APPROVED JUNE 22, 2013

BY-LAW 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE ACTIVITIES AND AFFAIRS OF

THE ARTHRITIS SOCIETY – LA SOCIETE D'ARTHRITE,

A SOCIETY SUBJECT TO THE
CANADA NOT-FOR-PROFIT CORPORATIONS ACT

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BY-LAW 1

A CORPORATION SUBJECT TO THE
CANADA NOT-FOR-PROFIT CORPORATIONS ACT

BE IT ENACTED as a By-law of THE ARTHRITIS SOCIETY – LA SOCIETE D'ARTHRITE (the "**Society**") as follows:

SECTION 1 – INTERPRETATION

1.1 Definitions

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

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

(b) ***Articles*** *means* the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society*;*

(c) ***appoint*** includes "elect" and vice versa;

(d) ***Audit and Finance Committee*** means the committee of the National Board established pursuant to paragraph 4.2

(e) ***By-laws*** means this By-law and all other by-laws of the Society as amended from time to time in force and effect;

(f) ***Director*** means an individual who has been validly elected as a member of the National Board;

(g) ***Director At Large*** means a Director referred to in paragraph 2.2(a)(iii);

(h) ***Division*** means a division established by resolution of the National Board;

(i) ***Division Advisory Board*** means the advisory board of a Division;

(j) ***Division Advisor*** means a member of a Division Advisory Board;

(k) ***Division Funds*** means funds of the Society held by the Division;

(l) ***Division Representative*** means a Director referred to in paragraph 2.2(a)(ii);

(m) ***Executive Committee*** means the committee of the National Board established pursuant to paragraph 4.1;

(n) ***Governance and Nominating Committee*** means the committee of the National Board established pursuant to paragraph 4.3;

(o) ***Governance Policy Manual*** means a manual established by the National Board, and amended from time to time, to guide the governance activities of the National Board and Division Advisory Boards of the Society and which includes the Operating Principles;

(p) ***meeting of members*** means an annual meeting of members and a special meeting of members;

(q) ***member*** means only a member of the Society as described in paragraph 6.1;

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

(s) ***National Board*** or ***Board*** means the National Board of Directors of the Society and composed as set out in paragraph 2.2;

(t) ***National Office*** means the head office of the Society;

(u) ***National Operations*** means research, services and programs administered centrally by the National Office;

(v) ***Operating Principles*** means the operating principles of the Society as established by the National Board from time to time, which Operating Principles form part of the Governance Policy Manual;

(w) ***recorded address*** means,

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

(ii) in the case of an officer, auditor, member of a committee, his or her address as recorded in the records of the Society and where no address is so recorded, then the last address of such person known to the President and Chief Executive Officer of the Society; and

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

(x) ***Signing officer*** means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by paragraph 3.13.

(y) ***Treasurer*** shall mean the person holding the office of Chair of the Audit and Finance Committee**.**

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein or in any resolution of the members, National Board, Division Advisory Board or any committee of the National Board.

1.2 Headings and References

References to paragraphs and sections are to paragraphs and sections of this By-law; words importing the singular include the plural and vice versa; words in one gender include all genders; words importing persons include individuals, bodies corporate, partnerships, trusts, unincorporated organizations, associations and governmental bodies, and "**including**" means including, without limitation.

SECTION 2- NATIONAL BOARD - ELECTION AND MEETINGS

2.1 Qualification of Directors

No paid staff member of the Society shall be elected or appointed as a Director.

2.2 Number of Directors

(a) **Board of Directors**: Subject to the Articles, the National Board shall consist of a minimum of 3 and a maximum of 22 Directors, composed of:

(i) **Health Representatives**: two (2) leaders in the health field;

(ii) **Division Representatives**: one (1) representative from each of the Divisions of the Society created by the National Board. A Division may suggest up to three names of Division Advisors for consideration by the Governance and Nominating Committee; and

(iii) **Directors at Large**: not more than ten (10) Directors at Large, who shall not be representatives of any particular Division, one of whom may be the Immediate Past Chair.

(b) **Observers**:

(i) If not elected a Director at Large, the **Immediate Past Chair** shall be entitled to attend National Board meetings, but shall not be a member or have voting privileges;

(ii) The **President and Chief Executive Officer** shall be entitled to attend National Board meetings, but shall not be a member or have voting privileges; and

(iii) The **National Honorary Solicitor** shall be entitled to attend National Board meetings, but shall not be a member or have voting privileges

2.3 Election of Directors

Subject to paragraph 2.2, the Directors shall be elected by the members at the first meeting of members after the effective date of this By-law. Candidates for the office of Director shall be nominated by the Governance and Nominating Committee established pursuant to paragraph 4.3. To be elected as a Director, each candidate must receive a majority, at least fifty-one percent (51%) of the eligible number of votes. The number of Directors at Large shall be the number elected from time to time by resolution of the members, subject to the maximum number set forth in paragraph 2.2(a)(iii).

