

**AMENDED BYLAWS OF
PILGRIMS HOSPICE SOCIETY
(2018)**

DEFINITIONS AND INTERPRETATION

1. In these Bylaws:
 - a) "Act" means Societies Act, Revised Statutes of Alberta 2000, Chapter S-14, or any statutes from time to time enacted in substitution thereof, as amended from time to time.
 - b) "Directors", "Board" or "Board of Directors" means the Board of Directors of the Society and any consent, election or decision of the same required or permitted hereunder means a Resolution of the Board of Directors to that effect.
 - c) "General Meeting" means a meeting of the Members.
 - d) "Member" means a Member of the Society as specified in Bylaw 4.
 - e) "Objects" means the objects as specified in the Society's Application, filed with Alberta Corporate Registries, as amended from time to time.
 - f) "Officer" means an officer of the Society whose office is identified under Bylaw 55 or such other officers as the Board appoints from time to time.
 - g) "Ordinary Resolution" means a resolution passed by a simple majority of the Members or Board of Directors of the Society, as the case may be, present and voting and the term "resolution" alone means an Ordinary Resolution.
 - h) "Society" means Pilgrims Hospice Society.
 - i) "Special Resolution" means:
 - a. a resolution passed
 - i. at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
 - ii. by a majority of not less than 75% of those Members who, if entitled to do so, vote in person
 - b. a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at that General Meeting so agree; or
 - c. a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person.
 - j) "Strategic Plan" means the long-term plan developed and amended from time to time by the Directors to guide the Society in achieving the Objects of the Society.
2. In the interpretation of these Bylaws, except where the context otherwise indicates:
 - (a) words importing the singular number shall also include the plural, words importing the masculine gender shall also include the feminine, words importing persons shall include corporations and vice versa;

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- (b) the terms used herein, unless otherwise defined, have the same meaning as they are given under the Act;
- (c) these Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.

REGISTERED OFFICE

3. The Registered Office of the Society may be established or changed from time to time by Ordinary Resolution of the Members or the Board of Directors of the Society.

Members

4. Subject to Bylaws 6 and 7, any person or organization may become a Member of the Society by:

- a) a favourable vote passed by the Board or Directors, and
- b) by paying the dues under bylaw 10.

5. Any dispute as to whether or not a particular person or entity has qualified for Membership under Bylaw 4 shall be resolved by the remaining Members of the Society, acting reasonably, and the decision of the remaining Members of the Society shall be conclusive.

6. Membership in the Society may not be in any manner transferred, assigned or transmitted. All rights and privileges of Membership shall cease upon;

- (a) the Member's death; or
- (b) the Member's resignation as Member of the Society upon the effective date of resignation in written notice given to the Board of the Society; or
- (c) a resolution passed by a majority of Members, at a meeting called for the purpose of cancelling the membership of a Member.

7. Any person or organization may become an honorary member by a favourable vote passed by the Board. Honorary members shall not be entitled to vote at any meeting of the Society or to hold any office in the Society. Membership fees shall be waived for an honorary member.

Voting by Members

8. Subject to Bylaws 9 and 10, Members shall be entitled to vote at any meeting of Members and each Member shall be entitled to one (1) vote. He or she shall be entitled to attend and vote at any Annual General Meeting of the Society held while such person is a Member.

9. No Member shall be entitled to vote at meetings of the Members unless he or she has been a Member for at least 30 days prior to the meeting and he or she has paid all dues or fees.

Membership Dues/Fees

10. The dues payable by Members shall consist of a donation of an amount as determined by the Board anytime in the 12 months prior to the vote.

No Dividends to Members

11. The Members shall not receive at any time any dividends or income from the Society.

MEMBERS' MEETINGS

Annual General Meeting

12. An Annual General Meeting of the Members of the Society shall be held once in each calendar year and not more than sixteen (16) months after the holding of the last Annual General Meeting. Subject to the foregoing, the Annual General Meetings shall be held at such time and place in the City of Edmonton, the Province of Alberta, as the Board shall appoint.

13. The business to be transacted at an Annual General Meeting shall include:

- (a) the review and approval of reports of the Board of Directors of the Society submitted under Bylaw 40;
- (b) the receipt and review of the financial statements of the Society and reports of the Board of Directors of the Society and auditors relating thereto;
- (c) the appointment of a duly qualified and independent auditor for the Society;
- (d) the election or re-election of members of the Board of Directors of the Society;
- (e) the transaction of such other business as under the Act or these Bylaws ought to be transacted at the Annual General Meeting.

