BY-LAW NO. 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE ACTIVITIES AND AFFAIRS OF GA4GH INC., A CORPORATION SUBJECT TO THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*



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

Section 1 – INTERPRETATION

1.1 **Definitions**

In the By-laws of the Corporation, unless the context otherwise requires:

(1) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.

(2) "**Alliance**" means the unincorporated international association known as the "Global Alliance for Genomics and Health".

(3) **"appoint"** includes "elect" and *vice versa*.

(4) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

(5) **"Board"** means the board of directors of the Corporation.

(6) **"By-laws"** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.

(7) **"Core Funder"** means an entity that provides a funding commitment of more than US$200,000 per year for a minimum of three years for projects that relate to developing standards and framing policy for responsible genomic and health-related data sharing that is recognized by the Corporation as a Core Funder.

(8) **"Corporation"** means GA4GH Inc.

(9) **"Director"** means a member of the Board.

(10) **"entity"** means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

(11) **"Finance, Audit and Risk Committee"** means the Finance, Audit and Risk Committee of the Board, more specifically described in Section 6.6 of this By-law.

(12) **"Funder"** means an entity that provides a funding commitment that does not meet the threshold of a Core Funder to projects that relate to developing standards and framing policy for responsible genomic and health-related data sharing that is recognized by the Corporation as a Funder.

(13) **"Funders' Forum"** means collectively the Core Funders and, for clarity, does not include the Funders.

(14) **"Management Committee"** means the Management Committee of the Board, more specifically described in Section 6.5 of this By-law.

(15) **"meeting of members"** means an annual meeting of members and a special meeting of members.

(16) **"Nominating Committee"** means the Nominating Committee, more specifically described in Section 6.7 of this By-law.

(17) **"non-business day"** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as may be amended, restated or in effect from time to time.

(18) "**person**" includes any individual, body corporate, partnership, trust, joint venture or unincorporated organization or association.

(19) **"Policies"** means the policies and procedures from time to time enacted by the Board to deal with details and procedures for the operation of the Corporation or the affairs of the Corporation, the Board, the Management Committee, the Nominating Committee, Committees or members.

(20) **"recorded address"** means:

(a) in the case of a member, his or her address as recorded in the register of members;

(b) in the case of joint members, the address appearing in the register of members in respect of the joint holding or the first address so appearing if there is more than one;

(c) in the case of an officer, public accountant or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and

(d) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

(21) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.

(22) **"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.

(23) "**Standards Steering Committee**" means the Standards Steering Committee of the Alliance as that committee is defined and staffed by the Alliance from time to time.

(24) "**Strategic Advisory Board**" means the Strategic Advisory Board of the Alliance as that board is defined and staffed by the Alliance from time to time.

1.2 Other Definitions

(1) In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include all genders and "**including**" means including, without limitation.

(2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.

Section 2 – GENERAL

2.1 Registered Office

The registered office of the Corporation shall be in the province or territory within Canada specified in its Articles from time to time and at such location therein as the Board may from time to time determine.

2.2 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.

2.3 Financial Year

The Board may, by resolution, fix the financial year end of the Corporation and may from time to time, by resolution, change the financial year end of the Corporation.

2.4 Annual Financial Statements

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

2.5 Execution of Instruments

(1) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of its Directors or officers.

(2) In addition, the Board may from time to time authorize any other person or persons to sign any particular instruments.

(3) Any officer or Director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Corporation. Any signing officer may affix the corporate seal to any instrument requiring the same.

(4) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

2.6 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

2.7 Severability

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

Section 3 – BORROWING AND SECURITY

3.1 Borrowing Power

(1) Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time on behalf of the Corporation, without authorization of the members:

(a) borrow money upon the credit of the Corporation;

(b) issue, reissue, sell or pledge bonds, debentures, notes or other debt obligations or guarantees of the Corporation, whether secured or unsecured;

(c) give, directly or indirectly, financial assistance to any person by means of a loan or a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including accounts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other debt obligations or guarantees or any other present or future indebtedness, liability or obligation of the Corporation.

(2) Nothing in Section 3.1(1) limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.2 Delegation

Subject to the Act and the Articles, the Board may from time to time delegate to a committee of the Board, a Director or an officer of the Corporation or any other person as may be designated by the Board all or any of the powers conferred on the Board by Section 3.1 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

Section 4 – DIRECTORS

4.1 Duties of Directors

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.2 Number of Directors

If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation, the number of Directors may not be fewer than 3, at least 2 of whom are not officers or employees of the Corporation or its affiliates.

