

BY-LAW NO. 3

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

COUNCIL ON DRUG ABUSE

CONTENTS

1.	Interpretation	9.	Executive Committee
2.	Head Office	10.	Committees
3.	Seal	11.	Voting Shares and Securities
4.	Membership	12.	Banking Arrangements and Contracts
5.	Meetings of Members	13.	Enactment and Amendment of Bylaws
6.	Directors	14.	Auditors
7.	Meetings of Directors	15.	Fiscal Year
8.	Officers	16.	Notices
		17.	Effective Date

BE IT AND IT IS HEREBY ENACTED as a by-law of **Council On Drug Abuse** called the "Corporation") as follows:

ARTICLE I
INTERPRETATION

1.1 **Definitions.** In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Corporations Act*, R.S.C. 1970 c. C-32, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (b) "board" means the board of directors of the Corporation;
- (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (d) "Corporation" means Council On Drug Abuse incorporated as a corporation without share capital under the Act by Letters Patent dated the 30th day of September, 1969.
- (e) "meeting of members" has the meaning ascribed to it in paragraph 5.1;
- (f) "special general meetings" has the meaning ascribed to it in paragraph 5.2;
- (g) all terms contained in the by-laws or resolutions of the Corporation which are defined in the Act shall have the meanings given to such terms in the Act;
- (h) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; where appropriate, words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, agencies and any number or aggregate of persons; and
- (i) the headings in the by-law or the resolutions of the Corporation are inserted for reference purposes only and are not to be considered or taken into account in construing the terms

and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE II HEAD OFFICE

- 2.1 **Head Office.** The directors of the Corporation may from time to time by resolution fix and change the location of the head office of the Corporation within the place in Canada designated as such by the Letters Patent or by by-law of the Corporation. The Corporation may by by-law change the place where the head office of the Corporation is to be situate.

ARTICLE III SEAL

- 3.1 **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal shall be retained in the custody of the Secretary/Treasurer of the Corporation.

ARTICLE IV MEMBERSHIP

- 4.1 **Members.** Membership in the Corporation shall be available to those persons, corporations or unincorporated associations who are interested in furthering the objectives of the Corporation and whose application for admission as a Funding Member has received the approval of the board of directors. Subject to the provisions of paragraphs 4.6, 4.7, 4.8, 4.9 and 4.10 hereof, the interests of a Member cease to exist upon a Member resigning his or her office of director (if such Member is a director) or upon his or her removal as a member of the board of directors (if such Member is a director). Such Member may be readmitted to membership at any time in accordance with the procedure set out in this By-law No. 3 or in accordance with rules for membership from time to time adopted by resolution of the board of directors of the Corporation. The interest of a Member will also cease upon death or dissolution or when the period of membership expires (if any) in accordance with the rules for membership from time to time adopted by resolution of the board of directors of the Corporation. Members shall be entitled to notice of and to attend and vote at meetings of the members of the Corporation and, subject to the foregoing, shall be entitled to one (1) vote at all meetings of the members of the Corporation.
- 4.2 **Resignation of Memberships.** Any member may resign from membership in the Corporation upon notice in writing thereof received by the Secretary/Treasurer of the Corporation.
- 4.3 **Membership Non-Transferable.** Memberships are not transferable and lapse and cease to exist, in the case of an individual, upon death, or, in the case of a corporation or unincorporated association, upon the determination of its corporate existence or its existence as an unincorporated association, or when the individual, corporation or association ceases to be a member by resignation, or otherwise in accordance with the by-laws of the Corporation.
- 4.4 **Revocation of Membership.** The board of directors of the Corporation may suspend the rights and privileges of any member, including the right to vote, until the next meeting of members. A member under suspension may not take part in any of the Corporation's activities until the next meeting of the members when the members may vote to either reinstate the member under suspension to full standing or to revoke such member's membership; any such vote, to be effective, is to be carried by at least two-thirds (2/3rds) of the votes cast at a meeting of the Members.