Special General Meeting

14. The Chair of the Board may, whenever the Chair of the Board thinks fit, convene a General Meeting and shall do so upon written request of any three (3) Directors, or upon receipt by the Secretary of the Society of a written request for such General Meeting signed by ten (10) Members and including an explanation of the general nature of the business to be conducted at the General Meeting.

Notice of General Meeting

15. Subject to Bylaws 16 and 18, at least seven (7) days before any General Meeting, notice thereof specifying the place, the day and hour of the meeting and, the general nature of such business to be conducted at the General Meeting, shall be given to the Members in the manner hereinafter mentioned and no other business shall be transacted at that meeting.

Notice of Special Resolution

16. If a Special Resolution is to be proposed for a meeting, then written notice of a Special Meeting shall be delivered to the last known mail or electronic address of all Members at least twenty-one (21) days before such meeting and shall specify the intention to propose the Special Resolution and the proposed text thereof, although nothing in this clause shall preclude amendments to such text during the course of such meeting.

Omission / Non-receipt of Notice

17. The accidental omission to give required notice to or the non-receipt of such required notice by any Member shall not invalidate the proceedings at any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, and a waiver of any or all objections to the

place of such meeting, or the manner in which it has been called or convened, except when the member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Shorter Notice of Meeting

18. A meeting may be convened upon shorter notice than is provided for under Bylaws 15 and 16 with the consent of all Members who have not been given the required notice, such consent to be given either before, at or after the holding of the meeting.

PROCEEDINGS AT MEMBER MEETINGS

Quorum

19. Subject to Bylaw 20, a quorum for the transaction of business at any meeting of the Members shall consist of the lesser of 25% of the Members or 15 members, present in person. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

No Quorum

20. In the event that a quorum is not present at a meeting duly called and for which proper notice has been given, and provided that notice of any adjournment is given to all Members in accordance with these bylaws, the meeting will be adjourned to the same time and place and on the same day of the following week, unless the Members present at such meeting have agreed upon another time, place and date. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (if there be three (3) or more of them) shall, notwithstanding Bylaw 19, be a quorum and the meeting shall be deemed properly constituted for the conduct of any business which may be properly conducted at a General Meeting.

Proxy

21. No member may authorize another person or persons to act for him/her by proxy.

Chair / Secretary

22. The Chair of the Board, if present, or, in default the Vice Chair, if present, shall preside as chair at every General Meeting of the Society and otherwise the Members present shall choose one of their Members to be chair of such meeting.

The Secretary of the Board shall, if present, act as secretary of such meetings; or in default, the Members shall choose a secretary to act as secretary of such meetings.

Adjournment of Meeting

23. The chair of the meeting may, with the consent of the Members present at the meeting, adjourn any meeting from time to time and place to place but no business shall be transacted at any adjourned

meeting other than the business unfinished at the meeting from which the adjournment took place unless all Members otherwise agree.

Making of Decisions

24. At every General Meeting every motion shall be decided:
- (a) By a majority of the votes of the Members present at such meeting unless otherwise required by these Bylaws or by the Act; and
 - (b) In the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll be demanded by any Member present in person. Upon such a show of hands, a declaration by the chair of such meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll be demanded in the manner above-mentioned, it shall be taken at such time and place and in such manner as the chair of the meeting may direct, and the result of such poll shall be as determined by the chair of the meeting. A demand for a poll may be withdrawn.
25. In the case of an equality of votes at any General Meeting, whether upon a show of hands or by poll, the chair of the meeting shall not be entitled to a second or casting vote. In the case of a tie vote, the motion shall be defeated.
26. Any matter coming before a meeting of the Members shall be decided by Ordinary Resolution, unless otherwise prescribed by the Act or these Bylaws.

Minutes of Meeting

27. The Secretary shall record the minutes of all General Meetings and present the same to the chair of such meetings for endorsement. A copy of same shall be duly filed in the Society's minute book after endorsement.

Meeting by Telephone or Other Communication

28. If necessary as determined by the Chair of the Board, a meeting of the Members may be held by means of a telephone or other communication facilities and voting to occur by poll, notwithstanding Bylaw 24.

Signed Resolution

29. Any resolution (whether Ordinary or Special) or a document purporting to be the minutes of a meeting shall have full force and effect according to its tenor, date and purport, whether or not any meeting was actually held, or properly constituted, or the proper procedure followed thereat, provided that the resolution or other document is signed or consented to in writing by all of the Members entitled to vote at a meeting held on the date thereof.

