

GENERAL BY-LAW NO. 1
ADR INSTITUTE OF CANADA, INC.
INSTITUT D'ARBITRAGE ET DE MÉDIATION DU CANADA INC.
(THE "INSTITUTE")

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Associate Corporate Member**” shall have the meaning set out in Section 4.3 (f);
- (c) “**Articles**” has the meaning given to that term in the Act;
- (d) “**Board**” means the board of Directors of the Institute;
- (e) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Institute in force and effect;
- (f) “**Corporate Representative**” shall mean an individual nominated to be the representative of a Sustaining Corporate Member or an Associate Corporate Member, as the case may be;
- (g) “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been elected or appointed to serve on the Board;
- (h) “**Establishing Party**” shall have the meaning set out in Section 9.5 (b);
- (i) “**Executive Committee**” shall mean the executive committee referenced in Section 9.4;
- (j) “**Executive Director**” shall mean the executive director of the Institute;
- (k) “**Executive Vice President**” shall have the meaning set out in Section 10.3 (b);
- (l) “**Individual Member**” shall have the meaning set out in Section 4.3 (c);
- (m) “**Ineligible Individual**” has the meaning given to that term in Section 149.1 of the *Income Tax Act* (Canada), as amended;
- (n) “**Institute**” shall mean the ADR Institute of Canada, Inc./Institut d’arbitrage et de médiation du Canada Inc;
- (o) “**Member**” or “**Members**” means any one or more persons, respectively, who have been admitted to membership in the Institute in accordance with the By-laws, including any Fellow, Honorary Member, Individual Member, Retired Member, Sustaining Corporate Member, or Associate Corporate Member, including a Member who is under suspension;
- (p) “**Member in Good Standing**” shall mean a Member who is not in arrears in respect of any amount owing to the Institute and whose membership is not under suspension for any reason;
- (q) “**Memorandum of Understanding**” or “**MOU**” means the agreement effective February 14, 2019, as between the Institute and the Reginal Affiliates;

- (r) **“Officer”** or **“Officers”** means any one or more persons, respectively, who have been appointed as officers of the Institute in accordance with the By-laws;
- (s) **“Operational Committee”** shall mean a committee of the Board described in Section 9.5 (b);
- (t) **“Policies”** shall mean all directions, policies, procedures, regulations, resolutions rules or standards established for the Institute, as amended, adopted, enacted or supplemented from time to time, and **“Policy”** means any one of such Policies;
- (u) **“Regional Affiliate”** shall mean one of the regional affiliates of the Institute authorized by the Directors from time to time in accordance with the By-laws;
- (v) **“Retired Member”** shall have the meaning set out in Section 4.3 (d);
- (w) **“Secretary”** shall have the meaning set out in Section 10.3 (d);
- (x) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (y) **“Standing Committee”** is a committee of the Board described in Section 9.5 (a);
- (z) **“Sustaining Corporate Member”** shall have the meaning set out in Section 4.3 (e);
- (aa) **“Term of Office”** refers to the terms limits proscribed to the Board of Directors and officers as described in Sections 7.4 and 10.5; and
- (bb) **“Vice-Presidents”** shall have the meaning set out in Section 10.3 (c).

1.2 Interpretation

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

- (a) Whenever there is a conflict between the By-laws and the Act, as it may be amended or replaced, the provisions of the Act shall prevail;
- (b) Whenever there is a conflict between the By-laws and any Policies, the provisions of the By-laws shall prevail;
- (c) Any reference to “including” or “includes” means “including (or includes) but is not limited to” and shall not be construed to limit any general statement preceding it to the specific or similar items or matters immediately following it;
- (d) When calculating the period of time within which or following which any act is to be done or step taken pursuant to the By-laws, the date which is the reference date in calculating such period shall be excluded;
- (e) Any references to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto;

- (f) Words importing the singular number shall include the plural and vice versa and words importing a specific gender shall include the other gender and the word “person” shall include bodies corporate, companies, partnerships, societies, syndicates, trusts and any number or aggregate of persons;
- (g) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions of the By-laws or to be considered in any way to clarify, modify or explain the effect of any such terms or provisions;
- (h) If a question arises as to the true intent or meaning of any present or future By-laws or Policy, the Board’s bona fide interpretation shall be final and binding;
- (i) Words importing the singular number include the plural and *vice versa* and words importing the masculine gender include the feminine and neuter genders;
- (j) To the extent possible, the By-laws should be read in harmony with the provisions of the MOU except that where there is a conflict between this By-law and the MOU the provisions of the By-laws shall prevail;
- (k) The word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (l) If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Institute may have a corporate seal in the form approved from time to time by the Board, provided that the seal, if approved, shall bear the words “ADR Institute of Canada, Inc.” The custody of the seal shall be entrusted to the Executive Director.

2.2 Registered Office

The registered office of the Institute shall be located at such place as the Board may from time to time determine by resolution.

2.3 Books and Records

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

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year of the Institute shall be from January 1 to December 31st.

2.5 Execution of Documents

Subject to Section 2.7, Contracts, documents or other instruments in writing requiring the signature of the Institute, shall be signed by any one of the President, the Executive Director, or their appointee and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Institute to sign specific contracts, documents and instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-laws or other document of the Institute to be a true copy.

Contracts, documents and other instruments made in the name of the Institute shall be binding on the Institute when signed by any one of the President, the Executive Director, or their appointee.