4.3 Qualification

No person shall be qualified for election or acting as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director must be a member or must be established as a member within ten (10) days of his or her election or appointment as a Director. The majority of the Directors are not to be employed on a full time basis by for-profit businesses.

4.4 Election and Term

(1) At the first meeting of members electing Directors after approval of this By-law, one-third of the Directors shall be elected an initial term of one (1) year, one-third of the Directors shall be elected for an initial term of two (2) years, and one-third of the Directors shall be elected for an initial term of three (3) years. Thereafter, except where an election is held to fill the unexpired position of a term, newly elected Directors shall be elected for three-year terms. Subject to the exceptions below, no Director shall be a Director for a consecutive period exceeding the greater of nine (9) years or the ninth (9th) annual meeting electing Directors following the initial election of such Director.

(2) The election of the Directors shall be conducted under the direction of the Secretary at an annual meeting in accordance with the following procedure and the Policies from time to time passed by the Board in respect thereof:

(a) The Nominating Committee will prepare the slate of nominees to fill any vacancies on the Board for election as Directors at each annual meeting of members. The slate of nominees shall be presented to the Board in accordance with the Policies.

(b) A slate of nominees confirmed by the Board shall be presented to the members for election or acclamation at an annual meeting.

(c) In the event that, as a result of the nomination process described in this Section 4.4, the total number of Directors is required to be changed from that number previously authorized by special resolution, such increase or decrease in the total number of Directors must be first authorized by special resolution passed by the members at the annual meeting and thereafter, the slate of nominees confirmed by the Board may be presented to the members for election as Directors.

(d) Notwithstanding the foregoing, at the first meeting of members electing Directors after the approval of this By-law, the slate of nominees presented to the Members for election shall be for the entire Board and shall reflect the terms set forth in Section 4.4(1).

(3) The election of Directors shall be by resolution, or if demanded by a member or a proxy-holder, by ballot.

(4) If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

(5) 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 to hold office as a Director unless:

(a) he or she was present at the meeting when the election took place and he or she did not refuse to hold office as a Director; or

(b) he or she was not present at the meeting when the election took place, and:

(i) he or she consented to hold office as a Director in writing before the election or within 10 days after it; or

(ii) he or she has acted as a Director pursuant to the election.

4.5 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

4.6 Ceasing to Hold Office

A Director ceases to hold office when:

(a) he or she dies;

(b) he or she is removed from office by the members;

(c) he or she ceases to be qualified for election as a Director; or

(d) his or her written resignation is received by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.7 Filling Vacancies

(1) Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except for a vacancy resulting from:

(a) an increase in the number or minimum number of Directors; or

(b) a failure of the members to elect the number or minimum number of Directors provided for in the Articles.

(2) Where the Articles of the Corporation so provide, the Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of Directors so appointed may not exceed the number of Directors elected at the last annual meeting of members.

4.8 Action by the Board

(1) The Board shall exercise its powers by or pursuant to a by-law or resolution either by the signatures of all the Directors then in office, if constituting a quorum, or passed at a Board meeting at which a quorum is present.

(2) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.9 Conflict of Interest

A Director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of the Board meeting, the nature and extent of his or her interest at the time and in the manner provided by the Act. Such a Director shall not vote on any resolution to approve the same except as provided by the Act.

4.10 Remuneration and Expenses

Unless the Articles otherwise provide, Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her services. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

4.11 Policies

The Board may establish Policies to direct the operations and activities of the Corporation and shall monitor and evaluate such operations and activities to ensure compliance with the Corporation's objects, Bylaws and strategic directions.

Section 5 – BOARD MEETINGS

5.1 Meeting by Telephone or Electronic Facilities

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

5.2 Calling of Meetings

Board meetings shall be held from time to time at such time and at such place as the Board, the chairperson of the Board, the vice-chair of the Board, the president or any two Directors may determine. For the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

5.3 Notice of Meeting

(1) Notice of the time and place of each Board meeting shall be sent in the manner provided in Section 12 to each Director:

(a) not less than 7 days before the time when the meeting is to be held if the notice is mailed; or

(b) not less than 48 hours before the time the meeting is to be held if the notice is given personally, is delivered or sent by any means of transmitted or recorded communication.

(2) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.4 Waiver of Notice

A Director may in any manner or at any time waive notice of or otherwise consent to a Board meeting. Attendance of a Director at a Board meeting shall constitute a waiver of notice of that meeting except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

5.5 First Meeting of New Board

As long as a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

5.6 Adjourned Meeting

Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.7 Regular Meetings

The Board may appoint a day or days in any month or months for regular Board meetings 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 shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.8 Chairperson and Secretary

The chair of any Board meeting shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: chairperson of the Board; vice-chair of the Board; or president. If no such officer is present, the Directors present shall choose one of their number to chair that meeting. The secretary of the Corporation shall act as secretary of any Board meeting, and, if the secretary of the Corporation is absent, the chair of that meeting shall appoint a person who need not be a Director to act as secretary of the meeting.