BOARD OF DIRECTORS OF THE SOCIETY

30. Unless otherwise prescribed by the Act or these Bylaws, the affairs of the Society shall be governed by a Board of Directors of the Society.

Number and Qualifications

31. The number of Directors shall be a minimum of five (5) and a maximum of fifteen (15). All the Directors shall have the following qualifications:

- a) be committed to the Objects of the Society;
- b) be of the age of majority (18 years of age or older);
- c) be a Member of the Society or become a member of the Society within ten (10) days after his/her election or appointment as a Director;
- d) have obtained a clear criminal record check and an acceptable result on any other required child safety and other safety-related verifications as may be required by the Society.

Remuneration

32. The Directors and/or Officers, shall receive no remuneration for acting as Directors/Officers. For purpose of clarity, should any of the Directors and/or Officers act in any other capacity, then he or she shall be entitled to such remuneration as determined by the Board in its sole discretion from time to time for acting in such other capacity.

Election of Directors and Term

33. A Director, subject to Bylaw 31:

- (a) shall be elected by the Members at the Annual General Meeting for such definite or indefinite terms not exceeding three (3) years as the Members may resolve;
- (b) may be re-elected for an additional and successive term provided that he or she does not serve as a Director for any continuous term exceeding nine (9) years and continues to meet the qualifications in Bylaw 31;
- (c) shall be elected effective from the date of the Annual General Meeting at which they were elected until completion of the term; however, should a Director's term expire at a time when no replacement Director has been elected in his/her stead, the Board may appoint a successor Director to serve the balance of the previous Director's term.

Nominations Committee

34. The Board of Directors shall appoint a Nominating Committee consisting of three (3) persons, one of whom shall be a member of the Board and the other two of whom shall not be members of the Board but shall be members of the Society. The Nominating Committee nominates persons to stand for election as members of the Board of Directors.

35. Any member of the Society may nominate a person to stand for election as a member of the Board of Directors, provided that such nomination is made in writing and such nomination is delivered to the Society's Head Office not later than ten (10) days prior to the date of the Annual meeting. Any such nomination must be accompanied by the nominee's written consent to stand

for election to the Board of Directors. No nominations may be made from the floor to the annual meeting at which Directors are to be elected.

Resignation/Removal of Directors

36. A Director may resign from his or her office upon delivering to the Board a notice in writing of his or her intention so to do and such resignation shall take effect upon the effective date stated in such notice, provided however that the Chair of the Board may accept such resignation and deem the same to be effective as at any earlier date not sooner than receipt of the same.

In addition, the office of a Director shall be immediately vacated if such Director:

- (a) becomes mentally incompetent;
- (b) dies;
- (c) is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days;
- (d) without leave of the Directors, which leave may be given retroactively, fails to attend three (3) consecutive Board meetings;
- (e) declares bankruptcy or absconds to defeat his/her creditors;
- (f) is no longer qualified as a member of Board pursuant to Bylaw 31;
- (g) is removed from the Board of Directors by Ordinary Resolution of the Members; or
- (h) is removed by unanimous vote by all Directors of the Board then holding office (except the Director to be removed); or
- (i) is removed by special resolution passed by at least two thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given.

37. Notwithstanding anything contained in these Bylaws, any act done in good faith by a Director who is removed from or ceases to hold office shall be valid unless such Director has resigned or was given actual notice of his or her removal prior to the doing of such act.

38. The continuing Board of Directors of the Society shall act notwithstanding any vacancy on the Board. The Board of Directors of the Society shall, subject to Bylaws 31, have power to appoint any other person to be a Director to fill such vacancy and any Director so appointed shall hold office for the balance of the replaced Director's term.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS OF THE SOCIETY

39. The Board of Directors of the Society shall control and manage all the affairs and property of the Society and may exercise all the powers of the Society and do on behalf of the Society all such acts as fully and completely may be exercised and done by the Society, and, without restricting the generality of the foregoing, shall specifically have the following powers and duties:

- (a) to carry out the Objects of the Society;
- (b) to appoint such committees as they may deem necessary or appropriate and delegate such powers, purposes and functions to any committee as the Directors may from time to time determine expedient and delegate any of their powers or duties to the said committees, which shall consist of a minimum of three (3) persons, one of whom must be a member of the Board;
- (c) to delegate any specific operational responsibilities by way of a letter of delegation to the Executive Director;
- (d) to review the Bylaws periodically; and
- (e) to determine and periodically amend the Strategic Plan of the Society.