The Board shall have authority to appoint any member of the Board or any staff member to certify a specific document.

2.6 Banking Arrangements

The banking business of the Institute shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Institute and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.7 Cheque Signing Authority

The Board shall appoint up to four (4) Directors to sign cheques. The Executive Director, duly appointed Directors and members of staff designated by the Board, shall have authority to sign cheques.

2.8 Dissolution

Should the Institute be dissolved for any reason or surrender its charter, its assets, after payment of or provision for its liabilities, shall be delivered to one or more non-profit organizations having similar objectives or a registered charity in Canada as determined by the Board.

2.9 Special Remuneration

The Board may award special remuneration to any officer, employee or member of the Board for special services undertaken on behalf of the Institute other than routine work ordinarily required.

2.10 No Pecuniary Gain

The Institute shall be operated without purpose of pecuniary gain to any of the Members, and any surplus or accretion of the Institute shall be used solely for the purposes of the Institute and the promotion of its objectives.

2.11 Organization

The functions of the Institute shall be performed through the structure of general meetings of Members, Regional Affiliates, Directors, Executive Committee and employees as prescribed in this By-law.

ARTICLE 3 REGIONAL AFFILIATES

3.1 Establishment

The Board shall have the authority to approve, on application, Regional Affiliates of the Institute, which shall have integrated status with the Institute provided that such approval shall require a majority vote.

3.2 Application

All applications to establish Regional Affiliates shall be submitted to the Board and shall be accompanied by a report on the anticipated number of Members and the reason for the application.

3.3 Administration

The affairs of a Regional Affiliate shall be managed by a regional administration committee or board of directors in accordance with this By-law and Policies of the Institute and those of the Regional Affiliate.

3.4 Minutes

Minutes of all meetings of the board of directors of the Regional Affiliates and annual general or special meetings of the Regional Affiliate shall be submitted to the Institute on request. The number of members of the Regional Affiliate, or directors present shall be recorded in the Minutes of all meetings.

3.5 Regional Affiliate Representation on the National Board of Directors

Each Regional Affiliate shall elect one Director to the Board in accordance with Sections 7.2 (a) and 7.3.

3.6 Membership Lists

Each Regional Affiliate shall apprise the Executive Director on a timely basis of all new Members, resignations, and changes in Member contact information that come to the Regional Affiliate's attention.

Each Regional Affiliate shall provide the Institute with a list of all Members in Good Standing who are members of such Regional Affiliate within 30 days of the end of each quarter of the Institute's fiscal year. This membership list shall state the name, phone number, e-mail and full mailing address of each such Member in Good Standing.

3.7 Transfer of Responsibilities

The Board may transfer responsibilities to a Regional Affiliate as it sees fit from time to time, and may resume any such transferred responsibilities on notice to a Regional Affiliate.

3.8 Removal from Regional Status

A Regional Affiliate can be removed from Regional Affiliate status after a resolution of the Board recommending such action to an annual general or special meeting of the Members. At least thirty (30) days prior to the meeting at which such motion will be addressed, notice of the meeting and its purpose shall be given to the Members in Good Standing (other than Associate Corporate Members). Such motion will require approval of two-thirds (2/3) of the votes cast in person or by proxy at such meeting.

ARTICLE 4 MEMBERSHIP

4.1 Membership Register

The Executive Director shall maintain a register of the names of all Members. Only those Members whose names are entered in the register and who are Members in Good Standing shall be entitled to the privileges of membership in the Institute unless otherwise provided by the By-laws. The Regional Affiliates are required in a timely fashion to apprise the Institute in writing of new Members, resignations, designations and contact information changes for their Members.

4.2 Application for Membership

All persons who are Individual Members of a Regional Affiliate shall be Members in the Institute subject to any conditions determined to be necessary by the Board. Each Regional Affiliate shall collect from the Member and pay to the Institute the applicable membership fees (and any applicable taxes). Applications for membership in the Institute shall be accepted or denied by the Board and the decision of the Board shall be final and binding in accordance with the Bylaws.

In the event that a Regional Affiliate is removed from Regional Affiliate status in accordance with the By-laws, applications for membership in the Institute may be made directly to the Institute and persons who are Individual Members of such affiliate shall continue as Members of the Institute, subject to such conditions and time limitations as the Board may determine.

4.3 Membership Categories

- (a) **Fellow:** The title of Fellow may be conferred by the Institute upon any person who has, by meritorious service, advanced the purpose and interest of the Institute or a Regional Affiliate or the dispute resolution profession. Fellows shall have full voting rights as Members;
- (b) **Honorary Member:** The title of Honorary Member may be conferred by the Institute upon any person who has demonstrated support to the Institute or a Regional Affiliate or the dispute resolution profession. An Honorary Member (i) does not have voting rights, and (ii) is not entitled to serve or to have a representative serve on the Board, but is entitled to receive electronic and other

communications (e.g. newsletters, the Journal, notifications for seminars and conferences) from the Institute;