By-law No. 3
Updated October 30, 2006

- 4.5 **Liabilities to the Corporation.** A person who has resigned as a member or has had it revoked is still liable to the Corporation for dues or other debts owed to the Corporation while a member.
- 4.6 **Liability of Members for the Corporation.** Members are not liable or responsible, as such, for any acts, debts or obligations of the Corporation nor any claims, injuries, losses or transactions or other things relating to the Corporation.

ARTICLE V MEETINGS OF MEMBERS

- 5.1 **Annual Meetings.** The annual meeting of the members required to be held pursuant to Section 102 of the Act shall be held at the head office of the Corporation or elsewhere in Canada, on such day in each year and at such time as the board of directors may by resolution determine. At annual meetings, in addition to any other business that may be transacted thereat, there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon as required by the Act, and such other information and reports relating to the Corporation's affairs that the directors may determine.
- 5.2 **Special General Meetings.** Other meetings of the members (to be known as "special general meetings") may be convened by order of the Chairperson (if any), or the Vice-Chairperson (if any), or the Executive Director or the Secretary/Treasurer or by the board of directors or upon the request of any Member, to be held at any date and time and at any place. The phrase "meeting of members" whenever it occurs in this by-law shall mean and include an annual meeting of members and a special general meeting of members.
- 5.3 **Notice.** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted and, in the case of a special general meeting, the text of any resolution to be proposed in respect of the special business of the meeting together with such information as would allow a member to make a reasoned decision thereon, shall be given to each member who is entitled to notice thereof and to the auditor of the Corporation at least thirty (30) days (exclusive of the day of mailing or transmission and of the day for which notice is given) before the date of such meeting; provided always that a meeting of members may be held for any purpose at any date and time and at any place without notice if all the members who are entitled to notice thereof are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting shall signify their assent in writing to such meeting being held and such assent shall be validly given either before or after the meeting to which such assent relates. Notice of any meeting or any irregularity in any meeting or any notice thereof may be waived by any member entitled to notice thereof or entitled to vote thereat or a duly appointed proxy or by the auditor of the Corporation. For the purpose of sending notice of any meeting or otherwise to any member, director or officer, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.
- 5.4 **Omission of Notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 5.5 **Voting.** Every question submitted to any meeting of members shall be decided in the first instance by a majority of votes (unless such greater or lesser number of votes be required by the Letters Patent or by-laws of the Corporation or by the Act or otherwise by law) given on a show of hands and in case of an equality of votes the Chairperson shall both, on a show of hands and at a poll, have a second or casting vote in addition to the vote to which the Chairperson may be entitled as a member. At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority

By-law No. 3
Updated October 30, 2006

or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 5.6 **Chairperson.** In the absence of the Chairperson (if any), the Vice-Chairperson (if any), and the Executive Director of the Corporation, the members entitled to vote at the meeting and who are present (either in person or by proxy) shall choose another director as Chairperson of the meeting and, if no director is present or if all the directors present decline to act as Chairperson, the members present shall choose one of the members present to be Chairperson of the meeting.
- 5.7 **Polls.** If at any meeting a poll is taken on the election of a Chairperson for the meeting or on the question of adjournment or termination, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors, it shall be taken by ballot in such manner and either at once or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 5.8 **Adjournments.** The Chairperson at the meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 5.9 **Quorum.** The presence of two (2) members entitled to vote thereat shall be a quorum of any meeting of members for the choice of a Chairperson of the meeting and the adjournment of the meeting; for all other purposes the presence of the lesser of 51% of the members entitled to vote thereat present in person or represented by proxy or 20 members entitled to vote thereat present in person or represented by proxy shall be necessary to constitute a quorum, unless a greater number of members are required to be represented by the Act or by the Letters Patent or any Supplementary Letters Patent issued to the Corporation or by any other by-law of the Corporation. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.
- 5.10 **Persons Entitled to be Present.** The only persons entitled to attend a meeting of the members shall be those entitled to vote thereat and the auditor of the Corporation and others, who although not entitled to vote, are entitled or required under the provisions of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.
- 5.11 **Proxies.** Every member entitled to vote at meetings of the members shall, in the notice calling the meeting, receive a reminder of the existence of the proxy right described in this paragraph and may, by instrument in writing, appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, and to the same extent and with the same power as if the member were present at the meeting. The instrument appointing the proxy shall be in writing under the hand of the appointer or the appointer's attorney authorized in writing, or if the appointer is a corporation, under its corporate seal and under the hand of an officer or attorney so authorized in writing, and shall cease to be valid after the expiration of one (1) year from the date thereof. The instrument appointing a proxy may be in such form as the board of directors may from time to time prescribe or in such other form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary/Treasurer of the meeting before any vote is cast under its authority or at such earlier time and in such manner as the board of directors may prescribe in accordance with the Act.