40. At the Annual General Meeting in every year, the Board of Directors of the Society shall present before the Members:

- (a) audited financial statements and the auditors' report made up and submitted in accordance with the provisions of the Act;
- (b) a summary of the significant activities of the Society conducted since the time of the last Annual General Meeting; and
- (c) any other matters the Directors deem appropriate for consideration by the Members.

41. The grants or declarations of powers to the Directors contained in these Bylaws shall be read cumulatively, no one such grant or declaration to cut down or create any exception from the scope of any other such grant or declaration.

PROCEEDINGS OF MEETINGS OF BOARD OF DIRECTORS OF THE SOCIETY

Quorum

42. The Board of Directors of the Society may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit. Fifty percent (50%) of the members of the Board of Directors comprising no fewer than (5) members of the Board of Directors of the Society in office shall constitute a quorum.

Notice of Meeting

43. Meetings of the Board of Directors of the Society may be summoned by the Chair of the Board or on the requisition of any three (3) Directors on 3 days notice given verbally or in writing. Any Director, whether attending or not, may at any time waive the requirement for notice and any Director who does attend shall be deemed to have done so, unless he /she states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Omission / Non-Receipt of Notice

44. The accidental omission to give notice of a meeting to or the non-receipt of such notice of a meeting by any Director, or any error in any notice not affecting the substance thereof, shall not invalidate the proceedings or any actions taken at the meeting.

Location of Meeting

45. Meetings of the Board of Directors of the Society may be held anywhere in the City of Edmonton, or, with the consent of a majority of Board of Directors of the Society, at any other place in the Province of Alberta.

Chair of Meeting

46. The Chair of the Board, if present, or, in default, the Vice Chair of the Board, if present, shall preside at all Board meetings, and otherwise the Board of Directors of the Society present shall, by majority vote, choose one of its members to be chair of the meeting.

Making of Decisions

47. Each Director shall be entitled to one (1) vote. At every meeting of the Board of Directors, every motion shall be decided:

- (a) by a simple majority of the votes of the Directors present at such meeting by a show of hands unless otherwise required by these Bylaws or by the Act and Directors shall not vote by proxy; and
- (b) upon such a show of hands, a declaration by the chair of such meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

48. In the case of an equality of votes at any meeting, whether upon a show of hands, the chair of the meeting shall not be entitled to a second or casting vote. In the case of a tie vote, the motion shall be defeated.

49. A Director of the Society who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or has abstained from voting by reason of a declared conflict of interest.

Meeting by Telephone or Other Communication

50. A meeting of the Board of Directors of the Society or of any committee of the Board may be held by means of telephone or other communication facilities and voting to occur by poll, notwithstanding Bylaw 47.

Signed Resolution

51. Any resolution or a document purporting to be the minutes of a meeting of the Board of Directors of the Society shall have full force and effect according to its tenor and purport, whether or not any meeting was actually held, or properly constituted, or the proper procedure followed thereat,

provided that the resolution or other document is signed or consented to in writing by all Board of Directors of the Society entitled to vote at a meeting held on the date thereof.

Unqualified Director

52. All acts done by any meeting of the Board of Directors of the Society or by any persons acting as the Board of Directors of the Society shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or election of any such Board of Directors of the Society or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected and was qualified to be a Director.

CONFLICTS OF INTEREST

Disclosure of Conflict of Interest by Director

53. A Director shall disclose to each of the other Directors any interest he or she (or his or her spouse or child) has, or may have, or proposes to have, whether direct or indirect, in any contract or arrangement proposed with the Society if such Director be then so interested or if it is reasonably foreseeable that he/she will become so interested.

No Voting by Director in Conflict of Interest

54. A Director shall not vote in respect of any contract, trust or arrangement in which he or she (or his or her spouse or child) is interested (either financially or by reason of any other familial or fiduciary office or relationship) and if he or she does so, his or her vote shall not be counted.

OFFICERS OF THE BOARD OF DIRECTORS

55. The officers of the Board shall be elected by the Board at the first meeting of the Board subsequent to the Annual General Meeting and shall consist of the following:

- (a) Chair of the Board;
- (b) Vice Chair;
- (c) Secretary; and
- (d) Treasurer

and any other officers as the Board of Directors of the Society may from time to time appoint. The officers shall, subject to Bylaws 56 through 60 inclusive, hold office for such terms and have such powers and duties as the Board may from time to time authorize. Each Officer shall be a Director at all times that he/she is an Officer.

