

BYLAWS

of the

Health Data Research Network Canada / Réseau de recherche sur les données de santé du Canada

(the “Corporation”)

ARTICLE 1- INTERPRETATION

1.01 **Definitions**

In these bylaws, unless the context otherwise requires:

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

“**articles**” means the original or restated articles of the Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Board**” means the directors of the Corporation, consisting of a quorum of the duly elected or appointed directors acting in a duly convened meeting or by written resolution as provided in these bylaws;

“**Board Resolution**” means a resolution passed by a majority of the directors of the Corporation at a duly constituted meeting of the Board;

“**bylaws**” means the bylaws of the Corporation as amended and which are, from time to time, in force and effect;

“**director**” means an individual occupying the position of director for the time being;

“**Electronic Means**” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, computer or internet-based technology or other communication facility or medium, that:

- (1) in relation to a meeting or proceeding permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and
- (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

“**meeting of members**” means an annual meeting of members or a special meeting of members, and includes a meeting of members held by Electronic Means in accordance with these bylaws;

“**members**” means the incorporators of the Corporation, and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and “**member**” means any one of them;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

- (1) In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- (2) Other than as specified above, definitions in the Act apply to these bylaws and if there is a conflict between these bylaws and the Act, the Act shall prevail.

ARTICLE 2 - CONTRACTS

2.01 Execution of Documents

- (1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the officers or directors of the Corporation as appointed by Board Resolution from time to time.
- (2) The Board may from time to time appoint by Board Resolution any person or persons on behalf of the Corporation to sign specific deeds, transfers, assignments, contracts, obligations and other instruments. All such deeds, transfers, assignments, contracts, obligations and other instruments so signed shall be binding on the Corporation without any further authorization or formality.
- (3) Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy

ARTICLE 3 – FINANCIAL

3.01 Financial Year

The financial year end of the Corporation shall be determined by Board Resolution.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Board Resolution. The banking business or any part of it

shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.03 Borrowing Powers

The Board may, without authorization of the members, borrow money on the credit of the Corporation, issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation, and give a guarantee on behalf, and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

ARTICLE 4 - MEMBERSHIP

4.01 Duties

Each member of the Corporation shall uphold the articles and comply with these bylaws.

4.02 Composition

- (1) There shall be one class of members of the Corporation.
- (2) Each director shall be deemed to be a member upon beginning to hold his or her position as a director without having to apply for membership in the Corporation.
- (3) Membership in the Corporation shall be available only to the incorporators of the Corporation provided for in the articles, the directors of the Corporation in office from time to time, and such other individuals, not-for-profit entities, corporations or government entities interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the existing members.
- (4) A member shall continue as a member until he or she ceases to be a member pursuant to section 4.06 of these bylaws.
- (5) Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
- (6) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section 4.02 of the bylaws.

4.03 Transferability of Membership

- (1) Membership in the Corporation is not transferable.
- (2) Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section 4.03 of the bylaws.

4.04 Membership Dues

The membership fees of the Corporation may be determined by Board Resolution from time to time. In the absence of any Board Resolution regarding membership fees, no membership fees are payable.

4.05 Good Standing

All members of the Corporation shall be deemed to be in good standing except a member of the Corporation who has failed to pay the current annual membership fees, if any, or any other fees, dues, subscription, levy, debt or other amount due and owing by the member to the Corporation, and the member shall not be deemed to be in good standing so long as the amount remains unpaid.

4.06 Termination of Membership

A person shall immediately cease to be a member of the Corporation upon:

- (1) the member's ceasing to be a director of the Corporation;
- (2) the member's death or ceasing to exist;
- (3) the member's resignation provided in writing to the secretary or chair of the Corporation then in office, such resignation to take effect on the date the notice is actually received or on such later date as may be stated in such notice;
- (4) the member's expulsion from membership in accordance with these bylaws; or
- (5) upon completion of the liquidation or dissolution of the Corporation under the Act.

4.07 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.