5.9 Quorum

A majority of the Directors constitutes a quorum at a Board meeting.

5.10 Votes to Govern

(1) At all Board meetings, every question shall be decided by a majority of the votes cast on the question.

(2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.11 Casting Vote

In case of an equality of votes at a Board meeting, the chair of the meeting in addition to an original vote shall not be entitled to a second or casting vote.

5.12 Resolution in Lieu of Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, is as valid as if it had been passed at a Board meeting.

Section 6 – COMMITTEES

6.1 Committees of the Board

(1) The Board may appoint from their number one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board, except powers to:

(a) submit to the members any question or matter requiring the approval of the members;

(b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;

(c) issue debt obligations except as authorized by the Directors;

(d) approve any financial statements;

(e) adopt, amend or repeal By-laws; and

(f) establish contributions to be made, or dues to be paid, by members.

(2) Any committee member may be removed by resolution of the Board.

6.2 Transaction of Business

Subject to the provisions of Section 6.1, the powers of a committee of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

6.3 Advisory Bodies

The Board may from time to time appoint such advisory bodies as it may deem advisable.

6.4 Procedure

Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to formulate its own rules of procedure. To the extent that the Board or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board meetings shall apply with all necessary modifications.

6.5 Management Committee

Subject to the requirements of the Act, the Board may, at its discretion, establish an Management Committee, to be comprised of the chairperson of the Board, vice-chairs of the Board and President, and/or such other Directors as the Board may determine from time to time, that will regularly meet to advance the strategic direction of the Corporation between meetings of the Board, subject to the restrictions, if any, imposed from time to time by the Board. The Management Committee shall be responsible for and shall report to the Board about the Corporation's direction, values, progress and deliverables. The Management Committee will work with the officers to provide leadership for the Corporation. The Management Committee will work with the Executive Committee of the Alliance to provide leadership coordination to the Corporation and the Alliance. The chairperson of the Board shall serve as the chair of the Management Committee and will report on all activities of the Management Committee to the Board at each meeting.

6.6 Finance, Audit and Risk Committee

Subject to the requirements of the Act, the Board will establish a Finance, Audit and Risk Committee, to be comprised of such Directors as the Board may determine from time to time and which shall operate in compliance with applicable Policies. The Finance, Audit and Risk Committee shall be responsible for financial oversight of the Corporation.

6.7 Nominating Committee

(1) Subject to the requirements of the Act, the Board will establish a Nominating Committee, to be comprised of such Directors as the Board may determine from time to time and which shall operate in compliance with applicable Policies. The Nominating Committee shall be responsible for:

(a) ongoing review and recommendations to enhance the quality and future viability of the Board;

(b) identifying, recruiting and proposing new Directors;

(c) facilitating the Board's self-assessment, plans for leadership success and plans for Board professional development through orientation, and ongoing training and development.

(2) The Nominating Committee will be responsible for collecting nominations from three stakeholder groups:

(a) Funders' Forum;

(b) Strategic Advisory Board; and

(c) Standards Steering Committee.

Each stakeholder group shall be provided clear guidance on competency and representation needs and will meet with the Nominating Committee to discuss and determine the nominations from the three stakeholder groups.

(3) The ultimate recommendations by the Nominating Committee to the Board for a slate of nominees to fill any vacancies on the Board for election as Directors at each annual meeting of members shall be at the discretion of the Nominating Committee after due consideration of the recommendations from the three stakeholder groups.

(4) Subject to Section 6.7, the majority of Directors on the Board at any one time will reflect nominations originating from the Funders Forum with the remaining Directors on the Board reflecting nominations originating from both the Strategic Advisory Board and the Standards Steering Committee.

Section 7 – OFFICERS

7.1 Appointment

The Board may from time to time designate the offices of the Corporation and from time to time appoint a chairperson of the Board, a vice-chair of the Board, a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with these By-laws and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. Except for the chairperson of the Board or vice-chair of the Board, an officer may, but need not be, a Director. A Director may be appointed to any office of the Corporation.

7.2 Chairperson of the Board

The Board may from time to time appoint a chairperson of the Board who shall be a Director. If appointed, the Board may assign to the chairperson of the Board any of the powers and duties that are by any provisions of these By-laws assigned to the president. The chairperson of the Board shall have such other powers and duties as the Board may specify.