By-law No. 3
Updated October 30, 2006

- 5.12 **Scrutineers.** At each meeting of the members, one or more scrutineers to serve at the meeting may be appointed either by a resolution of the meeting or by the Chairperson of the meeting with the consent of the meeting. Such scrutineers need not be members of the Corporation.

ARTICLE VI DIRECTORS

- 6.1 **Number.** The affairs of the Corporation shall be managed by a board of directors composed of no more than twelve (12) persons (such number to be fixed from time to time by special resolution of the Members) duly-elected in accordance with the provisions of these by-laws for election by the Members.
- 6.2 **Power.** The board of directors may exercise all such powers and do all such things as may be exercised or done by the Corporation and are not by the Letters Patent, Supplementary Letters Patent, by-laws of the Corporation or by statute expressly directed or required to be done by Corporation at a general meeting of the members.
- 6.3 **Qualifications of Directors.** Directors must be individuals, 18 years of age, with power under law to contract, and must not be undischarged bankrupts. Directors may, but need not, be members of the Corporation.
- 6.4 **Election of Directors and Term of Office.** The directors shall be elected for a term of two (2) years by the members entitled to vote thereon in annual meetings of the members on a show of hands unless a poll is demanded and if a poll is demanded, such election shall be by ballot. Members shall be eligible for election to the board of directors, if otherwise qualified, for successive terms and retiring directors shall continue in office until their successors shall have been duly elected or appointed. From time to time in the event of any vacancy however caused occurring in the board of directors such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the qualified members of the Corporation if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members, and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of a director who ceased to be a director and who caused such vacancy.
- 6.5 **Term of Appointment.** Each Director shall serve for a two (2) year term but is eligible for and may be re-elected for a further two (2) consecutive two (2) year terms.
- 6.6 **Vacation of Office.** The office of a director of the Corporation shall be automatically vacated:
- (a) if the director becomes bankrupt or a receiving order is made against the director or if the director makes an assignment under the ***Bankruptcy Act (Canada)***;
 - (b) if he or she is convicted of a criminal offence;
 - (c) if an order is made declaring the director to be a mentally incompetent person or incapable of managing the director's own affairs;
 - (d) if by notice in writing to the Secretary/Treasurer of the Corporation the director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 - (e) if the director ceases to be a Member; or
 - (f) on death.

By-law No. 3
Updated October 30, 2006

- 6.7 **Removal of the Directors.** The members of the Corporation entitled to vote at meetings of the members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the term of office and may, by a majority of votes cast at such meeting, elect any person to replace such director for the remainder of the term.
- 6.8 **Remuneration of Directors.** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from the position of director, provided that a director may be paid reasonable expenses incurred by the director in the performance of the director's duties. Nothing set forth in this paragraph shall disqualify any person who is a director from bona fide employment or other engagement with the Corporation or any affiliate or subsidiary of the Corporation.
- 6.9 **Confidentiality.** A director shall be entitled to disclose information acquired by him or her during the course of being a director of the Corporation provided that he or she is explicitly authorized to do so by a resolution in writing of the Executive Committee. Subject to the foregoing, the directors of the Corporation shall at all times consider as confidential and covenants and agrees with each other and with the Members to use his or her best efforts to prevent communication to others, both during the term of their directorship and thereafter, of all information (other than that which is public) that shall have been acquired by such director as a result of his relationship with the Corporation.