2.4 Term of Office of Directors

(a) The term of office of a Director shall be from the date of the meeting at which he is elected for a period of two (2) years or until his successor is elected.

(b) The election of Directors shall be by resolution, or if demanded by a member or, a proxyholder, by ballot.

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

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

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

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

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

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

2.5 Filling Vacancies

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

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

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

(b) Any vacancy occurring amongst the Health Representatives, Directors at Large or Division Representatives may be filled by the National Board so long as a quorum of Directors remains in office.

(c) The vacancy for a Division Representative shall be filled by the selection of a nominee from the nominations submitted by the applicable Division.

2.6 Re-Election

Except as provided below, all Directors shall be eligible for re-election.

Except as specifically provided herein, no Director at Large or Division Representative may have a period of continuous service as a director of greater than six (6) years. However, where a Director at Large or a Division Representative is elected as the Vice-Chair or as the Chair of the National Board during his/her initial six (6) years of service, such director shall be eligible for re-election as a Director for an additional period of time (up to 5 full years) sufficient for him/her to complete their term in office as Vice Chair and/or as the Chair of the National Board as applicable, and one further additional year in the office of Immediate Past Chair, subject to the concurrence of the Board.

For clarity, it is the intent of this By-law respecting term to permit a Division Representative to serve six (6) years on the National Board in that capacity, and to then be eligible to serve up to an additional six (6) years as a Director at Large, for a total of 12 years, excluding any time served in the capacity of Vice-Chair, Chair or Immediate Past Chair.

2.7 Ceasing to Hold Office

A Director ceases to hold office when:

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

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

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

(d) on death.

2.8 Removal of Directors

Subject to the Act, the members may, at an annual or special meeting of the members to which 2/3 of the members are present at such meeting, pass an ordinary resolution to remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which, it may be filled by the Board.

2.9 Powers

The National Board shall have full power and authority to manage and control the affairs of the Society and to formulate its policies and, for greater certainty, but not so as to restrict the generality of the purposes of the Society as enumerated in the Articles, shall:

(a) have the power to create by resolution, or dissolve, a Division of the Society in any Province or Territory of Canada and to prescribe and confirm the purposes, constitution and responsibilities thereof;

(b) appoint the officers of the Society;

(c) appoint the Division Advisors;

(d) have the power to enact, repeal or amend by-laws and, subject to the Act, any such enactment, repeal or amendment shall be effective from the date thereof if it is confirmed with or without variation at a special general meeting of the members duly called for that purpose or at the next annual meeting of the members, whichever is held first; provided that no such enactment, repeal or amendment shall be enforced or acted upon until the approval of the Minister has been obtained;

(e) have the power to establish, and amend from time to time without a general meeting of the members, a Governance Policy Manual which sets out in some detail the roles and responsibilities of the Boards and committees and their members and officers, as well as the governance processes to be followed by the National Board and Division Advisory Boards; and

(f) have the power to establish, and amend from time to time without a general meeting of the members, Rules of Operation that define the operating policies and practices of the Society.

2.10 Calling of Meetings

Meetings of the National Board may be held at such time and at such place as may be formally called by the Chair or any three (3) Directors.

2.11 Number of Meetings

The National Board shall meet at least four times per year, with one of the four meetings being held at the annual meeting of members. Meetings of the National Board may, at the option of the National Board, be closed, meaning that no persons other than members of the National Board may be present at the meeting. The National Board shall be permitted to hold an in-camera session at each meeting without the presence of the President and Chief Executive Officer of the Society.

2.12 Meeting by Telephone or Electronic Means

The Directors may participate in a meeting of the Board or of a committee of the Board by means of teleconference, electronic or other communication facility that permits each Director to communicate adequately with each other, provided that:

(a) the Directors of the Society have passed a resolution, by majority vote at a meeting of the Directors or by written resolution signed by all of the Directors, addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;

(b) each director has equal access to the specific means of communication to be used;

(c) each director has consented in advance to meeting by teleconference or other electronic means using the specific means of communication proposed for the meeting.

2.13 Quorum

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the National Board.

2.14 Notice of Meeting

Notice of any meeting of the National Board shall be given to each Director in the manner provided by Section 9 not less than 14 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present thereat.

2.15 No Notice of Meeting Required

(a) For the first meeting of the National Board held immediately following the election of Directors at any meeting of the members or for a meeting of the National Board at which a Director is elected to fill a vacancy in the National Board, no notice of such meeting shall be necessary to a newly elected Director in order legally to constitute the meeting, if a quorum of the Directors is present.

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

2.16 Waiver of Notice

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

2.17 Voting

Except as otherwise provided in this By-Law, all questions at meetings of the National Board shall be decided by a majority of the votes cast except that a resolution to enact, repeal or amend any by-law shall require a two-thirds (2/3) vote. Each Director shall have one vote.