4.08 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, bylaws, or written policies of the Corporation;
 - (b) carrying on any conduct that may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (2) In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the chair, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make

written submissions to the chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, the chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 5 - MEETINGS OF MEMBERS

5.01 Annual Members' Meeting

- (1) An annual general meeting of members of the Corporation shall be held at such time and at such place as the Board may determine and on such day no later than 6 months after the end of the Corporation's fiscal year as the Board may appoint, but at least once in each calendar year and not more than 15 months after the adjournment of the previous annual meeting of members or, in the case of the first annual meeting of members of the Corporation, not more than 18 months after the date of incorporation of the Corporation.
- (2) At every annual general meeting of members of the Corporation, in addition to any other special or general business that may be transacted, the following ordinary business of the Corporation shall be transacted:
 - (a) the report of the Board given;
 - (b) the most recent financial statements of the Corporation, and any report of the public accountant thereon, presented to the members;
 - (c) the election of directors; and
 - (d) if the Corporation is required to have a public accountant, the public accountant appointed for the ensuing year.

5.02 Notice of Members' Meeting

- (1) Notice of the time and place of a meeting of members shall be given to each member by mail, courier, personal delivery, telephone, email, electronic or other communication facility not less than 30 days and not more than 60 days before the day on which the meeting is to be held.
- (2) If the Board has determined to permit participation in a meeting of members by Electronic Means, notice of the meeting of members shall inform the recipients of the notice how to participate in the meeting of members by Electronic Means.
- (3) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

5.03 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.04 Absentee Voting at Members' Meetings

- (1) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by Electronic Means if the Corporation has a system that:
 - (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 voted.
- (2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

5.05 Proxy Voting

A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

5.06 Place of Members' Meeting

Meetings of the members may be held at any place within Canada determined by Board Resolution or, if all of the members entitled to vote at such meeting so agree, outside Canada.

5.07 Persons Entitled to be Present at Members' Meetings

- (1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation, if any, and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting.
- (2) Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.08 Chair of Members' Meetings

In the event that the chair and the vice-chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.09 Quorum at Members' Meetings

A quorum at any meeting of members shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.10 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles, these bylaws or by the Act, be determined by ordinary resolution. The chair of a meeting of members may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

5.11 Quorum Not Present

If within 30 minutes after the time appointed for a meeting of members of the Corporation, a quorum is not present, the meeting, if convened on the requisition of members of the Corporation, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the holding of the meeting, the members of the Corporation present, provided that there are at least two, shall constitute a quorum.

5.12 Resolutions

A resolution proposed at a meeting of members need not be seconded before a vote is taken. The chair of a meeting of members may move or propose a resolution.

5.13 Adjournment

Any meeting of members of the Corporation may be adjourned from time to time and from place to place, but business shall not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.14 Notice of Adjournment

Notice of an adjournment of a meeting of members need not be given except when a meeting of members is adjourned for 10 days or more, in which case notice of the adjourned meeting of members shall be given as in the case of the original meeting of members.

5.15 Deficiencies in Notice

No accidental error or omission in giving notice of any meeting of members of the Corporation shall invalidate such meeting or make void any proceeding taken thereat.

5.16 Participation by Electronic Means at Members' Meetings

A person participating in a meeting by Electronic Means is deemed to be present at the meeting. Notwithstanding any other section of these bylaws, any person participating in a meeting of members who is entitled to vote at that meeting may vote, in accordance with the Act and these bylaws, by such Electronic Means that the Corporation has made available for that purpose.

5.17 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by Electronic Means.

5.18 Consent Resolutions

Any reference in these bylaws to a meeting of members includes a reference to a unanimous members' resolution consented to in writing by all members of the Corporation, as contemplated by the Act.

ARTICLE 6 – BOARD OF DIRECTORS

6.01 Duties

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

6.02 Number of Directors

- (1) The Board shall consist of the number of directors specified in the articles.
- (2) Subject to the foregoing subsection 6.02(1), the number of directors shall be determined by ordinary resolution from time to time.
- (3) Unless otherwise provided by resolution of the Board, no director may be an employee of the Corporation.