ARTICLE VII MEETINGS OF DIRECTORS

- 7.1 **Place of Meetings.** Meetings of the board of directors and of the executive committee (if any) of the board of directors may be held either at the head office of the Corporation or at any other place the directors may from time to time determine.
- 7.2 **Number of Meetings.** There shall be a minimum of four (4) board of directors meeting in a calendar year.
- 7.3 **Notice of Meetings.** A meeting of directors may be convened at any time by the Chairperson (if any), the Vice-Chairperson (if any) or the Executive Director of the Corporation. In addition, the Secretary/Treasurer, at the direction of any director, may convene a meeting of directors. The directors may from time to time by resolution determine to hold regular meetings of the board of directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect, the Secretary/Treasurer of the Corporation shall convene such regular meetings by notice given in the manner hereinafter referred to. Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least thirty days, or, if the notice is sent other than by personal service, seven days, (excluding the day on which notice is delivered or mailed and excluding any Sunday and holiday as defined by the *Interpretation Act of Canada* for the time being in force) before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver shall be validly given either before or after the meeting to which such waiver relates.
- 7.4 **Regular Meetings.** The board of directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

By-law No. 3
Updated October 30, 2006

- 7.5 **First Meeting of New Board.** For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of the members, or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.
- 7.6 **Quorum and Voting.** A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the directors of the Corporation. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of the directors shall be decided by a majority of the votes cast on the question; and, in case of an equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote.
- 7.7 **Participation by Communications Facilities.** If all of the directors of the Corporation consent, one or more directors may participate in a meeting of the directors or of a committee of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting shall be deemed to be present at that meeting.
- 7.8 **Irregularities.** No act or proceeding of the board of directors shall be invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or directors.
- 7.9 **Interest of Directors in Contracts.** Subject to the provisions of Section 7.9, no director shall be disqualified by virtue of being a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be voided nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.
- 7.10 **Declaration of Interest.** It shall be the duty, however, of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act for the time being in force and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.
- 7.11 **Submission of Contracts or Transactions to Members for Approval.** The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified and/or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or the Letters Patent, Supplementary Letters Patent or the by-laws of the Corporation) shall be as valid and as binding upon the Corporation and upon all the members as if it had been approved, ratified and/or confirmed by every member of the Corporation.
- 7.12 **For the Protection of Directors and Officers.** No director or officer for the time being of the Corporation shall be liable for the acts, receipts, negligence or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or the deficiency of any security in or upon which any of the monies of or belonging to the

By-law No. 3
Updated October 30, 2006

Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act to any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such person's office or trust or in relation thereto unless the same shall happen by or through such person's own wrongful and wilful act or through such person's own wrongful and wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

7.13 **Indemnities to Directors and Others.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer or other person for or in respect of any act, deed, matter or thing whatsoever made, done or admitted by such director, officer or other person in or about the execution of the duties of the office or in respect of any such liability; and
- (b) all other costs, charges and expenses which such director, officer or other person sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by the wilful neglect or default of such director, officer or other person.

ARTICLE VIII OFFICERS

8.1 **Election and Appointment.** The board of directors shall annually or more often as may be required elect a Chairperson, Vice-Chairperson, Secretary/Treasurer, and a Director-at-Large. Any two (2) of the aforesaid offices may be held by the same person (other than no one person shall hold the position of the Chairperson and concurrently). The directors may appoint such other officers and agents as they shall deem necessary and who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors. Officers need not be directors, nor members of the Corporation.

8.2 **Removal of Officers.** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time with or without cause.

8.3 **Delegation of Duties of Officers.** In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board of directors concur therein.