2.18 Chair

The Chair or, in his absence, the Vice-Chair shall be the chair of any meeting of the National Board. If no such officer is present within 15 minutes from the time fixed for holding such meeting, the Directors present shall choose one of their numbers to be chair.

2.19 Annual Financial Statements

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

2.20 Resolution in Lieu of Meeting

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

SECTION 3 - BUSINESS OF THE SOCIETY

3.1 Registered Office

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

3.2 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal.

3.3 Financial Year

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

3.4 Finances

All property of every nature and kind both real and personal (including, without limitation, cash, debentures, bonds, stock or other securities) and every estate or interest therein coming into the custody of the Society arising from any source including, without limitation, donations (whether arising from fund-raising campaigns or otherwise), legacies, bequests and other testamentary gifts, shall be subject to the control of the National Board to be utilized in such a manner as is most desirable and necessary for the carrying out of the objects of the Society, except where any such property is subject to a trust or other condition requiring it to be otherwise controlled. When any such property is subject to a trust or other condition, the terms of which are unacceptable to the National Board, acceptance thereof may be refused by the National Board. Any property of the Society acquired by it by gift, whether testamentary or other may be retained in the form in which it was when acquired, whether or not it is in the form of an investment authorized by law for trustees.

3.5 Utilization and Distribution of Property

The National Board may from time to time by resolution establish policies governing the utilization and distribution of property referred to in paragraph 3.4 (but subject to any trust or condition attaching thereto) coming into the custody of the Society.

3.6 Acquisition and Improvement of Real Property

No real property shall be purchased or improved except with the approval of the National Board.

3.7 Real Property

No real property, whether used primarily by a Division or otherwise, may be sold, mortgaged or otherwise encumbered without the prior approval of the National Board.

3.8 Investment

Subject to paragraph 3.4, the investment of funds not immediately required for the operations of the Society or by any Division thereof shall not be limited to investments authorized by law for trustees but may be any investments which are considered to be to the advantage of the Society, and no employee, officer or Director of the Society or any Division thereof shall be liable for any loss that may happen to the Society or any Division thereof in connection with any such investments made by them in good faith.

3.9 Remuneration and Expenses

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Any remuneration paid to officers of the Society shall be reasonable. Nothing herein contained shall be construed to

preclude any Director from serving the Society as an officer or in any other capacity and receiving compensation therefore.

3.10 Conflict of Interest

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

3.11 Banking Arrangements

All of the banking business of the Society shall be transacted with such bank or trust company as the National Board may from time to time determine by resolution.

All such banking business, or any part thereof, shall be transacted on the Society's behalf by such officers and/or other persons as the National Board may from time to time determine by resolution. Such delegation by the National Board of Directors of authority shall establish appropriate levels of expenditure for those officers and others.

3.12 Voting Shares and Securities in Other Companies

All of the shares or other securities carrying voting rights of any other company or companies held from time to time by the Society may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company and in such manner and by such person as the National Board may from time to time determine; in the absence of any such determination, the signing officers of the Society may also from time to time execute and deliver on behalf of the Society proxies in favour of such names as they determine without the necessity of a resolution or other action by the National Board.

3.13 Execution of Instruments

Except as otherwise specified from time to time by resolution of the National Board, contracts, obligations, documents or instruments in writing shall be signed on behalf of the Society:

(a) to a monetary limit of $100,000 or such other limit as may be approved by resolution of the National Board of Directors from time to time, that is contractual and related matters involving commitments and undertakings of the Society of not more than $100,000 or such other limit as may be approved by resolution of the National Board from time to time by the President and Chief Executive Officer, acting alone; and

(b) to a monetary limit in excess of $100,000, or such other limit as may be approved by resolution of the National Board from time to time that is, contractual and related matters involving commitments and undertakings of the Society of more than $100,000, or such other limit as may be approved by resolution of the National Board from time to time by any two of the Chair, a Vice-Chair or Treasurer or by any one of the foregoing plus any one of the President and Chief Executive Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

In addition, the National Board shall from time to time authorize by resolution any other person or persons to sign any particular contracts, documents or instruments in writing.

Copies of all material contracts executed by the Society shall be held on file at the National Office of the Society, regardless of whether those contracts are of a Division or National nature.

The seal of the Society may when required be affixed to contracts, documents and instruments in writing signed as aforesaid.

The term "contracts, documents or instruments in writing" as used in this by-law includes 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, conveyances, transfers and assignments of shares, stocks, bonds, debentures, rights, warrants or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the Chief Executive Officer shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign (under the corporate seal of the Society or otherwise) and deliver all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Notwithstanding the foregoing, any document relating to a bequest made to the Society may be signed by the Chief Operations Officer of the Society or by any other person authorized by resolution of the National Board to transact banking business of the Society.

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

The signature of any person authorized to sign on behalf of the Society may, if specifically authorized by resolution of the National Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature.

Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

SECTION 4 - COMMITTEES OF THE NATIONAL BOARD

4.1 Executive Committee

(1) **Composition of Executive Committee**:

The National Board shall have an Executive Committee consisting of the Chair, the Vice-Chair, the Treasurer, the Chair of the Governance and Nominating Committee and one (1) Division representative. The term of a committee member holding one of the aforementioned offices shall be from the date upon which he is elected or appointed to the office automatically entitling him to become a committee member until the date he ceases to hold such office. The Chair may, considering the purpose of any meeting, invite appropriate committee chairs, staff or other person or persons to join the Executive Committee for a particular meeting.

(2) **Mandate of the Executive Committee**

The Executive Committee shall:

(a) act as the CEO Performance management committee, reviewing and approving the plans and objectives of the CEO each year; monitoring and assessing his performance and compensation on behalf of the Board, including a formal year-end review; and reporting thereon to the Board;

(b) address urgent issues that may arise from time to time between meetings of the National Board, provide direction in respect to those issues as required, and report as soon as possible thereon to the Board;

(c) provide consultative advice, from time to time, on request from the Chair of the Board and/or the CEO, as the need arises.

(d) perform such other duties as may from time to time be delegated to it by the National Board.

(3) **Calling of Meetings**

A meeting of the Executive Committee may be called by the Chair at such time and place as may be determined by the Chair.

(4) **Notice of Meeting**

Notice of any meeting of the Executive Committee shall be given to each committee member in the manner provided by Section 9 not less than 14 days before the time set for

holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present thereat.

(5) **Waiver of Notice**

Notice to any member of any meeting of the Executive Committee or any irregularity in any meeting, or in the notice thereof, may be waived by that member if he has attended the meeting.

(6) **Quorum**

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

(7) **Voting**

All questions at meetings of the Executive Committee shall be decided by a majority of the votes cast. Each committee member shall have one vote.

4.2 Audit and Finance Committee

(1) **Composition of Audit and Finance Committee**:

The National Board shall have an Audit and Finance Committee consisting of:

(a) the Treasurer or, in the event of his refusal or inability to act, a Director appointed by the Chair who shall serve as Chair, and;

(b) not more than five (5) members selected by the National Board from among the remaining Directors.

The term of a committee member holding one of the aforementioned offices shall be from the date upon which he is elected or appointed to the office automatically entitling him to become a committee member until the date he ceases to hold such office, but in the normal course, from the annual general meeting for a period of one year. The Treasurer may, considering the purpose of any meeting, invite appropriate committee chairs, staff or other person or persons to join the Audit and Finance Committee for a particular meeting.

(2) **Mandate of the Audit and Finance Committee**

The roles and responsibilities of the Audit and Finance Committee, and of the individual members of that committee, shall be as described in the Governance Policy Manual.

(3) **Calling of Meetings**

A meeting of the Audit and Finance Committee may be called by the Treasurer.

(4) **Notice of Meeting**

Notice of any meeting of the Audit and Finance Committee shall be given to each committee member in the manner provided by Section 9 not less than 14 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present thereat.

(5) **Waiver of Notice**

Notice to any member of any meeting of the Audit and Finance Committee or any irregularity in any meeting, or in the notice thereof, may be waived by that member if he has attended the meeting.

(6) **Quorum**

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the Audit and Finance Committee.

(7) **Voting**

All questions at meetings of the Audit and Finance Committee shall be decided by a majority of the votes cast. Each committee member shall have one vote.

4.3 Governance and Nominating Committee

(1) **Composition of Governance and Nominating Committee**:

The Society shall have a Governance and Nominating Committee composed as follows:

(a) not more than five (5) members selected from among the Directors of the Society, one of whom shall act as Chair.

The term of a committee member holding one of the aforementioned offices shall be from the date upon which he is elected or appointed to the office automatically entitling him to become a committee member until the date he ceases to hold such office, but in the normal course, from the Annual General Meeting for a period of one year. The Chair may, considering the purpose of any meeting, invite appropriate committee chairs, staff or other person or persons to join the Governance and Nominating Committee for a particular meeting.

(2) **Mandate of the Governance and Nominating Committee**

The roles and responsibilities of the Governance and Nominating Committee and of the individual members of that Committee, shall be as described in the Governance Policy Manual.

(3) **Calling of Meetings**

A meeting of the Governance and Nominating Committee may be called by the Chair of the Committee.

(4) **Notice of Meeting**

Notice of any meeting of the Governance and Nominating Committee shall be given to each committee member in the manner provided by Section 9 not less than 14 days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present thereat.

(5) **Waiver of Notice**

Notice to any member of any meeting of the Governance and Nominating Committee or any irregularity in any meeting, or in the notice thereof, may be waived by that member if he has attended the meeting.

(6) **Quorum**

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the Governance and Nominating Committee.