- (c) **Individual Member:** Individual Member shall mean:
 - i. an individual referred to in Section 4.2 with respect to whom the relevant fee (and any applicable taxes) has been received;
 - ii. an individual granted membership in the Institute in the Individual Member category; or
 - iii. an individual granted membership in the Institute in the Fellow or Honorary Member category.
- (d) **Retired Member:** Retired Member shall mean an individual who has been involved in arbitration or mediation but no longer performs any arbitration or mediation related functions, and who wishes to remain involved in a Regional Affiliate. This status may be conferred by the Institute or by the Regional Affiliate upon any Member who has applied for and complied with the requirements of the Institute or of the relevant Regional Affiliate (as the case may be);
- (e) **Sustaining Corporate Member:** A Sustaining Corporate Member shall mean a corporation, law firm or other professional organization, government, public or administrative body, or other non-profit organization that has been granted membership in the Institute as a Sustaining Corporate Member. For greater certainty, a Sustaining Corporate Member cannot be an individual, but rather is represented by a Corporate Representative; and
- (f) **Associate Corporate Member:** Associate Corporate Member shall mean a corporation, law firm or other professional organization, government, public or administrative body, or other non-profit ADR organization that has been granted membership in the Institute as an Associate Corporate Member. For greater certainty, an Associate Corporate Member (i) is not an individual, but rather is represented by a Corporate Representative for the limited purposes of receiving notices; (ii) does not pay annual membership fees, (iii) does not have voting rights, and (iv) is not entitled to nominate or have a representative on the Board.

4.4 Corporate Representative

Each Sustaining Corporate Member is entitled to nominate one (1) Corporate Representative for that Sustaining Corporate Member, for the following purposes:

- (a) receiving communication and notices;
- (b) exercising voting rights; and
- (c) holding elected office at any level of the Institute.

Each Associate Corporate Member is entitled to nominate a Corporate Representative for that Associate Corporate Member, for the limited purposes of receiving communication and notices. A Sustaining Corporate Member or Associate Corporate Member may elect to change its Corporate Representative at any time; however, if the Corporate Representative of a Sustaining Corporate Member is currently holding the office of Director or another elected office, the office is not transferable.

4.5 Resignation

Members of any category of membership not in arrears for any dues, fees, assessments, levies or taxes may resign their membership by giving notice in writing to the Executive Director and surrendering any designation certificate(s) held by them, and, in so doing, shall cease to use the relevant designation(s).

4.6 Non-payment of Dues and Fees

Members whose dues, fees, assessments, levies and taxes for membership in the Institute are not paid within ninety (90) days after the date when they become due and payable shall automatically be suspended and, if not paid within an additional thirty (30) days after suspension, shall cease to be Members and their names shall be removed from the Members' register.

Members whose dues, fees, assessments, levies and taxes for designation(s) are not paid within ninety (90) days after the date when they become due and payable shall automatically have their designations(s) suspended and, if not paid within an additional thirty (30) days after suspension, shall cease to be entitled to use the designation(s), and they shall surrender any designation certificate(s) held by them to the Institute and shall cease using the relevant designations(s).

4.7 Reinstatement

Any former Member who wishes to be reinstated as a Member or designation holder must apply to the Institute for reinstatement and pay the required dues and reinstatement fees. Membership or designation may be reinstated by the Board on such terms as the Board may from time to time determine.

4.8 Annual Dues and Fees

The Board shall have the right to establish the Institute's annual membership dues (which may differ among membership categories), and additional specific fees for holders of all designations (which may differ among designations). Memberships are on a calendar year basis. Sixty (60) days notice will be given to Members and to the Regional Affiliates of any change in the annual membership dues or designation fees. The Board may charge additional fees with respect to late payment of dues

Fellows and Honorary Members shall not be charged designation renewal fees or fees.

4.9 Special Assessment and Levies

When required to maintain or further the interests of the Institute, the Board may levy a special assessment upon Members. The Board may charge additional fees with respect to late payment of any special assessment.

4.10 Voting Rights of Members in Good Standing

Members in Good Standing (except Honorary Members and Associate Corporate Members) shall have full voting rights.

4.11 Eligibility

Except as specifically provided otherwise in this By-law, Members in Good Standing, including Sustaining Corporate Members through their Corporate Representatives, may hold elected office at any level. For greater certainty, the Corporate Representatives of Associate Corporate Members are not entitled to hold elected office, unless they are also an Individual Member.

ARTICLE 5 DESIGNATIONS

5.1 Chartered Arbitrator (C.Arb) or Chartered Mediator (C.Med)

The designation of Chartered Arbitrator (C.Arb) or Chartered Mediator (C.Med) may be conferred by the Institute upon any Individual Member who has complied with the requirements for its use.

5.2 Qualified Mediator (Q.Med) or Qualified Arbitrator (Q.Arb)

The designation of Qualified Mediator (Q. Med) or Qualified Arbitrator (Q.Arb) may be conferred by the Institute upon any Individual Member who has complied with the requirements for its use.

5.3 Additional Designations

Any other designation adopted by the Institute from time to time may be conferred by the Institute upon any Member who has complied with the requirements for its use.

5.4 Insurance

All Members with designations shall carry professional liability insurance in such minimum amounts as established by the Institute from time to time.

ARTICLE 6 MEETINGS OF MEMBERS

6.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board. Notice of the annual general meeting shall be given to all Members at least sixty (60) days prior to the meeting. Notice may be given in electronic form or in the form of an announcement in a publication of the Institute.

6.2 Special Meetings and Requisition Meetings

Special meetings of the members may be called by the President or by resolution of the Board.

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

(21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

6.3 Irregularities

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member in Good Standing, shall not invalidate any resolution passed or any proceedings taken at such meeting.