By-law No. 3
Updated October 30, 2006

- 8.4 **Executive Director.** In the absence of the Chairperson and the Vice-Chairperson (if any), the Executive Director shall, when present, preside at all meetings of the board of directors, the executive committee of the board of directors (if any) and of members of the Corporation. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall possess and may exercise such powers and perform such other duties as may from time to time be assigned to the Executive Director by the board of directors. The Executive Director shall attend all meetings of the Corporation and at meetings with the directors. The Executive Director shall have general and active management of the business of the Corporation. The Executive Director shall see that all orders and resolutions of the board of directors are carried out and shall report to the Chairperson.
- 8.5 . The Chairperson shall in the absence or disability of the Executive Director, perform the duties and exercise the power of the Executive Director. The Chairperson shall attend all board of directors meetings and Committee meetings and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors. The Chairperson shall be charged, subject to the authority of the board of directors, with the general supervision of the day to day affairs and business of the Corporation and shall report to the Board of Directors.
- 8.6 **Secretary/Treasurer.** The Secretary/Treasurer shall, when present, act as Secretary/Treasurer of all meetings of the directors and members of the Corporation, shall be custodian of the seal of the Corporation; and shall have charge of the minute books of the Corporation and documents and registers referred to in the Act. The Secretary/Treasurer shall perform, or cause to be performed, all duties incident to the Secretary/Treasurer's office or that are properly requested of the Secretary/Treasurer by the board of directors. **Secretary/Treasurer.** The Secretary/Treasurer shall collect all Corporation fees and, subject to the provisions of any resolution of the board of directors, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Secretary/Treasurer shall keep or cause to be kept the books of account and accounting records required by the Act, the by-laws of the Corporation or any applicable statute or law. The Secretary/Treasurer shall perform all duties incident to the Secretary/Treasurer's office or that are properly required of the Secretary/Treasurer by the board of directors. The Secretary/Treasurer may be required to give such bonds for the faithful performance of the Secretary/Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of a failure of the Corporation to receive any indemnity thereby provided. The Secretary/Treasurer shall render to the board of directors at the meetings thereof or at such other time(s) as the board may require an account of all of his or her transactions as Secretary/Treasurer and of the financial position of the Corporation.
- 8.7 **Chairperson.** The Chairperson shall, when present, preside at all meetings of the board of directors, the executive committee of the board of directors (if any), and of the members; the Chairperson shall sign such contracts, documents or instruments in writing as require the Chairperson's signature and shall have such other powers and duties as may from time to time be assigned to the Chairperson's by the board of directors.
- 8.8 **Vice-Chairperson.** In the absence of the Chairperson, the Vice-Chairperson shall, when present, preside at all meetings of the board of directors, the executive committee of the board of directors (if any), and of the members; the Vice-Chairperson shall sign such contracts, documents or instruments in writing as require the Vice-Chairperson's signature and shall have such other powers and duties as may from time to time be assigned to the Vice-Chairperson by the board of directors.
- 8.9 **Past Chairperson.** The Past Chairperson shall provide such assistance and guidance to the Chairperson as may be requested by the board of directors from time to time and shall have such

By-law No. 3
Updated October 30, 2006

powers and other duties as may from time to time be assigned to the Past Chairperson by the board of directors.

8.10 **Member at Large.** The Member at Large shall have such powers and duties as may from time to time be assigned to the Member at Large by the board of directors.

8.11 **Vacancies.** If the office of the Chairperson, Vice-Chairperson, Secretary/Treasurer, and a Director-at-Large or other officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint an officer to fill such vacancy.

ARTICLE IX **EXECUTIVE COMMITTEE**

9.1 **Establishment of Executive Committee.** The board of directors may by resolution establish an Executive Committee of the Corporation composed of the Chairperson, the Vice-Chairperson, the Secretary/Treasurer, the Past Chairperson and the Member at Large. The said members of the board of directors (if any) shall be elected to the Executive Committee by the members of the board of directors at the time of the election of the officers of the Corporation.

9.2 **Term of Appointment.** Each member of the Executive Committee shall serve for a one (1) year term but is eligible for and may be re-elected for a further four (4) consecutive one (1) year terms.

9.3 **Removal from Executive Committee.** All members of the Executive Committee shall be subject to removal by resolution of the board of directors at any time.

9.4 **Remuneration of Executive Committee Members.** The members of the Executive Committee shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

9.5 **Meetings and Function of Executive Committee.** The Executive Committee shall meet at the call of the Chairperson and its duties shall be to consider the problems that may arise in the intervals between meetings of the board or to consider matters referred to it by the board or by the Chairperson and to recommend and authorize appropriate action. Executive Committee meetings may be held at such time and place as is designated by the Chairperson. In addition to the foregoing, the Executive Committee shall also:

- (a) Work with the Executive Director of the Corporation to prepare the annual and long terms plans for the charitable activities of the Corporation which are to be presented to the board of directors for approval;
- (b) Annually appraise the performance of the Executive Director and all other persons performing tasks for the Corporation and provide the board of directors with its report thereon; and
- (c) Evaluate the effectiveness of the Corporation's programs and progress towards the Corporation's objectives and provide the board of directors with its report thereon; and
- (d) Direct the activities of the other Committees of the Corporation and set the priorities for each of the said Committees.