(7) **Voting**

All questions at meetings of the Governance and Nominating Committee shall be decided by a majority of the votes cast. Each committee member shall have one vote.

4.4 Other Committees and Task Forces

The National Board may from time to time appoint additional special advisory committees and task forces to hold office during the pleasure of the National Board and delegate to any such committee or task force such power and authority as the National Board shall deem appropriate. The duties and rules of conduct of any such committee or task force shall be established by the National Board.

4.5 Committee Procedure

To the extent not ordered by the National Board or required by the by-laws, any committee or council appointed pursuant to this Section 4 shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

4.6 Remuneration

No member of any committee of the Directors shall receive any remuneration for serving as such, but each such member shall be entitled to reasonable expenses incurred in the exercise of his duties.

4.7 Removal

Any member of any committee of the Directors may be removed by resolution of the Directors.

4.8 Minutes and Proceedings

The Minutes of the proceedings of any committee established by the National Board shall be maintained in a book or books for that purpose, which shall always be available for inspection by any voting member. The minutes of each meeting of any such committee or council shall be read at the following meeting and confirmed under the signature of the chair of that meeting, and shall, unless the National Board dispenses therewith, be read at the next meeting of the National Board.

SECTION 5 - OFFICERS

5.1 Officers from Among Directors At Large and Division Representatives

At its first meeting following the annual meeting at which it was elected, the National Board shall elect a Chair and a Vice-Chair from among the Directors.

The Chair shall be elected for a term of two years.

The Vice-Chair shall be elected for a term of one year. A Vice-Chair may be elected to a second term of one year, in which case it shall be understood that the Vice-Chair will stand for election as Chair on the completion of the term of the Chair.

Upon the conclusion of the term of the Chair, he shall be designated the Immediate Past Chair, for a period of time subject to paragraph 2.6. Any other officers appointed pursuant to the By-law may but need not be a Director.

5.2 Further Officers

From time to time the National Board shall appoint a President and Chief Executive Officer and a National Honorary Solicitor.

5.3 Term of Office

If any officer appointed pursuant to paragraph 5.1 from among the Directors At Large or Division Representatives ceases to be a Director, his term of office shall expire. The term of office of any officer shall not expire by reason only of the election of a new National Board and failure to re-appoint such officer. In the absence of written agreement to the contrary, the National Board may remove at its pleasure any officer of the Society by way of resolution passed by a majority of the Directors present at a meeting of the National Board.

5.4 Chair and Vice-Chair

The Chair shall preside at all meetings of the National Board and the Executive Committee and shall exercise general and active supervision over the affairs of the Society and shall exercise such powers and fulfil such duties as the National Board may from time to time determine. The Chair shall be a member of all boards and committees of the Society established pursuant to Section 4 as a voting member, and Section 11 as a non-voting member. During the Chair's absence or his inability to act, the powers and duties of the Chair may be exercised and fulfilled by the Vice-Chair.

5.5 Treasurer

The roles and responsibilities of the Treasurer shall be to ensure that:

(a) full and accurate accounts of the assets, liabilities, surpluses, revenues and expenditures of the Society are kept;

(b) the systems, practices and processes developed by the Chief Operations Officer (CFO) in the National Office and the Divisions of the Society are consistent, compatible and uniform;

(c) an annual consolidated budget and year-end financial statements are prepared for consideration by the Audit and Finance Committee;

(d) all monies and valuable effects are deposited to the credit of the Society or held in safe custody in a bank or a trust company;

(e) the funds of the Society are expended in accordance with the directions of the National Board; and

(f) the required remissions by the Society are in compliance with the law at all times as described in the Governance Policy Manual.

5.6 National Honorary Solicitor

The duties of the National Honorary Solicitor shall be to give such legal counsel as the Society may require.

5.7 President and Chief Executive Officer

The President and Chief Executive Officer (CEO) of the Society shall provide leadership and direction to the activities of the Society to ensure that its policies and programs, both nationally and in the Divisions, are consistent with, and contribute effectively to the achievement of the Society's policies.

The President/CEO is accountable to the Board. The Board's sole official connection to the operational organization, its achievements and conduct will be through the President/CEO.

The Board provides direction to the President/CEO in accordance with policies established by the Board and subject to direction of the Board. The Board delegates responsibility and concomitant authority to the President/CEO for the operations of the Society.

The President/CEO shall have custody of the corporate seal of the Society.