6.4 Meeting by Electronic Means

- (a) Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Institute makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting; or
- (b) If the Directors or Members call a meeting of Members under the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.5 Notice of Meetings

Notice of a special meeting shall be given to all Members at least thirty (30) days prior to the meeting. Notice may be given in electronic form or in the form of an announcement in a publication of the Institute and shall contain enough information regarding the subject of the special meeting to allow Members to make a reasoned decision.

6.6 Annual Financial Statements

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

6.7 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the President, the Treasurer, the Secretary and the public accountant of the Institute and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

6.9 Quorum

Fifteen (15) Members in Good Standing shall constitute a quorum for the transaction of business at all meetings of the Institute, provided that such quorum shall include at least two (2) Members in Good Standing present in person and proxies held by proxy holders may be counted in establishing quorum.

6.10 Manner of Voting

- (a) Each Member in Good Standing, excluding Honorary Members and Associate Corporate Members, shall have one (1) vote at all meetings of the Institute and in all elections or other ballots.
- (b) All questions not affecting the By-laws shall be decided by a majority of votes cast, unless the Act or the By-laws otherwise provides. Questions affecting the By-laws shall be decided by two-thirds (2/3) majority of votes cast.
- (c) Every question or matter submitted to any meeting of Members (including without limitation any annual general meeting or special meetings of Members) shall be voted on in the first instance by a voice vote or a show of hands of those Members physically present at the meeting, or by a ballot vote when requested by any Member. Voting by voice, show of hands, or ballot shall include proxies. However, any Member may also participate in the meeting and vote by means of such conference telephone or other commonly available communications facilities as are approved in advance of the meeting by the Directors from time to time and permit all persons participating in the meeting to communicate adequately with one another during the meeting. Any Member participating in the meeting by such means is deemed to be present at the meeting.
- (d) The chair of any meeting shall not have a second or casting vote.
- (e) Once the vote has been completed, a declaration by the chair that a resolution has been carried or defeated, unanimously or by any particular majority, shall be conclusive evidence of that fact.
- (f) No member shall be entitled in person, by proxy or by mail ballot to vote at meetings unless the member has paid all dues or fees, if any, then payable by the member.

6.11 Proxies

- (a) Votes may be given either personally or by proxy at any annual or special Members meeting.
- (b) Any Member in Good Standing (except Honorary Members and Associate Corporate Members) may appoint as his or her proxy any other Member in Good Standing.
- (c) Each instrument appointing a proxy shall be filed with the Executive Director of the Institute prior to the meeting being opened. Instruments appointing a proxy shall be provided to the Executive Director by no later than forty-eight (48) hours prior to day the meeting is schedule to take place.
- (d) Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.
- (e) An instrument appointing a proxy shall be in writing, signed and dated by the appointer.
- (f) The notice of meeting shall contain a reminder of the proxy right accompanied with a sample form of proxy.

6.12 Demands and Withdrawals

Any Member may demand a standing vote, a ballot vote or a proxy count. A demand for a standing vote, a ballot vote or a proxy count may be withdrawn.

6.13 Recorded Vote

Any Member in Good Standing may request that their vote be recorded in the minutes of the meeting.

6.14 Resolution in lieu of Meeting

Subject to the Act, 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 Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit their written signature by email or other functionally equivalent electronic means of transmission.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Institute in all things within the limits of the By-laws of the Institute.

7.2 Composition of the Board

The Board shall be comprised of:

- (a) One (1) Member in Good Standing from each Regional Affiliate (as elected by the Members in Good Standing who are members of each such Regional Affiliate);
- (b) The same number of Corporate Representatives (as elected by Sustaining Corporate Members in Good Standing); and
- (c) Up to four (4) Directors appointed by the Directors then in office from among Members in Good Standing.

7.3 Qualifications of Directors

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) not be an individual who has been declared incapable by a court in Canada or elsewhere; and
- (d) not be an Ineligible Individual, unless that person has received approval of the Board to remain a Director.

If an individual ceases to be qualified as provided in this Section, the individual thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 7.11.

7.4 Term of Office

The term of office of all Directors shall be three (3) years commencing immediately following the annual general meeting of the Institute in the year that the Director is elected as set out in Section 7.2. Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than three consecutive terms. The Board, in its discretion, may permit a Director to serve for one (1) additional term.

Notwithstanding the foregoing:

- (a) The term of office for each of the Directors elected to take office following the 2024 annual general meeting shall expire as provided in Appendix “D”; and
- (b) The incumbent Directors as at immediately prior to the 2024 annual general meeting shall be eligible to serve two (2) additional three-year terms if they will have served for six or more consecutive years when their current term expires, and three (3) additional three-year terms if they will have served for less than six consecutive years when their current term expires.

7.5 Procedure: Request for Sustaining Corporate Members' Nominations

At least ninety (90) days prior to the annual general meeting, the Executive Director shall ask each of the Sustaining Corporate Members for the name (if any) of the Corporate Representative nominated by such Sustaining Corporate Member (which at the time of such nomination must be a Member in Good Standing of the Institute).

7.6 Procedure: Sustaining Corporate Members Board Elections

At least thirty (30) days prior to the annual general meeting, the Executive Director shall circulate to all Sustaining Corporate Members the names submitted pursuant to Section 7.5 on a ballot form which can be completed and submitted (prior to the annual general meeting as designated by the Executive Director) by each such Sustaining Corporate Member to elect the Directors referred to in Section 7.2 (b).