Notice of Executive Committee meetings shall be delivered, or mailed or telegraphed to each Committee member not less than fourteen (14) days (exclusive of the days on which such notice is delivered or mailed or telegraphed but inclusive of the day for which such notice is given) before the meeting is to take place, but Executive Committee meetings may be held at any time

without formal notice if all members are present, or if those absent have waived notice or have signified their consent in writing to the meeting held in their absence. Three (3) members of the Executive Committee constitute a quorum. The decisions and recommendations of the Executive Committee shall be reported to the board at it's next meeting.

ARTICLE X COMMITTEES AND TASK GROUPS

- 10.1 **Constitution of Committees and Task Group.** The board of directors may, from time to time and by resolution, constitute such committees and/or Task Groups as it may deem desirable to assist the directors in carrying on the affairs of the Corporation. The Executive Committee of the Corporation shall prescribe the duties of each such committee and/or Task Group. The members of such committees and/or Task Groups shall not be entitled to remuneration for their services as members of such committees and/or Task Groups. The board of directors may, by ordinary resolution, remove any member of such committees and/or Task Groups from that appointment.
- 10.2 **Membership of Committees and Task Groups.** The board of directors shall annually or more often appoint not less than two (2) directors to act as Chairperson and Vice-Person of each of the committees and/or Task Groups so constituted. The Chairperson (if any), or such other persons as the board of directors may designate by resolution in writing, shall be ex officio a member of each such committee and/or task group but shall not be included in the number of Committee and/or Task Group members referred to herein.
- 10.3 **Meetings.** The committees and/or Task Groups may meet for the transaction of business, adjourn or otherwise regulate their meetings as they think fit; provided, however, that three (3) of the members of a committee and/or Task Group shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee and/or Task Group shall be decided by a majority of votes and, in case of an equality of votes, the Chairperson of such committee and/or Task Group shall not have a second or casting vote.

ARTICLE XI VOTING SHARES AND SECURITIES

- 11.1 **Exercise.** All shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bond holders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.
- 11.2 **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged, in the name of the Corporation, with a chartered bank or in a trust company or a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors. All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be effected.

ARTICLE XII
BANKING ARRANGEMENTS, BORROWING AND CONTRACTS

12.1 **Banking Arrangements.** The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board of directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board of directors may designate or direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, finding, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cacaos, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act with or on the Corporation's behalf to facilitate such banking business. All cacaos, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

12.2 **Borrowing.** The Board may from time to time, subject to the provisions of the Letters Patent of the Corporation,

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, hypothecate or pledge all of any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the board of directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

12.3 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations or instruments in writing requiring the signature of the Corporation may be signed by any two (2) directors, or any two (2) of the Chairperson, the Executive Director and the Secretary/Treasurer or any one (1) of the Chairperson, the Executive Director and the Secretary/Treasurer together with any director of the Corporation (provided that they are separate individuals), and all deeds, transfers, assignments, contracts, obligations, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract, obligation or instrument in writing or any class of deeds, transfers, assignments, contracts, obligations or instruments in writing of the Corporation may or shall be signed. The term "contracts, documents, and instruments in writing" as used herein shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations,

By-law No. 3
Updated October 30, 2006

conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

- 12.4 **Use of Corporate Seal.** The seal of the Corporation may, when required, be affixed to deeds, transfers, assignments, contracts, obligations, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- 12.5 **Specific Authority.** In particular, without limiting the generality of the foregoing, any two of the Chairperson, the Executive Director and the Secretary/Treasurer (provided that they are separate individuals) are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warranties or other securities.