6.03 Qualifications

Each director:

- (1) Shall be at least 18 years of age;
- (2) Shall have power and capacity under law to contract;
- (3) Shall not have the status of bankrupt; and
- (4) Shall be an individual, and no director may be a person who is not an individual.

6.04 Nominations

- (1) The members shall, by ordinary resolution at each annual meeting of members at which an election of directors is required, elect directors to hold office for the term provided by these bylaws; provided that, the first Board shall be comprised of the incorporators of the Corporation provided for in the articles and the incorporators shall hold office from the issue of the certificate of incorporation until the first meeting of members.
- (2) Nominations for prospective directors and any supporting information in respect of such nominee may be submitted to the secretary of the Corporation, in accordance with the

policies of the Nominations Committee, by any officer or director of the Corporation and by any officer or director of a Health Data Research Network Canada partner organizations prescribed in a list maintained by the Nominations Committee from time to time (each, an “HDRN Canada Organization”).

- (3) The appointment of directors shall be by election or acclamation; provided that, if there are more candidates for election as directors than there are positions for directors that will become vacant at the close of the next annual general meeting of members, the election of directors shall be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no member shall vote for more directors than the number of vacant positions for director. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- (4) If the Board determines the meeting of members at which directors are to be elected may be held by Electronic Means, the notice of meeting of members shall include the details of how to vote by Electronic Means for the appointment of directors.
- (5) Each newly acclaimed or elected director shall take office commencing at the close of the meeting of members at which he or she was appointed, provided that the newly acclaimed or elected director:
 - (a) was present at the meeting when the election or acclamation took place and did not refuse to hold office as director; or
 - (b) was not present at the meeting of members at which he or she was elected or acclaimed, but consented to hold office as a director in writing before the election or acclamation or within 10 days from the date upon which the election or acclamation occurred.

6.05 Term of Office of Directors

- (1) The term of office of elected and acclaimed directors shall normally be three years; provided that, the Board shall determine by Board Resolution that one of each of the first directors appointed to the first Board hold office, respectively, for a term lasting:
 - (a) three (3) years;
 - (b) two (2) years; and
 - (c) one (1) year.
- (2) Elected and acclaimed directors may be elected to two consecutive terms but then must cease to be an elected director for at least one year before being eligible for re-election.

6.06 Removal of Director

The members of the Corporation may, by ordinary resolution at a special meeting remove any director or directors from any office.

6.07 Vacancy in Office

A director shall immediately cease to be a director upon:

- (1) being removed in accordance with section 6.06 of these bylaws;
- (2) the director's successor being acclaimed or elected at a general meeting of members;
- (3) providing the director's resignation in writing to the secretary or chair of the Corporation then in office, such resignation to take effect on the date the notice is actually received or on such later date as may be stated in such notice;
- (4) such director ceasing to meet the qualifications of a director as provided at section 6.03 of these bylaws; or
- (5) such director's death.

6.08 Casual Vacancy

If a casual vacancy in the office of a director should occur at any time, the Board may fill that vacancy by Board Resolution, except if the vacancy resulted from an increase in the number of directors or a failure to elect the number of directors provided for in these bylaws. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor, subject to the affirmation vote of the members at the next annual meeting of members.

6.09 Remuneration

Each director shall serve without remuneration. A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

ARTICLE 7 – BOARD MEETINGS

7.01 Calling of Meetings of Board

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time.

7.02 Notice of Meeting of Board

- (1) Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation not less than seven days before the time when the meeting is to be held.
- (2) Notice of a meeting shall not be necessary if all of the directors were present at the previous meeting, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (3) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

- (4) Unless these bylaws 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.