7.7 Procedure: Request for Names from each Regional Affiliate

At least thirty (30) days prior to the annual general meeting, the Executive Director shall ask each Regional Affiliate for the name of the Member in Good Standing elected by the Members in Good Standing who are members of each such Regional Affiliate (who will be the Directors referred to in Section 7.2(a)).

7.8 Appointed Directors

The Directors referred to in Section 7.2(a) and 7.2(b) above, if they so choose, may appoint up to four (4) Members in Good Standing to become Directors (in accordance with Section 7.2(c)).

7.9 Resignations

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Institute or at the time specified in the resignation, whichever is later.

7.10 Change of Director

The Members in Good Standing may, by a majority vote, change any Director, provided that:

- (a) any Director elected by the Members who is a Member of a Regional Affiliate may only be changed by a majority of votes of the Members in Good Standing who are Members of that Regional Affiliate; and
- (b) any Director elected by Sustaining Corporate Members may only be changed by a majority of votes of the Sustaining Corporate Members or in accordance with this Section.

A vacancy created by the change of a Director may be filled at the meeting of Members at which the Director was changed or, if not so filled, may be filled pursuant to Section 7.11. The Director who has been the subject of a change may appeal to the next general Members meeting and may submit a statement pursuant to Section 131 of the Act., a copy of which is attached to the Bylaws as Appendix A.

The Board may, by a two-thirds (2/3) majority vote of Directors, change any Director who has failed to observe the standard of care as described in Section 8.7. If a Regional Affiliate duly changes a Director elected pursuant to Section 7.2(a) in accordance with its by-laws and the provisions of Section 7.10(a), the Director who has been the subject of the change shall cease to be a Director once the Executive Director receives written notice of the change from the President or the Secretary of the Regional Affiliate. A new Director elected by the Regional Affiliate in accordance with Section 7.10(a) shall become the Director for the balance of the changed Director's term.

If the Sustaining Corporate Members vote to change a Director elected pursuant to Section 7.10(b), the Director who has been the subject of the change shall cease to be a Director once the Executive Director receives written notice of the change from a representative of the Sustaining Corporate Members confirming the outcome of the vote under Section 7.10(b). A new Director elected by the Sustaining Corporate Members in accordance with Section 7.10(b) shall become the Director for the balance of the changed Director's term.

The Board may, by a majority vote, change a Director where the Sustaining Corporate Member represented by that Director ceases to be a Sustaining Corporate Member in Good Standing during the Director's term. A new Director appointed by the Board under Section 7.10 shall become the Director for the balance of the changed Director's term.

For purposes of this Article VII, the words "change" and "changed" refer to a change of a Director while in office, or the recall, replacement or other removal of a Director from office.

7.11 Vacancies

If any vacancy arises among Directors for any reason, the Board may fill the vacancy thus created for the balance of the vacating Director's term. If the Director was a Director referred to in Section 7.2(a) above, then the Board shall appoint a replacement Director nominated by the vacating Director's Regional Affiliate. If the vacating Director was a Director referred to in Section 7.2(b) above, then the Board shall appoint a Corporate Representative as the replacement Director.

ARTICLE 8 MEETINGS OF DIRECTORS

8.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 18.1 to each Director not less than seven (7) days before the time when the meeting is to be held. If the President considers a matter to be sufficiently urgent that a meeting of the Board be convened, they may give notice of a meeting by telephonic, electronic or other communication facility no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

8.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Institute or at any other place within Canada, as determined by the Board.

8.3 Meeting by Electronic Means, etc.

If all the Directors of the Institute consent, a meeting of Directors or of a committee of Directors, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting, provided that:

- (a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum and recording votes; and
- (b) each Director has notice of, and access to, the specific means of communication to be used.

8.4 Quorum

At any meeting of the Board, a quorum shall consist of two-fifths (2/5) of those entitled to be present and vote, unless otherwise specifically provided. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors present at a Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

8.5 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. For greater certainty, a Director may not vote by proxy. Unless otherwise required by the Act, every question shall be decided by a majority of votes cast on the question raised. In case of an equality of votes, the President of the meeting will not be entitled to a second or casting vote.

8.6 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board, provided that any one of the President, the Executive Vice President shall, a Vice President, or the Treasurer has pre-approved the expenses.

8.7 Standard of Care

Every Director, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Institute and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.8 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least two (2) times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

8.9 Special Meetings

Special meetings of the Board may be called by the President or at the request of at least one-quarter (1/4) of the Directors, and notice of special Board meetings shall be given to the Directors at least fourteen (14) days in advance. Notice thereof may be waived by all of the Directors.

8.10 Resolutions in Writing

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

8.11 Minutes

The Board shall ensure that all minutes of the Institute required by the By-laws or by any applicable statute or law are regularly and properly kept. Minutes of all Board meetings shall be circulated to all of the Directors.

ARTICLE 9 COMMITTEES AND ADVISORY BODIES

9.1 The Right To Establish Committees of the Board

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

9.2 Advisory Bodies

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

9.3 Procedure

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

9.4 Executive Committee

- (a) **Composition:** There shall be an Executive Committee which shall consist of the President, who shall be the chair, the Executive Vice-President, the Vice-Presidents, the Secretary, the Treasurer, and the Executive Director. At least one member of the Executive Committee must be a Board member who represents a Regional Affiliate.
- (b) **Duties:** Subject to Section 138 of the Act, a copy of which is attached to this By-law at Appendix B, the Executive Committee shall carry out any such duties from time to time as the Board may direct.