7.3 Vice-Chair of the Board

If appointed, the vice-chair of the Board shall be a Director. If the chairperson of the Board is absent or unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify.

7.4 President

The Board may from time to time appoint a President. If appointed, the President shall have general supervision of the activities and affairs of the Corporation, including responsibility for engaging with the international community as well as overseeing the day-to-day activities of core staff, and such other powers and duties as the Board may specify. The President shall carry out such duties and responsibilities as assigned by the Board. The President shall be accountable to the Board for the day to day operations of the Corporation and shall be responsible for developing the Corporation's vision and implementing the Policies and procedures that allow that vision to be accomplished. The President shall be responsible for supporting the Management Committee and the Nominating Committee

7.5 Secretary

Unless otherwise determined by the Board, the secretary shall, if appointed, attend and be the secretary of all meetings of the Board, members and committees of the Board that he or she attends. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at meetings of the Board, members and committees of the Board, whether or not he or she attends such meetings. The secretary shall give or cause to be given, as and when instructed, all notices to members, Directors, officers, the public accountant and members of committees of the Board. The secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified.

7.6 Treasurer

If appointed, the treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as the Board may specify.

7.7 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

7.8 Term of Office

(1) 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:

(a) the officer's successor being appointed;

(b) the officer's resignation;

(c) such officer ceasing to be a Director (if a necessary qualification of appointment); or

(d) such officer's death.

(2) If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

7.9 Conflict of Interest

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 4.9.

Section 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss,

damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.2 Indemnity

(1) 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, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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.

(2) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2(1). The individual shall repay the monies if he or she does not fulfil the conditions of Section 8.2(3).

(3) The Corporation shall not indemnify an individual under Section 8.2(1) unless he or she:

(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 he or she acted as a 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 8.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

8.3 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 8.2(1) as the Board may from time to time determine.

Section 9 – MEMBERS

9.1 Membership Conditions

Subject to the Articles, there shall be one class of member in the Corporation. Membership in the Corporation shall be available only to Directors who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be

determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

9.2 Membership Transferability

A membership may only be transferred to the Corporation.

Section 10 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

10.1 Membership Dues

There shall be no dues payable by members for membership in the Corporation.

10.2 Termination of Membership

Subject to earlier termination as set out below, the term of membership of a member who qualifies as a member as a result of being a Director shall be the same as his or her term as a Director. A membership in the Corporation is terminated when:

(a) the member dies;

(b) the member fails to maintain any qualifications for membership described in Section 9.1 (and for greater certainty, a membership is terminated when the member ceases to be a Director);

(c) the member resigns by delivering a written resignation to the chairperson of the Board, in which case such resignation shall be effective on the date specified in the resignation;

(d) the member is expelled in accordance with Section 10.4 or is otherwise terminated in accordance with the Articles or By-laws;

(e) the member's term of membership expires; or

(f) the Corporation is liquidated or dissolved under the Act.

10.3 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

10.4 Discipline of Members

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

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

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(2) If the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20-day period. If no written submission is received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 10.4(2), the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

Section 11 – MEETINGS OF MEMBERS

11.1 Annual Meetings

The annual meeting of members shall be held at such time in each year and, subject to Section 11.5, at such place as the Board may from time to time determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing or waiving the appointment of an public accountant, fixing or authorizing the Directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

11.2 Special Meetings

The Board shall have power to call a special meeting of members at any time.

11.3 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 20% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

11.4 Meeting Held by Electronic Means

(1) Any person entitled to attend a meeting of members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during

the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting.

(2) Directors who call (but not members who requisition) a meeting of members may determine that:

(a) the meeting shall be held, in accordance with 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; and

(b) any vote shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

(3) Any vote at a meeting of members may be carried out by means of a telephonic, electronic or other communication facility, if the facility:

(a) enables the votes to be gathered in a manner that permits their subsequent verification; and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

11.5 Place of Meetings

(1) Meetings of members shall be held at such place in Canada as the Directors determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Canada where a meeting of members may be held, a meeting of members of the Corporation may be held outside Canada. A meeting held under Section 11.4 shall be deemed to be held at the place where the registered office of the Corporation is located.

(2) 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.

11.6 Notice of Meeting of Members

(1) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility 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.

(2) Notice of the time and place of each meeting of members shall also be given in the manner provided in Section 12.1 not less than 21 days before the date of the meeting to each Director and to any public accountant.