7.03 Regular Meetings

- (1) Subject to a Board Resolution providing otherwise, the Board shall meet at least four (4) times per year.
- (2) Any director absent from two (2) meetings in succession or three (3) meetings in a twelve month period (in this section, the "Absentee Director"), who has failed to provide an adequate explanation for such absence to the Board, shall trigger the following process:
 - (a) The secretary shall send notice to the members of a special meeting soliciting a vote on whether to remove the Absentee Director;
 - (b) The Absentee Director shall receive notice of the meeting;
 - (c) The Absentee Director may provide written reasons for his or her absenteeism, and request that he or she not be removed from the Board;
 - (d) The members shall receive a copy of the Absentee Director's written reasons at the meeting of members, and due consideration shall be given to such written reasons; and
 - (e) The members of the Corporation shall determine whether the director should be removed from the Board, in accordance with section 6.06.

7.04 Votes to Govern at Meetings of the Board

- (1) Each director in attendance at a meeting of the Board shall be entitled to one vote, provided that a director materially interested in a contract or transaction with the Corporation may not vote in respect of that contract or transaction except in the case of a contract or transaction relating to insurance for the benefit of such director against personal liability incurred by him or her as a director.
- (2) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

7.05 Quorum

At a meeting of the Board, a quorum shall consist of a majority of the directors in office at the time of the meeting.

7.06 Resolutions

A resolution proposed at a meeting of the Board need not be seconded before a vote is taken. The chair of a meeting of the Board may move or propose a resolution.

7.07 Proxies

No director may at any time appoint a proxy or alternate or attorney to represent him or her at a meeting of the Board.

7.08 Participation by Electronic Means at Meetings of the Board

A director may, if all of the directors consent, participate in a meeting of directors by Electronic Means. A director who participates by Electronic Means is deemed for purposes of the Act and these bylaws to be present at that meeting.

7.09 Unanimous Written Resolutions

A resolution in writing signed by all directors is as valid and effective as had it been passed at a duly constituted meeting of the Board.

7.10 Deficiencies in Notice

No accidental error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceeding taken thereat.

ARTICLE 8 – POWERS OF THE BOARD

8.01 Powers

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the articles, these bylaws or the Act otherwise required to be exercised or done by the members of the Corporation in a meeting of members.

ARTICLE 9- COMMITTEES

9.01 Committees of the Board of Directors

- (1) The Board may from time to time designate any committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit to delegate. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make from time to time.
- (2) Any committee member may be removed by Board Resolution. A person is not required to be a director or member to be a committee member.

9.02 Nominations Committee

- (1) There shall be a standing Nominations Committee.
- (2) The secretary of the Corporation from time to time, or such other director as the secretary may appoint in his or her place, shall be the chair of the Nominations Committee.
- (3) The purpose of the Nominations Committee shall be to facilitate the election or acclamation of the directors at the annual general meeting of members.

- (4) The Nominations Committee shall maintain a list of HDRN Canada Organizations updated from time to time, who manage the distributed resources that carry out the work of the Corporation.
- (5) The Nominations Committee shall solicit candidates to stand for election as directors of the Corporation by sending a notice to one or more contacts at each of the HDRN Canada Organizations. The Nominations Committee shall gather the names and any pertinent details to submit to the members for their consideration in respect of the nominees. The Nominations Committee shall oversee the actual election of directors at the annual meeting of members and tally any votes in respect of the election of directors. The Nominations Committee shall advise the Board of the results of the election and any acclamation of directors following each meeting of members at which an election is held.
- (6) Subject to such regulations or directions as the Board may make, the Nominations Committee shall formulate its own rules of procedure, and shall meet at such time and at such place, or by Electronic Means, as the Nominations Committee determines from time to time.