Subject to the directions of the Board to the contrary, the Executive Committee has the authority to make Policies on behalf of the Institute.

- (c) **Meetings:** Meetings of the Executive Committee shall be held at the call of the President or at the request of at least one-half (1/2) of the members of the Executive Committee. At least two (2) day notice shall be given of the date, time, place and agenda for meetings of the Executive Committee, unless notice is waived by all members of the Executive Committee.
- (d) **Special Meetings:** In emergencies, special meetings of the Executive Committee may be called on four (4) hours' notice. A special meeting may be conducted by telephone conference call or such other similar method as will permit all members of the Executive Committee to hear all other participants in the meeting. Any such teleconference meeting may be held only with the consent of at least four (4) members of the Executive Committee.
- (e) **Quorum and Voting:** A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Executive Committee. All questions shall be decided by a majority of votes cast.

9.5 Committees of the Board

- (a) **Standing Committees:** Standing Committees shall be established by the Board from time to time. The costs of all Standing Committees shall be clearly identified in the annual budget of the Institute. Motions to the Board to establish Standing Committees may include specific terms of reference, which may be amended subsequently by the Board. At least one (1) Director shall be on each Standing Committee.
- (b) **Operational Committee:** Operational and ad hoc committees (collectively referred to in the By-laws as an ("Operational Committee")) may also be established

by the Board, the Executive Committee, or the Executive Director (for purposes of this Section, each, an "Establishing Party") from time to time. If the Establishing Party is not the Board, the establishment of the Operational Committee and its terms of reference shall be subject to ratification by the Board in its sole discretion. If the terms of reference for a particular Operational Committee are not included in the motion to establish it, that Operational Committee shall, if required by the Establishing Party, draw up its own terms of reference and submit them to the Establishing Party for approval (and Board ratification, if the Board exercises its discretion to review and approve). The Establishing Party shall endeavour to have at least one (1) Director serve on each Operational Committee.

- (c) **Chairs:** Standing Committee chairs shall be appointed by the President. Operational Committee chairs shall be appointed by the Executive Director.
- (d) **Committee Members:** All Standing Committee members shall be appointed by the chair thereof with the approval of the President and shall be eligible for reappointment. All Operating Committee members shall be appointed by the chair thereof with the approval of the Executive Director and shall be eligible for reappointment.
- (e) **Ex-Officer Members:** The President and Executive Director shall each be an ex-officio member of all Standing Committees and all Operational Committees.
- (f) **Failure to Act:** Where a committee has neglected or failed to act, the Board may disband the committee and appoint another.
- (g) **Meetings and Minutes:** Meetings of any committee shall be called by its chair. Committees, except for those dealing with ethics or professional practice, shall circulate minutes of each meeting to the Executive Director.
- (h) **Meetings and Minutes:** Meetings of any committee shall be called by its chair. Committees, except for those dealing with ethics or professional practice, shall circulate minutes of each meeting to the Executive Director.
- (i) **Quorum and Decisions:** Quorum for committee meetings will be two (2) committee members present if the committee has three (3) members or less, and fifty percent (50%) of the committee members present in all other cases. All questions will be decided by a majority of votes cast.

ARTICLE 10 OFFICERS

10.1 Composition

The officers of the Institute shall be a President, an Executive Vice-President, up to two (2) Vice-Presidents, a Secretary, and a Treasurer.

10.2 Election of Officers

The election of officers will be held by the Board at the meeting immediately following the annual general meeting or at such subsequent meeting as is convenient to the Board. Each elected officer shall be inducted in the following manner:

- (a) President: The Board shall elect the President annually;
- (b) Executive Vice-President: The Board shall elect the Executive Vice-President annually;
- (c) Vice-Presidents: The Board shall elect up to two (2) Vice-Presidents annually in addition to the Executive Vice President; and
- (d) Secretary and Treasurer: The Board shall elect the Secretary and Treasurer annually. The same person may hold the Secretary and Treasurer positions. The terms of office for each of these officers shall be the same as the term of the members of the Board. The Secretary and Treasurer do not need to be Directors.

10.3 Duties of Officers

The power of the Board to determine the powers and duties of the Institute's Officers is subject to the Act, the Articles and the By-laws. The current duties of the Officers are as set out below.

(a) President

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

(b) Executive Vice-President

The Executive Vice-President shall assist the President in carrying on the administration of the Institute and perform such other duties and exercise such powers as the President or the Board may delegate to them. During the absence, or the inability or unwillingness to act, of the President, the Executive Vice-President shall perform the duties and exercise the powers of the President. For clarity, in the event that the President resigns or is removed from office during their term, the Executive Vice-President shall serve as President until a new President is elected pursuant to Section 10.1. Any such election must take place no more than 30 days following the resignation or removal from office of the President.

The Board may from time to time establish a more detailed description of the Executive Vice President's role.

(c) Vice-Presidents

There shall be up to two (2) Vice-Presidents in addition to the Executive Vice-President. The Vice-President(s) of the Institute shall assist the President in carrying on the administration of the Institute and perform such other duties and exercise such powers as the President or the Board may delegate to the Vice-Presidents.

The Board may from time to time establish a more detailed description of the Vice-Presidents' roles.

(d) Secretary

Unless otherwise determined by the Board, the Secretary will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary will enter or cause to be entered minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary attends those meetings. The Secretary will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board. The Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Institute, except when some other Officer has been appointed for that purpose.

