described in section 3.2; and
- m) “**Treasurer**” means the treasurer of the Corporation.

1.2 Interpretation

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

- a) words importing the singular number include the plural and vice versa and words importing a gender include all genders;
- b) the words “includes” or “including” mean includes or including without limitation;
- c) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 - FINANCIAL AND OTHER MATTERS

2.1 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 Association Manager shall be the custodian of the corporate seal.

2.2 Registered Office

The Corporation shall, at all times, have a registered office in the province in Canada specified in its Articles.

2.3 Books and Records

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

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be December 31.

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) of its Officers or Directors or by any one (1) Officer together with a Director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific or specific types of contracts, documents and instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.6 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 by resolution. The banking business or any part of it shall be transacted by such Officer(s) of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

2.6 Association Manager

If an Association Manager is appointed by the Board, they shall, subject to the authority of the Board, be accountable for the direct and actual supervision and charge over the day-to-day operations of the Corporation, subject to the terms of the contract with the Corporation. They shall be entitled to receive notice of and attend meetings of the Board and other such meetings as directed by the Board as a non-voting invitee, unless specifically excluded by a resolution of the Board.

ARTICLE 3 - MEMBERS AND AFFILIATES

3.1 Membership Conditions

There shall be one (1) class of Member in the Corporation, consisting of individuals who have applied for and been admitted as Members of the Corporation by the Board or its designate into one of the following categories:

- a) Active - physicians in the practice of clinical or laboratory hematology in Canada;
- b) Scientists – scientists who are making continuing contributions to research related to hematology in Canada;
- c) Allied Health Professionals – professionals who are making sustained contributions to clinical or laboratory hematology practice or hematology research in Canada;
- d) Emeritus – individuals who have retired from full time employment in hematology, and who support the purposes of the Corporation; or
- e) Honorary – individuals who are appointed by the Board as Members for life, in recognition of their contributions to the field of Canadian hematology or to the Corporation in general.

3.2 Student Affiliates

There shall be Student Affiliates of the Corporation, consisting of individuals who support the purposes of the Corporation, who have applied for and been admitted as Student Affiliates of the Corporation by the Board or its designate, and who are residents or fellows engaged in hematology training in Canada, including Masters and PhD graduate students as well as post-doctoral fellows engaged in hematology research in Canada who are part-time or full-time programs related to hematology. For greater certainty, Student Affiliates are not Members of the Corporation and are only entitled to those rights and privileges that may be determined by the Board from time to time, which may include the right to attend meetings of the Members.

3.3 Transferability of Membership or Student Affiliate Status

Membership or Student Affiliate status may only be transferred to the Corporation.

3.4 Termination of Membership or Student Affiliate Status

Membership or Student Affiliate status in the Corporation is terminated when the Member or Student Affiliate, as applicable:

- a) dies;
- b) resigns by delivering a written resignation to the Association Manager, in which case such resignation shall be effective on the date specified in the resignation;
- c) is removed in accordance with 3.6;
- d) fails to maintain any qualifications for membership or Student Affiliate status set out in Section 3.1 or 3.2, as applicable, as determined by the Board;
- e) fails to pay the dues contemplated in section 3.5 by such deadline as may be determined by the Board from time to time; or
- f) the Corporation is liquidated or dissolved under the Act.

3.5 Dues

Members and Student Affiliates shall be notified of applicable dues and deadlines. Annual dues for members and Student Affiliates (excluding Members in the Honorary category) shall be established from time to time by the Board. Dues shall not be refundable due to termination of membership or Student Affiliate status.

3.6 Discipline of Members or Student Affiliates

The Board may suspend or remove any Member or Student Affiliate from the Corporation for any one (1) or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or operating 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; and/or
- c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

If the Board proposes that a Member or Student Affiliate be expelled or suspended, the President shall provide twenty (20) days' notice of suspension or removal to the Member or Student Affiliate and shall provide reasons for the proposed suspension or removal. The Member or Student Affiliate may make written submissions to the President in response to the notice received within such twenty (20) day period. If no written submissions are received by the President, he/she may proceed to notify the Member or Student Affiliate that the Member or Student Affiliate is suspended or removed. 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 or Student Affiliate concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

Article 4 – Meeting of Members

4.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- a) Review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- b) elect Directors in accordance with section 5.5;
- c) appoint the public accountant; and
- d) transact any other business that may be properly brought before the Members.

4.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such a meeting.

4.3 Place of Member Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

4.4 Meeting by Electronic Means, etc.

If the Directors or the Members call a meeting of the Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.6 Special Business

Notice of any meeting where special business will 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. For purposes of this section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

4.7 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

4.8 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where the Member 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.

4.9 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, Association Manager, and such other persons who are entitled or required under any provision of the Act, Articles, By-laws, or operating policies 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.

4.10 Quorum

Ten (10) Members present in-person or by electronic means will constitute a quorum at any meeting of the Members.

4.11 Manner of Voting

- a) Each Member is entitled to one (1) vote at a meeting of Members.
- b) At all meetings of Members, every question will be determined by Ordinary Resolution, unless

otherwise specifically provided by the By-laws or the Act.

- c) If meeting of Members is held by means of a telephonic, electronic or other communications facility, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communications facility that the Corporation has made available for the purpose.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

5.2 Borrowing Powers

Without limiting the generality of the foregoing, the Board may:

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

The Board may, by resolution, delegate the powers referred to in this Section 5.2 to a Director, a committee of Directors or an Officer.