(3) Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of Directors and reappointment of the incumbent public accountant or fixing or authorizing the Directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:

(a) the nature of the business in sufficient detail to permit the members to form a reasoned judgment on it; and

(b) the text of any special resolution to be submitted to the meeting.

11.7 Waiver of Notice

(1) A meeting of members may be held without notice at any time and place permitted by the Act if:

(a) all the members entitled to vote at the meeting are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to the meeting being held; and

(b) the public accountant and the Directors are present or waive notice of or otherwise consent to the meeting being held,

so long as the members, public accountant or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) At a meeting held under Section 11.7(1), any business may be transacted which the Corporation may transact at a meeting of members.

11.8 Chair, Secretary and Scrutineers

The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairperson of the Board; vice-chair of the Board; president; or a vice-president who is a member. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to chair the meeting. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

11.9 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the members shall be those entitled to attend or vote at the meeting, the Directors, public accountant, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles or the By-laws 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.

11.10 Quorum

A quorum of members is present at a meeting of members if a majority of the members is present. A quorum need not be present throughout the meeting provided that a quorum is present at the opening of the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time after that the members may determine, the members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

11.11 Absentee Voting at Members' Meetings

(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the member or by their agent or mandatary:

(i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

(ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

(c) a proxyholder or an alternate proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

(d) if a form of proxy is created by a person other than the member, the form of proxy shall:

(i) indicate, in bold-face type,

(A) the meeting at which it is to be used;

(B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and

(C) instructions on the manner in which the member may appoint the proxyholder;

(ii) contain a designated blank space for the date of the signature;

(iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

(iv) provide a means for the member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;

(v) provide a means for the member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors; and

(vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under section (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

(e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with section (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

(f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

(g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(2) As an alternative to Section 11.11(1) every member which is a body corporate or other legal entity may authorize by resolution of its directors or governing body an individual to

represent it at a meeting of members and that individual may exercise on the member's behalf all the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of the resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a member. The proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

11.12 Time for Deposit of Proxies

The Board may fix a time not exceeding 48 hours, excluding non-business days, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or its agent, and any time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Corporation or its agent specified in the notice or if, no such time having been specified in the notice, it has been received by the secretary of the Corporation or by the chair of the meeting before the time of voting.

11.13 Votes to Govern

At any meeting of members, every question shall, unless otherwise required by the Articles, By-laws or the Act, be determined by a majority of the votes cast on the question.

11.14 Casting Vote

In case of an equality of votes at any meeting of members on a show of hands, on a poll or on the results of an electronic ballot, the chair of the meeting shall not be entitled to a second or casting vote.

11.15 Show of Hands

Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot is required or demanded as provided. On a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chair declared a resolution to be carried or defeated is, in the absence of proof to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.16 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken on it, the chair may require a ballot or any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time before the ballot is taken.

11.17 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

11.18 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, in accordance with the Act:

(a) in the case of the resignation or removal of a Director, or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of that Director; or

(b) in the case of the removal or resignation of a public accountant, or the appointment or election of another person to fill the office of public accountant, representations in writing are made to the Corporation by that public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

11.19 Proposals Nominating Directors at Annual Meetings of Members

Subject to the Regulations, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

11.20 Cost of Publishing Proposals for Meetings of Members

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

Section 12 – NOTICES

12.1 Method of Giving Notices

(3) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a

member, Director, officer or member of a committee of the Board or to 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 sent by the Corporation in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;

(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 Part 17 (Documents in Electronic or Other Form) of the Act.

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

12.2 Computation of Time

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

12.3 Undelivered Notices

If any notice given to a member pursuant to Section 12.1 is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to that member until he or she informs the Corporation in writing of his or her new address.

12.4 Omissions and Errors

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 of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on such notice.

12.5 Waiver of Notice

Any member, proxyholder or other person entitled to notice of or attend a meeting of members, Director, officer, public accountant or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the Articles, the By-laws or otherwise, and that 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 the 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 a committee of the Board, which may be given in any manner.

Section 13 – DISPUTE RESOLUTION

13.1 Dispute Resolution Mechanism

If a dispute or controversy among members, Directors, officers or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

(a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

(b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

Section 14 – AMENDMENT AND REPEAL

14.1 Amendment

(5) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have

effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

(6) Section 14.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to Sections 9.1, 9.2, 11.4(1), 11.6(1), 11.6(3), 11.11, 11.12, 12.1 and this 14.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

14.2 **Repeal**

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

MADE by the Board the __8___ day of _____December_____, 2020.



Peter Goodhand

President



J. Robert Hall

Secretary & Treasurer