The President/CEO shall exercise such powers and fulfill such duties as the National Board shall, from time to time determine, including:

(a) makes recommendations to the National Board respecting the Strategic Plan for the Society, and ensures the successful implementation of any national strategic plan that may be adopted from time to time;

(b) provides direction to the Divisional Executive (Managing) Directors to ensure consistency between the goals and strategies of the Divisions and the goals and strategies of the National Board;

(c) develops and implements business plans, performance measurements and management controls for the Society;

(d) provides leadership support to the Board in the discharge of its responsibilities and ensures that the Board is informed and supported in its work;

(e) develops and implements communication policies to ensure effective communication between the National Office and Divisional Offices;

(f) designs, implements and manages processes that will promote effective communication and co-ordination within the national organization and between employees and volunteers of the Society;

(g) determines the terms and conditions of appointment, employment, retirement or dismissal of the Executive (Managing) Directors, as well as the setting of their annual objectives and conducting reviews of their performance, all in consultation with the Chair of the Divisional Advisory Board;

(h) ensures that the Society's practices, activities and decisions are undertaken prudently, legally, and in an equitable and reasonable manner congruent with commonly accepted business practices and professional ethics. The President/CEO shall ensure that assets are protected, adequately maintained and not unnecessarily risked;

(i) ensures Board-stated priorities are reflected in the allocation of resources;

(j) ensures budgeting is based on generally accepted financial planning practices that balance expenditures in any fiscal year against expected revenues;

(k) represents the Society externally to the community, government and media and other organizations and agencies in ways that shall not endanger the public image of credibility of The Arthritis Society and or in ways that would hinder its ability to accomplish its mission; and

(l) promotes a healthy work environment for staff and volunteers that is consistent with the Society's values.

5.8 Re-Appointment of Officers

Any officer shall be eligible for re-appointment to the same office except that the Chair and the Vice Chair shall not hold such office for more than two terms.

5.9 Agents and Attorneys

The National Board shall have the power from time to time to appoint agents or attorneys for the Society, in or out of Canada, with such powers of management or otherwise (including the power to sub delegate) as may be thought fit.

SECTION 6 - MEMBERS

6.1 Membership Conditions

Subject to the Articles, there shall be one class of member of the Society consisting solely of the Directors, who shall automatically become members upon their election or appointment as Directors.

6.2 Termination of Membership

Each member shall cease to be a member upon ceasing to be a Director.

6.3 Discipline of Members

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

(a) violating any provision of the Articles, the By-law or written policies of the Society;

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

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

(2) If the Board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the

Board, shall provide 20 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20-day period. If no written submission is received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If a written submission is received in accordance with this paragraph 6.3, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

6.4 Non-Transferability of Membership

Membership in the Society shall not be transferable or assignable.

6.5 Patrons and Honorary Members

The National Board may in their discretion confer Patron or Honorary Member status on individuals who shall retain such membership at the pleasure of the National Board. Patrons and Honorary Members shall not be eligible to attend any meeting of members and shall not have voting privileges. A Patron or Honorary Member may resign at any time by mailing a resignation in writing addressed to the President and Chief Executive Officer at the National Office.

6.6 Affiliate Members

Affiliate Members shall be companies, corporations, societies, associations, partnerships or individuals which are engaged in activities which may be usefully carried on in conjunction with the activities of the Society and/or provide aid to the Society in the attainment of its objects, and which, after signifying their willingness, shall be elected to this class of membership by the National Board and retain such membership at the pleasure of the National Board. Affiliate Members shall not be eligible to attend any meeting of members and shall not have voting privileges. An Affiliate Member may resign at any time by mailing a resignation in writing addressed to the President and Chief Executive Officer at the National Office.

SECTION 7 - MEETINGS OF MEMBERS

7.1 Annual Meeting

The annual meeting of the members shall be held at such time as the National Board may from time to time determine, provided that it shall be held at least once every calendar year not more than 15 months after the holding of the last preceding annual meeting. The meeting shall be held at any place in Canada as the National Board may from time to time determine.

7.2 Members Calling a Members' Meeting

The National Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

7.3 Meeting Held by Electronic Means

(1) Any person entitled to attend a meeting of members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Society that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting.

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

(a) the meeting shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and

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

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

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

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

If all the members consent thereto generally or in respect of a particular meeting, whether annual or special general, a member may participate in a meeting of members by means of conference telephone or such other communication facilities as permit all persons participating in the meeting to hear each other. A member participating in such a meeting by such means is deemed to be present at the meeting. At every annual meeting of members, in addition to any other business that may properly come before the meeting, the following business shall be transacted.

(c) reports of the National Board, the Treasurer and the auditors shall be presented to the members and, if deemed appropriate, confirmed;

(d) Directors of the National Board shall be elected;

(e) the auditors shall be appointed for the ensuing year and their remuneration shall be fixed by the members or the National Board shall be authorized to fix their remuneration.

7.4 Special General Meeting

A special general meeting of members shall be convened by the President and Chief Executive Officer pursuant to a request in writing of the Chair or a request in writing signed by not less than three (3) members of the Society. Any special general meeting shall be held at the National Office or, if called pursuant to a resolution of the National Board as aforesaid, it may be held at such place in Canada as the National Board may determine. No business other than that set out in the notice calling the meeting shall be transacted at any special general meeting.