5.3 Number of Directors

The Board will consist of seven (7) Directors.

5.4 Qualifications of Directors

Each Director shall:

- a) be an individual who is not less than eighteen (18) years of age;
- b) not have the status of a bankrupt;
- c) not be incapable (as the term “incapable” is defined in the Act);
- d) be a Member of the Corporation in good standing.

5.5 Election of Directors and Term

- a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- b) Prior to being put forward for election as a Director by the Members, each nominee shall first be approved by the Board or any committee designated by the Board.
- c) The terms of office of Directors shall be up to two (2) years or as determined by Ordinary Resolution of the Members.
- d) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than six (6) years unless otherwise determined by the Board in exceptional circumstances. Any former Director (who otherwise meets the qualifications in Section 5.4) is eligible to serve as a Director again following a one-year period in which they are not a Director.

5.6 Removal of Directors

- a) The Members may, by Ordinary Resolution, at a special meeting remove any Director from office for any reason.
- b) The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.7 Vacancies

- a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
 - i. a failure to elect the minimum number of Directors provided for in the Articles; or
 - ii. an increase in the minimum or maximum number of Directors provided for in the Articles.
- b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in subsection 5.7(a), the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- c) A Director appointed under this section 5.7 will only hold office for the unexpired term of their predecessor.

ARTICLE 6 MEETINGS OF THE DIRECTORS

6.1 Calling of Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in section 11.1 to each Director not less than seven (7) days before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, they may give notice of a meeting by telephonic, electronic or other communication facility no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other as determined by the Board.

6.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

6.4 Calling of Meetings

Subject to a resolution of the Board, in addition to any regular meetings of the Board scheduled under section 6.8, the President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

6.5 Quorum

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote and the motion will not pass.

6.7 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from the Director's position as such. The Directors may be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the

Board or any committee of the Board.

6.8 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least six (6) times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

6.9 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

ARTICLE 7 OFFICERS

7.1 Appointment of Officers

The Board may, in its discretion, appoint any of the Officers named in this Article 7, as well as any other Officers. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

7.2 President

The Board may appoint a President. The President shall be the "Chair" at all meetings of the Members and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incidental to the office.

7.3 Vice-President

The Board may appoint from among the Directors a Vice-President who will exercise any powers and perform any duties that the Board may specify. During the absence or disability of the President, the President's duties will be performed by the Vice-President or by any other Officer who is designated by the Board to exercise those powers. The Vice-President shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice-President by resolution of the Board or as are incidental to the office.

7.4 Immediate Past-President

The Immediate Past-President continues to support the President and Vice-President in fulfilling the goals and objectives of the Board, providing continuity to established programs and guidance with respect to new programs. The Immediate Past-President provides advice and leadership to the Board regarding past practices and other matters to assist the Board in governing the Corporation; serves as a liaison with partner

associations with an interest in hematology; and works on special projects as designated by the Board. The Immediate Past-President shall have such other powers and shall perform such other duties as may from time to time be assigned to the Immediate Past-President by resolution of the Board or as are incidental to the office. The immediate Past-President will also be the Chair of the Nominating Committee.

7.5 Secretary

Unless otherwise determined by the Board, the Secretary will attend all meetings of the Board, Members and committees of the Board. The Secretary will ensure the appointed management company will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees and any other persons or person designated by the Board; and the Secretary will have any other powers and duties as the Board may specify.

7.6 Treasurer

Unless otherwise determined by the Board, the Treasurer will work with the management company to ensure proper accounting records are kept in compliance with the Act and will be responsible for the approval of the deposit of money and the disbursement of funds of the Corporation and will have any other powers and duties as the Board may specify.

7.7 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

7.8 Term of Office

- a) Each Officer shall continue in office until:
 - i. their term of appointment expires;
 - ii. the election or appointment of a successor;
 - iii. the Officer's resignation by delivery of a written resignation to the Association Manager;
 - iv. the Officer ceasing to be a Director (if a necessary condition of office);
 - v. the Officer's removal by resolution of the Board; or
 - vi. the Officer's death.
- b) If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

7.9 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation. The Officers may be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

ARTICLE 8 COMMITTEES AND ADVISORY BODIES

8.1 Committees of the Board

The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

8.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

8.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 9 PROTECTION OF DIRECTORS AND OFFICERS

9.1 Limitation of Liability

Subject to the provisions of the Act and to section 9.4, 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 an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

9.2 Advance of Costs

Subject to section 9.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 9.1. The individual shall repay the moneys if the individual does not fulfil the conditions of section 9.3.

9.3 Limitation

The Corporation may not indemnify an individual under Section 9.1 unless the individual:

- a) 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 of the proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

9.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in section 9.1, or advance moneys under section 9.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 9.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 9.3.

9.5 No Restriction

The Corporation will also indemnify the individuals referred to in section 9.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

9.6 Insurance

The Corporation shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 10 AMENDMENT OF BY-LAW

10.1 Amendments

Except for amendments requiring approval by a Special Resolution of the Members under section 197(1) the Act (which will only enter into force when approved by a Special Resolution of the Members), the Board may by resolution amend this By-law, and any such amendment 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 Ordinary Resolution of the Members. If the amendment is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The amendment 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.

ARTICLE 11 MISCELLANEOUS

11.1 Method of Giving Any Notice

- a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 11.1 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or

document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

- b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.