56. If any Officer of the Board ceases to be a Director or vacates the office before the expiration of the term, the Officer ceases to be an Officer and the Board shall immediately appoint a successor from the remaining Directors for the remainder of the term of the office vacated.

Chair of the Board

57. The Chair of the Board shall be elected for a two (2) year term although he or she may be re-elected for additional and successive terms provided that he or she does not serve as a Chair of the Board for any continuous term exceeding six (6) years.

The Chair of the Board shall:

- (a) preside at all meetings of the Board and the Members when present;
- (b) be an ex-officio Member of all committees of the Board;
- (c) be responsible to ensure that all resolutions of the Board are put into effect; and
- (d) generally perform such other duties as the Board, by resolution, may determine from time to time.

Vice Chair

58. The Vice Chair shall:

- (a) assume and perform the duties of the Chair in the Chair's absence, resignation or inability to perform the Chair's duties; and
- (b) generally perform such other duties as the Board, by resolution, may determine from time to time.

Secretary

59. The Secretary shall:

- (a) record or cause to be recorded all the minutes of the meetings of the Society and shall perform like duties for any standing committees established by the Society when required;
- (b) present a copy of the minutes of any meetings of the Society to the chair of such meetings for endorsement, after which they shall be duly filed in the Society's minute book;
- (c) be responsible for ensuring all other books and records of the Society are maintained;
- (d) give, or cause to be given, notice of all meetings of the Members;
- (e) have, or provide for, custody of the corporate seal of the Society and, in addition to such other persons as may be authorized, shall have authority to affix the same to any instrument requiring it and when affixed, it may be attested by his or her signature; and
- (f) generally perform such other duties as the Board may determine from time to time.

Treasurer

60. The Treasurer shall:

- (a) have, or provide for, the custody of the corporate funds and securities;

- (b) keep, or shall cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Society;
- (c) present, or cause to be presented, the proposed budget for the Society in the next fiscal year;
- (d) recommend the auditor to the Board for approval of the Members at the annual general meeting;
- (e) serve as the Chair of the Finance and Audit Committee; and
- (f) generally perform such other duties as the Board may determine from time to time.

COMMITTEES

61. Without limiting the generality of Bylaw 39, the Board shall constitute the following Committees:

(a) Executive Committee

There shall be an Executive Committee of Board of Directors to facilitate the business of the Society.

- a) **Composition** — The Executive Committee shall be composed of the elected officers as defined in Bylaw 55, together with the Executive Director, who shall be a member of the Executive Committee by right of office but without voting privileges.
- b) **Powers and Functions** — The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditures of an amount in excess of the limit as determined by the Board on an annual basis. It is also responsible for the annual appraisal and compensation level of the Executive Director.
- c) **Transactions of Business** — The powers of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within the Province of Alberta.
- d) **Procedure** — Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at not less than the majority of its members and to regulate its procedures.
- e) **Resignation** — A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board may fill the vacancy so created.

- f) Removal by Board of Directors — A member of the Executive Committee, except for the Chairperson of the Board, may be removed from the Executive Committee by a resolution passed by a majority of the Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy which is so created.

(b) The Finance and Audit Committee

The Finance and Audit Committee will recommend the financial principles, guidelines and policies that ensure the financial well-being of the Society. Such will include review and recommendation of the annual budget to the Board. In addition, it will review and recommend to the Board the audited financial statements, the risk management policies and other practices it deems necessary for effective financial management.

EXECUTIVE DIRECTOR

62. The Executive Director shall carry out the operational responsibilities delegated by the Board of Directors in accordance with the Objects of the Society, the Strategic Plan and the mission statement. The Executive Director shall be an ex officio member of the Board of Directors, without voting.

RULES OF ORDER

63. The chair of any meeting of the Members or Board or of any committee shall conduct the meeting in such manner as he or she, acting reasonably, deems most appropriate for the fair and efficient conduct of the meeting and for the fair and open discussion on any matters before it, without obligation to strictly follow any particular Rules of Order. The chair of the meeting may make such determinations and decisions concerning the conduct of the meeting, including adjournment, or the expulsion of any person or persons who disrupt or threaten to disrupt the meeting, as the chair, acting reasonably, deems most appropriate to preserve good order.