The Secretary will have any other powers and duties as the Board may specify.

(e) Treasurer

Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Institute, and will have any other powers and duties as the Board may specify.

10.4 Agents and Attorneys

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

10.5 Term of Office

- (a) Each elected officer shall take office upon election and shall serve for a term as specified below:
 - (i) President: They shall serve a term of one (1) year or until the respective successor is elected. The President may stand for election for up to three (3) consecutive one (1) year terms of office. An individual who held the office of

President may be elected again provided that another individual or individuals have held the office for at least one intervening term;

- (ii) Executive Vice-President: They shall serve a term of one (1) year or until their successor is elected. The Executive Vice-President may stand for re-election;
 - (iii) Vice-Presidents: They shall serve a term of one (1) year or until their respective successors are elected. A Vice-President may stand for re-election;
 - (iv) Secretary: They shall serve a term of one (1) year or until their successor is elected. The Secretary may stand for re-election; and
 - (v) Treasurer: They shall serve a term of one (1) year or until their successor is elected. The Treasurer may stand for re-election.
- (b) If the office of any Officer of the Institute shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.
 - (c) The Board may, by a two-thirds (2/3) majority vote of Directors, change, replace or otherwise remove an Officer.

10.6 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Institute. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties, provided that any one of the President, the Executive Vice President, a Vice President, or the Treasurer has pre-approved the expenses.

ARTICLE 11 PROFESSIONAL STAFF

11.1 Professional Staff

The administration and management of the Institute shall be performed by a person appointed by and directly responsible to the Board through the Executive Committee. This person shall have the title of Executive Director or other title as the Board shall designate. For greater certainty, the Executive Director shall conduct the affairs of the Institute for and on behalf of the Board, be responsible for the day-to-day administration of the affairs of the Institute in accordance with Policies and actions approved by the Board or the Executive Committee, as the case may be, and shall carry out any such other matters from time to time as the Board or the Executive Committee shall direct. The Board may from time to time establish a more detailed description of the Executive Director's role.

ARTICLE 12 PUBLIC ACCOUNTANT

12.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the

close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors may immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 13 DISCIPLINE

13.1 Discipline

The Board or committee duly appointed for this purpose may discipline, suspend or expel any Member for misconduct or violation of the By-laws, Policies, Codes of Ethics, Codes of Conduct, and published Policies, in response to a complaint made in writing and after due investigation, and in accordance with the Board's Policy on discipline.

ARTICLE 14 CONFLICTS OF INTEREST

14.1 Process for Addressing Conflicts of Interest

(a) A Director or officer of the Institute who:

- iv. is a party to a material contract or transaction or proposed material contract or transaction with the Institute (in any such case, a "Contract" or a "Transaction", as the case may be); or
- v. is a Director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction, shall disclose to the Institute, or request to have entered in the minutes of meetings of the Board, the nature and extent of his or her interest.

(b) The disclosure required by Section 14.1(a) must be made, in the case of any Director:

- i. at the Board meeting at which a proposed Contract or Transaction is first considered;
- ii. if the Director was not then interested in a proposed Contract or Transaction, at the first Board meeting after they become so interested;
- iii. if the Director becomes interested after a Contract is made or a Transaction is entered into, at the first Board meeting after they become so interested; or
- iv. if a person who is interested in a Contract or Transaction later becomes a Director, at the first Board meeting after they become a Director.

- (c) The disclosure required by Section 14.1(a) must be made, in the case of any officer who is not a Director:
- i. forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a meeting of Directors;
 - ii. if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after they become so interested; or
 - iii. if a person who is interested in a Contract or Transaction later becomes an officer, forthwith after they become an officer.
- (d) Despite Section 14.1(b) and (c), if 14.1(a) applies to a Director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Institute's business, would not require approval by the Board or the Members, the Director or officer shall disclose to the Institute or request to have entered in the minutes of meetings of the Board, the nature and extent of their interest forthwith after the Director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.
- (e) A Director referred to in Section 14.1(a) shall not attend any part of a Board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is one for indemnity or insurance.
- (f) If no quorum exists at a Board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a Director is not permitted to be present at the Board meeting by reason of Section 14.1(a), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (g) A general notice to the Board by a Director or officer disclosing that they are a Director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person, is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of Section 14.1(a).
- (h) A Contract or Transaction for which disclosure is required under Section 14.1(a) is not void or voidable, and the Director or officer is not accountable to the Institute or its Members for any profit or gain realized from the Contract or Transaction, because of the Director's or officer's interest in the Contract or Transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the Contract or Transaction, if:
- i. disclosure of the interest was made in accordance with Section 14.1(a);

- ii. the Board approved the Contract or Transaction; and
 - iii. the Contract or Transaction was reasonable and fair to the Institute when it was approved.
- (i) Despite anything in Section 14.1(a), a Director or officer, acting honestly and in good faith, is not accountable to the Institute or to its Members for any profit or gain realized from any Contract or Transaction by reason only of their holding the office of Director or officer, and the Contract or Transaction, if it was reasonable and fair to the Institute at the time it was approved, is not by reason only of the Director's or officer's interest in it void or voidable if:
- i. the Contract or Transaction is confirmed or approved by Special Resolution at a meeting of the Members duly called for that purpose; and
 - ii. the nature and extent of the Director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Members' meeting.