7.5 Notice of Meeting of Members

(1) No public notice or advertisement of a meeting of members shall be required.

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

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held.

(3) Notice of the time and place of each meeting of members shall also be given in the manner provided in Section 9 before the date of the meeting to each Director, as applicable and to any public accountant.

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

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

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

7.6 Waiver of Notice

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

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

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

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

(2) At a meeting held under paragraph 7.6(1), any business may be transacted which the Society may transact at a meeting of members.

7.7 Chair

The Chair or, in his absence, the Vice-Chair shall be the chair of any meeting of members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the members present shall choose one of their numbers to be chair.

7.8 Quorum

A majority of members shall constitute a quorum for the transaction of business at any meeting of members.

7.9 Right of Vote

Every member shall, if personally present, have one vote on all matters arising at any meeting of members.

7.10 Voting

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

7.11 Polls

On any question for consideration at a meeting of members, and whether or not a show of hands or oral expression of views has been taken thereon, the chair may require or any member present may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present shall be entitled to one vote at the meeting upon the question and the result of the poll so taken shall be the decision of the members upon the said question.

7.12 Votes to Govern

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

7.13 Absentee Voting at Members' Meetings

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

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

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

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

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

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

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

(i) indicate, in bold-face type,

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

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

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

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

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

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

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

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

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

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

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

(2) As an alternative to paragraph 7.13(1), every member which is a body corporate or other legal entity may authorize by resolution of its directors or governing body an individual to represent it at a meeting of members and that individual may exercise on the member's behalf all the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of the resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a member. The proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

7.14 Time for Deposit of Proxies

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

7.15 Adjournment

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

7.16 Resolutions in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

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

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

concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation

SECTION 8 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Indemnity of Directors and Officers

Every Director and officer of the Society and his 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 Society from and against:

(a) all costs, charges and expenses whatever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about or in relation to the duties of his office; and

(b) all other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

8.2 Protection of Directors and Officers

No Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipts or other act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the National Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects of the Society shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default.

8.3 Indemnities

The Directors of the Society are hereby authorized to cause the Society from time to time to give indemnities to any Director officer or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and to secure such Director, officer, or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Society by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.

8.4 Interest of Directors and Division Advisors In Contracts

No Director or Division Advisor shall be disqualified by his office from contracting with the Society nor shall any contract or arrangement entered into by or on behalf of the Society with any Director or Division Advisor or in which any Director or Division Advisor is in any way interested be liable to be avoided nor shall any Director or Division Advisor so contracting or being so interested be liable to account to the Society for any profit realized by any such contract or arrangement by reason of such Director or Division Advisor holding that office or of the fiduciary relationship thereby established.

8.5 Declaration of Interest

It shall be the duty, however, of every Director or Division Advisor of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Society to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.

SECTION 9 - NOTICES

9.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of

transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed

The President and Chief Executive Officer may change or cause to be changed the recorded address of any member, Director, officer or public accountant in accordance with any information believed by him to be reliable.

9.2 Signature to Notices

The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.3 Computation of Time

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

9.4 Proof of Service

A certificate of the Chair, the Vice-Chair or of any other officer of the Society in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, Director, officer or public accountant or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Society as the case may be.

9.5 Omissions and Errors

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

SECTION 10 - DISPUTE RESOLUTION

10.1 Dispute Resolution Mechanism

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

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

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

SECTION 11 - DIVISIONS

11.1 Governance Policy Manual

The Division shall conduct their affairs in accordance with the Governance Policy Manual (including the Operating Principles) and the provisions of paragraph 11.2 below.

11.2 Division Governance

(a) ***Division Advisory Board and Powers Thereof*** - The affairs and utilization of facilities of a Division shall be overseen by its Division Advisory Board, the members of which shall be appointed annually by the National Board or as otherwise required throughout the year. Subject to the Governance Policy Manual, prior to each Annual Meeting of the Society each Divisional Representative will propose a slate of individuals to be appointed as Division Advisors for the ensuing year. The Division Advisory Board shall be subject to the direction of the National Board and shall carry out their responsibilities from time to time in a manner not inconsistent with the Letters Patent and by-laws of the Society and the Governance Policy Manual, together with any other policies or instructions issued by the National Board from time to time in force. For greater certainty, without restricting the generality of but subject to the foregoing, a Division Advisory Board shall only have such power and authority as may be delegated to it from time to time by the National Board, which shall, until determined otherwise by the National Board; include the power and authority:

(i) to supervise the raising of funds for the purposes of the Society

(ii) to provide advice, counsel and support to the Executive Director of the Division, with regards to the pursuit of the mission of the Society;

(iii) to provide advice and counsel to the President and Chief Executive Officer with respect to annual objectives for the Executive Director of the Division, and reviews of their performance;

(iv) to provide advice and counsel with respect to the development of the annual operating budget of the Division and to receive and review monthly financial statements of the Division;

(b) ***Division Advisory Board Composition and Procedure*** - The composition of a Division Advisory Board and the procedural rules governing its meetings shall be as provided in the Governance Policy Manual. Concerning notice of such meetings, the provisions of paragraphs 2.14 to 2.17, inclusive, and Section 9, *mutatis mutandis*, shall be applicable. A Chair, Vice Chair and Chairs of the various committees of each Division Advisory Board shall be determined by vote of the Division Advisors based upon nominations and recommendations made by the Division's Nominating Committee.