9.03 Finance Committee

- (1) There shall be a standing Finance Committee.
- (2) The treasurer of the Corporation from time to time, or such other director as the treasurer may appoint in his or her place, shall be the chair of the Finance Committee.
- (3) The purposes of the Finance Committee shall be:
 - (a) to oversee and prepare any reports in respect of the financial position of the Corporation on a regular basis, and to report to the Board in respect of same;
 - (b) to liaise with the public accountant, if any, appointed to audit or review the Corporation; and
 - (c) to oversee and ensure compliance with all reporting obligations that may be imposed on the Corporation by any grant-maker or pursuant to any funding agreement or arrangement.
- (4) If the Corporation is required to have a public accountant, the Finance Committee shall be comprised of not less than three directors, a majority of whom are not officers or employees of the Corporation.
- (5) The treasurer is empowered to negotiate and enter in to any contract for services that may be required to assist with the management or oversight of the financial position of the Corporation, and any contract for services that may be required to fulfill the reporting obligations of the Corporation from time to time.
- (6) The treasurer shall report to the Board regularly and keep the Board fully apprised of any contracts for services between the Corporation and any third party.

- (7) Subject to such regulations or directions as the Board may make, the Finance Committee shall formulate its own rules of procedure, and shall meet at such time and at such place, or by Electronic Means, as the Finance Committee determines from time to time.

ARTICLE 10 - OFFICERS

10.01 Appointment of Officers

- (1) The Board may by Board Resolution designate the offices of the Corporation, appoint officers on an annual basis or upon a vacancy arising in any office, specify the duties of an officer and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.
- (2) A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these bylaws otherwise provide. Two or more offices may be held by the same person.
- (3) The Board may appoint the officers of the Corporation following the close of an annual meeting of members of the Corporation or otherwise from time to time as the Board determines.

10.02 Vacancy in Office

- (1) In the absence of a written agreement to the contrary, the Board may by Board Resolution 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 become vacant, the directors may by resolution, appoint a person to fill such vacancy.

10.03 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers:

- (1) Chair of the Board

The Board shall appoint a chair. The chair shall:

- (a) be a director;

- (b) when present, preside at all meetings of the Board and all meetings of the members;
- (c) oversee all other directors in the performance of their duties; and
- (d) have such other duties and powers as the Board may specify.

(2) Vice-Chair of the Board

If the Board appoints a vice-chair, the vice-chair shall:

- (a) be a director;
- (b) in the absence of the chair, perform the duties and powers of the chair; and
- (c) have such other duties and powers as the Board may specify.

(3) Secretary

The Board shall appoint a secretary. The secretary shall:

- (a) attend and record the minutes or cause the minutes to be recorded of all meetings of the Board and all meetings of the members;
- (b) enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
- (c) act as chair to the Nominations Committee, and report to the Board on a regular basis with respect to the actions of the Nominations Committee;
- (d) give or cause to be given, as and when instructed, notices of meetings to members, directors, the public accountant and committee members;
- (e) change the registered address of any member, director or officer of the Corporation upon receipt of and in accordance with any information believed by the secretary to be reliable;
- (f) be responsible for the conduct and correspondence of the Corporation; and
- (g) be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(4) Treasurer

The Board shall appoint a treasurer. The treasurer shall:

- (a) keep or cause to be kept such financial records, including books of account, as are necessary to comply with the articles of the Corporation, these bylaws, the Act, and any other applicable statute or law;
- (b) maintain custody and control of the assets of the Corporation, including the implementation of instructions of the Board as to:

- (i) the investment of assets of the Corporation; and
 - (ii) the Corporation's banking transactions;
 - (c) act as chair to the Finance Committee, and report to the Board on a regular basis with regard to the actions of the Finance Committee;
 - (d) render the financial statements to the Board or to other parties as the Board may direct;
 - (e) the disbursement of the funds of the Corporation as may be directed by Board Resolution; and
 - (f) the performance of such powers and duties as the Board may specify.
- (5) Scientific Director and CEO

The Board shall appoint a person to act as Scientific Director and CEO. The Scientific Director and CEO shall:

- (a) have such powers and duties as the Board may specify from time to time;
- (b) Be subject to such other rules and conditions as the Board may determine by resolution from time to time;
- (c) oversee the general and active management of the affairs of the Corporation;
- (d) subject to the authority of the Board, have general supervision of the affairs of the Corporation;
- (e) have the right to attend all meeting of the Board and all committees thereof, except such meetings as are deemed by the Board to be *in camera*, provided that the Scientific Directors and CEO shall not be entitled to vote at any such meeting; and
- (f) unless otherwise provided, shall not:
 - (i) be entitled to attend or otherwise participate in any meeting of the Board at which the Scientific Director and CEO's performance or compensation is under review; and
 - (ii) be entitled to receipt of any informational package or report that the Corporation delivers to the Board for the purpose of reviewing the Scientific Director and CEO's performance or compensation.