ARTICLE 15

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.1 Indemnity

Subject to the provisions of the Act and to Section 15.4, the Institute shall indemnify a Director or Officer of the Institute, a former Director or Officer of the Institute or each individual who acts or acted at the Institute's request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Institute or other entity.

15.2 Advance of Costs

Subject to Section 15.4, the Institute shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 15.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 15.3.

15.3 Limitation

The Institute may not indemnify an individual under Section 15.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Institute, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Institute's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

15.4 Derivative Actions

The Institute shall, with the approval of a court, indemnify an individual referred to in Section 15.1, or advance moneys under Section 15.2, in respect of an action by or on behalf of the Institute or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Institute or other entity as described in Section 15.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 15.3.

15.5 Insurance

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

ARTICLE 16 POLICIES

16.1 Establishment and Amendment

The Board may make such Policies as it shall deem expedient for the administration and government of the Institute and for the effective carrying on of its objects as set forth, and may repeal, amend or re-enact the same from time to time.

16.2 By-Law and Policies

Where the repeal, amendment or re-enactment of a Policy also requires an amendment to this By-law, the revised Policy shall take effect at the same time as the amended By-laws become effective.

ARTICLE 17 AMENDMENT OF BY-LAW

17.1 Notice

A change in this By-law may be proposed by any Member or Members in Good Standing at the annual general meeting or at a special meeting called for that purpose, if notice in writing of the change has first been given by such Member or Members in Good Standing to the Executive Director not less than sixty (60) days prior to such annual general or special meeting and to the secretary of each Regional Affiliate at least thirty (30) days before the date of the annual general or special meeting, and the Executive Director shall provide a copy of such proposal to all Members in Good Standing within fifteen (15) days after receipt thereof.

17.2 Amendment of this By-Law

Subject to Sections 197, 198 and 199 of the Act, attached to this By-Law at Appendix C, the By-laws of the Institute may be repealed or amended through a by-law enacted by a majority of the Directors at a meeting of the Board, which by-law shall be effective until the next meeting of Members at which meeting such by-law shall be considered by the Members and approved, amended or rejected by a vote of at least two-thirds (2/3) of the votes cast at such Members meeting (provided that notice of consideration of such by-law shall be included in the notice of such Members meeting).

ARTICLE 18
MISCELLANEOUS

18.1 Method of Giving Notice

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

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

APPENDIX A - Section 131 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23

Section 131 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provides as follows:

Statement of director

131. (1) Subject to the by-laws, a director is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

Circulating statement

(2) A corporation shall immediately give notice to the members of the statement in the manner referred to in Section 162.

Statement to Director

(3) A corporation shall immediately send a copy of the statement to the Director.

Immunity

(4) No corporation or person acting on its behalf incurs any liability by reason only of complying with this Section.

APPENDIX B - Section 138 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23

Section 138 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provides as follows:

Delegation

138. (1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.

Limits on authority

- (2) Despite Subsection (1), no managing director and no committee of directors has authority to
- a) submit to the members any question or matter requiring the approval of members;
 - b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - c) issue debt obligations except as authorized by the directors;
 - d) approve any financial statements referred to in Section 172;
 - e) adopt, amend or repeal by-laws; or
 - f) establish contributions to be made, or dues to be paid, by members under Section 30.

APPENDIX C - Sections 197, 198 and 199 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23

Sections 197, 198 and 199 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provide as follows:

Amendment of articles or by-laws

197.(1) A Special Resolution of the members — or, if Section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

Revocation

(2) The directors of a corporation may, if authorized by the members in the special resolution effecting an amendment under this Section, revoke the resolution before it is acted on without further approval of the members.

Amendment of number name

(3) Despite Subsection (1), if a corporation has a designating number as a name, the directors may amend its articles to change that name to a verbal name.

Proposal to amend

198.(1) Subject to Subsection (2), a director, or a member who is entitled to vote at an annual meeting of members, may, in accordance with Section 163, propose to make an amendment referred to in Subsection 197(1).

Notice of amendment

(2) Notice of a meeting of members at which a proposal to make an amendment referred to in Subsection 197(1) is to be considered shall set out the proposed amendment.

Class vote

199.(1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in Subsection 197(1) to

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

(e) create a new class or group of members having rights equal or superior to those of the class or group; or

(f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

Right to vote

(2) Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.

Separate resolutions

(3) A proposal to make an amendment referred to in Subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a Special Resolution.

APPENDIX D – Term Length for Current Directors

Board Member	End date of Current Term	Number of Potential Three Year Terms
Marie Boucher (IMAQ)	AGM 2026	3
Matthew Janes (ADRAI)	AGM 2027	3
Barry Effler (ADRIIM)	AGM 2026	3
Kristin Andersen (ADRSK)	AGM 2025	3
Adam Fox (ADRIO)	AGM 2025	3
Brin Hamilton (ADRBC)	AGM 2027	3
Dora Dang (ADRIA)	AGM 2027	3
Daniel Faucher	AGM 2027	2
Elise Corriveau	AGM 2027	3
Lisa C. Munro	AGM 2026	3
Elton Simoes	AGM 2025	2
Josie Parisi	AGM 2025	2
Warren Foley	AGM 2026	3
Matti Lemmens	AGM 2025	3
Lauren Tomasich	AGM 2026	3

Paul Bradley	AGM 2026	3
Stacey O'Dea	AGM 2027	3
Michael Schafler	AGM 2027	2