ARTICLE XIII ENACTMENT AND AMENDMENT OF BY-LAWS

- 13.1 **Enactment and Amendment.** The board of directors may, from time to time, enact or pass by-laws not contrary to the Act or to the Letters Patent or Supplementary Letters Patent of the Corporation; but every such by-law (excepting such a by-law as the provisions of the Act require to be sanctioned, approved or confirmed at a meeting of the members entitled to vote thereon before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a meeting of members duly called for that purpose, shall only have force until the next annual meeting of the members of the Corporation, and in default of confirmation thereat shall, as from that time only, cease to be in force. In all of the foregoing cases specified in this sub-paragraph 13.01 hereof, the sanctioning, approval or confirmation of the members shall be decided by an affirmative vote of at least two-thirds (2/3rds) of the members present (in person or by proxy) and entitled to vote thereon at a meeting of the members duly called for that purpose. Provided always that the repeal or amendment of by-laws not embodied in the Letters Patent or any Supplementary Letters Patent of the Corporation shall not be enforced or acted upon until the approval of the Minister has been obtained.

ARTICLE XIV AUDITORS

- 14.1 **Appointment and Duties.** The members entitled to vote thereat shall, at each annual meeting of the members, appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting of the members; provided that the board of directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors. The rights and duties of the auditor of the Corporation shall be regulated by the Act, provided that, at least once in every fiscal year of the Corporation, the accounts of the Corporation shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor of the Corporation.

ARTICLE XV FISCAL YEAR

- 15.1 **Fiscal Year.** Unless otherwise determined by the directors of the Corporation, the fiscal year of the Corporation shall terminate on March 31st in each year. The first fiscal period of the Corporation shall terminate on a date in each year as the board of directors of the Corporation may from time to time by resolution determine.

**ARTICLE XVI
NOTICES**

- 16.1 **Method of Giving.** Any notice, communication or other document to be given by the Corporation to a member, director, officer or auditor of the Corporation under any provision of the Letters Patent, Supplementary Letters Patent or by-laws of the Corporation, or the Act or otherwise by law shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to that person's last address as recorded in the books of the Corporation, or if mailed by registered or ordinary mail in a sealed envelope addressed to that person at such person's last address as recorded in the books of the Corporation, or if sent by means of electronic facsimile transmission or wire or wireless or any other form of transmitted or recorded communication. The Secretary/Treasurer of the Corporation may change the address on the books of the Corporation of any member, director, officer or auditor of the Corporation in accordance with any information believed by the Secretary/Treasurer to be reliable. Any notice, communication or document delivered personally shall be deemed to have been given, made or communicated, as the case may be, when it is delivered personally, or if so mailed shall be deemed to have been given, made or communicated, as the case may be, when deposited in a post office or public letter box. Any notice, communication or document sent by electronic facsimile transmission or wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given, made or communicated, as the case may be, when delivered to the appropriate communication company or agency or its representative for dispatch or if so transmitted by the Corporation by means of its own communications equipment or facilities, at the time that it is so transmitted.
- 16.2 **Signature to Notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 16.3 **Computation of Time.** In computing the date when notice must be given under any provisions of the Letters Patent, Supplementary Letters Patent or by-laws of the Corporation, or the Act or otherwise by law requiring a specified number of days' notice of meeting or other event, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.
- 16.4 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor, or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 16.5 **Notice to Joint Members.** All notices with respect to memberships registered in more than one name may, if more than one address appears on the books of the Corporation in respect of such joint holding, be given to such joint members at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such membership.
- 16.6 **Proof of Service.** A certificate of the Executive Director or Secretary/Treasurer of the Corporation or any other officer of the Corporation in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice, communication or other document to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
- 16.7 **Waiver of Notice.** Any member (or duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the Letters Patent, Supplementary Letters Patent or by-laws of the Corporation or of the Act, and such waiver, whether given before or after

By-law No. 3
Updated October 30, 2006

the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE XVII
EFFECTIVE DATE

- 17.1 **Effective Date.** This by-law comes into force upon confirmation by the members of the Corporation in accordance with the Act.
- 17.2 **Repeal.** By-law No. 2 is repealed from and after the making of this By-law by the directors. Such repeal shall not affect the validity of any act done or right, privilege, obligation or liability incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions with continuing effect of the board, shareholders or committees of the board passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED this _____ day of _____, 2006.

WITNESS the corporate seal of the Corporation.

_____ c/s