(c) ***Voting*** - All questions at meetings of a Division Advisory Board shall be decided by a majority of the votes cast. Each Division Advisor shall have one vote.

(d) ***Term, Vacancies and Retirement of Division Advisors:***

(i) A Division Advisor shall hold office from the date of the meeting at which he is appointed by the National Board for a period of two years or until his successor is appointed by the National Board.

(ii) Any casual vacancy occurring in a Division Advisory Board may be filled by the remaining Division Advisors so long as a quorum remains in office. Any individual so appointed shall serve as a Division Advisor subject to their permanent appointment being confirmed at the next meeting of the National Board.

(iii) Subject to the Governance Policy Manual, all Division Advisors shall be eligible for re-appointment subject to section (iv) below.

(iv) No Divisional Advisor may have a period of continuous service as a Divisional Advisor of greater than six (6) years. Where, however, a Division Advisor is elected as the Chair of the Divisional Advisory Board, such director shall be eligible for re-appointment for a period of time (up to 2 full years) sufficient for him to complete the term in that office, and one additional year in the office of Immediate Past Chair, subject to the concurrence of the National Board.

(v) A Division Advisor shall cease to be a Division Advisor:

(A) if he resigns his office;

(B) if he is found to be a mentally incompetent person;

(C) if he becomes bankrupt;

(D) on death; or

(E) by resolution passed by the National Board.

(e) ***Division Committees*** - A Division Advisory Board may establish a Division Executive Committee to which the Division Advisory Board may delegate such of its power and authority as it may deem fit. A Division Advisory Board may establish a Fundraising Committee, an Advocacy Committee and any other committee as deemed appropriate from time to time.

(f) ***Division Medical Advisory Committee*** - A Division Advisory Board may appoint a Division Medical Advisory Committee. The composition of such Committee, if appointed, and the procedural rules governing its meetings shall be established pursuant to resolution of the Division Advisory Board from time to time.

(g) ***Nominating Committee*** - A Division Advisory Board shall appoint a Nominating Committee to recommend nominees for appointment as Division Advisors. The composition of such committee and the procedural rules governing its meetings shall be as provided in the Operating Principles.

(h) ***Finances*** - The provisions of paragraph 3.4, *mutatis mutandis*, shall apply to the Division and a Division shall be governed by any policies established by the National Board pursuant to paragraph 3.4. All moneys and valuable effects raised or received by a Division shall constitute moneys and valuable effects raised or received on behalf of the Society.

(i) ***Expenses*** - The provisions of paragraph 3.9 shall apply, *mutatis mutandis*, to all Division Advisors and officers of each Division.

(j) ***Borrowing*** - No Division shall have any power to borrow money.

(k) ***Indemnity of Division Advisors*** - Every Division Advisor and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless from and against:

(i) all costs, charges and expenses whatever that such Division Advisor sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed,

matter or thing whatsoever made, done or permitted by him in or about or in relation to his duties; and

(ii) all other costs, charges and expenses which such Division Advisor sustains or incurs in or about or in relation to the affairs of the Division, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

(l) ***Protection of Division Advisors*** - No Division Advisor shall be liable for the acts, receipts, neglects or defaults of any other Division Advisor or employee of the Division or for joining in any receipts or other act for conformity or for any loss, damage or expense happening to the Division through the insufficiency or deficiency of any security in or upon which Division Funds shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects of the Division shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default.

(m) ***Conference Call Meetings*** - If all Division Advisors or all the members of a committee of the Division Advisory Board, as the case may be, consent thereto generally or in respect of a particular meeting, a member of the Division, a Division Advisor or a member of a committee of the Division Advisory Board may participate in a meeting of the members of the Division, of the Division Advisory Board or of the particular committee of the Division Advisory Board, as applicable, by means of conference telephone or such other communication facilities as permit all persons participating in the meeting to hear each other. Any one participating in such a meeting by such means is deemed to be present at the meeting.

SECTION 12 – AMENDMENT

12.1 Amendment

(1) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

(2) Paragraph 12.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to paragraphs 6.1, 7.3(1), 7.5(2), 7.5(4), 7.13, 7.14, 9.1 and this paragraph 12.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

SECTION 13 - REPEAL

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

MADE by the Board the _22nd day of June, 20 13 .

Ken Ready

[Chair]

Janet Yale

[President/CEO]