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

ARTICLE 11 - MISCELLANEOUS

11.01 Method of Giving Any Notice

- (1) Notwithstanding any other provision of these bylaws, a notice required by the Act, the regulations, the articles or the bylaws to be sent to a member or director of the Corporation may be sent by prepaid mail addressed to, or delivered personally to, the member or the director, as the case may be, at the latest address as shown in the records of the Corporation.
- (2) A notice delivered in accordance with the foregoing subsection 11.01(1) shall be deemed to have been received when it is delivered personally or, if mailed, shall be deemed to have been received on the third day after it has been deposited in a post office or public letter box.
- (3) If a member or director has consented in writing to receive notice in the form of an electronic document at a specified address for delivery, notice may be provided by email or such other electronic means in the form consented to and at the address provided by such member or director.
- (4) 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.
- (5) The declaration by the secretary that notice has been given pursuant to these bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- (6) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be printed or otherwise mechanically reproduced.

11.02 Invalidity of any Provisions of these Bylaws

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.

11.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws shall not invalidate any action taken at any meeting to which the notice pertained.

11.04 Disclosure of Material Conflict of Interest

- (1) A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer:
 - (a) is a party to the contract or transaction;

- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (c) has a material interest in a party to the contract or transaction.
- (2) The disclosure required by subsection (1) shall be made, in the case of a director:
- (a) at the meeting at which a proposed contract or transaction is first considered;
 - (b) if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - (c) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - (d) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
- (3) The disclosure required by subsection (1) shall be made, in the case of an officer who is not a director:
- (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (4) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (5) A director required to make a disclosure under subsection (1) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
- (a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the Corporation or an affiliate;
 - (b) is for indemnity or insurance under subsection 11.06(6) of these bylaws; or
 - (c) is with an affiliate.
- (6) For the purposes of this section 11.04, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a

contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in paragraph 11.04(1)(b) or (c);
 - (b) the director or officer has a material interest in the party; or
 - (c) there has been a material change in the nature of the director's or the officer's interest in the party.
- (7) The members of the Corporation may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under this section, and of any other documents that contain those disclosures, during usual business hours.
- (8) A contract or transaction for which disclosure is required under subsection 11.04(1) is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:
- (a) disclosure of the interest was made in accordance with this section;
 - (b) the directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (9) Even if the conditions of subsection 11.04(8) are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under subsection (1), and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:
- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.
- (10) If a director or an officer of the Corporation fails to comply with this section, a court may, on the application of the Corporation or any of its members, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

11.05 Dispute Resolution

- (1) Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this section 11.05.
- (2) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
 - (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators shall then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated, or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.
 - (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

11.06 Indemnification

- (1) The Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by 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 may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 11.06(1). The individual shall repay the money if the individual does not fulfil the conditions of the following subsection 11.06 (3).
- (3) The Corporation may not indemnify an individual under subsection 11.06(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 proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (4) The Corporation may, with the approval of a court, indemnify an individual referred to in subsection 11.06(1), or advance money under subsection 11.06(2), in respect of an action by or on behalf of the Corporation or other entity to procure a judgment 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 subsection 11.06(1), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subsection 11.06(3).
- (5) Despite subsection 11.06(1), an individual referred to in that subsection is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described in that subsection, if the individual seeking indemnity
 - (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
 - (b) fulfils the conditions set out in subsection 11.06(3).
- (6) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 11.06(1) against any liability incurred by the individual
 - (a) in the individual's capacity as a director or an officer of the Corporation; or
 - (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.