INDEMNIFICATION AND LIMITATION OF LIABILITY

64. Each and every Member, Director and Officer of the Society and each committee member elected or appointed hereunder (collectively the "Indemnified Parties") shall be deemed to have assumed office or taken such position on the express condition (whether they were aware of this Bylaw or not) that every such Indemnified Party (and their respective estates) shall at all times be indemnified and saved harmless out of the assets of the Society against all costs (including legal costs on a solicitor-client basis), charges and expenses including any amount paid to settle an action or satisfy a judgment which such Indemnified Party sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against such Indemnified Party in respect of any act or matter done or permitted by such Indemnified Party to be done in the execution of the duties of the office of such Indemnified party, and also all costs, charges and expenses which such Indemnified Party may sustain or incur in relation to the affairs of the Society, provided such Indemnified Party acted honestly and in good faith with a view to the best interests of the Society and such Indemnified Party had reasonable grounds for

believing that the conduct was lawful. Without limiting the foregoing, the Society shall pay and be liable for all such costs, expenses and charges immediately upon demand by an Indemnified Party, and an Indemnified Party shall not be obliged to first pay any such costs, expenses, or charges and then seek reimbursement for the same from the Society.

65. No Indemnified Party of the Society shall be liable for the acts, receipts, neglects or defaults of any other Board Director, Member, Officer, committee member or employee for joining in any receipt or act for non-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, or on behalf of the Society for the insufficiency or deficiency of any security in or upon which any of 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 wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on such Indemnified Party's part or for any other loss, damage or misfortune which may happen in the exercise of such Indemnified Party's respective duties or trust or in relation thereto unless the same shall happen by such Indemnified Party's own willful wrongdoing .

66. Without limitation to the foregoing, the Indemnified Parties, and each of them, may rely upon the accuracy of any statement, opinion or report prepared by the Society's lawyers, auditors or other professional advisors (as the case may be) and shall not be responsible or held liable for any loss or damage resulting from acting, in good faith, upon such statement, opinion or report.

DOCUMENTS AND BANKING

67. The banking business of the Society, which includes without limitation the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board of Directors of the Society. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize by resolution.

Bank accounts of the Society shall be kept in such bank or banks or other financial institutions as the Board of Directors of the Society may from time to time designate by resolution.

BORROWING POWERS

68. For the purposes of carrying out its objectives, the Society may borrow or raise or secure payment of money in such manner as it thinks fit and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

SIGNING AUTHORITY

69. The Board of Directors of the Society shall from time to time by resolution, designate a minimum of two (2) persons with specific or general signing authority as the Board deems appropriate. In the absence of any such appointment by the Board, any two (2) of the Chairperson of the Board, the Vice-Chairperson, the Secretary and the Treasurer shall have general signing authority, under the seal of the Society or otherwise, all documents and instruments in writing, any documents and instruments in writing so signed and delivered shall be binding upon the Society without any other formality

SOCIETY SEAL

70. The Society may, by resolution of the Board, adopt a corporate seal which may be affixed in such manner as the Board from time to time determine. Notwithstanding the foregoing, any contract or other document may be validly executed without use of the corporate seal.

SIGNING IN COUNTERPART/ ELECTRONIC FORM

71. Any resolution, consent, minutes or other document required or permitted to be signed by the Members hereunder or under the Act may be validly signed in counterparts and may be given by telecopier or other electronic form.

INSPECTION OF BOOKS AND RECORDS

72. The Directors shall from time to time determine whether and to what extent and at which time and places and under what conditions or regulations the accounts and books of the Society shall be opened to the inspection by a Member or Members, and no Member shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors. Any inspection by a Member shall be in the presence of a Director or delegate.

SERVICE OF NOTICES

Manner of Service

73. Any notice or documents may be served by the Society upon any Member or Director or vice versa by mail, delivery or electronic means.

Time for Service

74. Any notice served by post shall be deemed to be served on the fifth (5th) day following that upon which the letter, envelope or wrapper containing the same is posted, in the absence of proof of earlier receipt, and notice served electronically shall be served upon, but only upon, actual receipt at its designation in legible form.

Address for Service

75. The address for service of notice on a Member or Director shall be the mailing address, telecopy number or electronic mail address supplied by such Member or Director to the Society for the giving of notices, and if no such address has been given by such Member or Director to the Society, then at the last such address known to the person giving the notice. A Member or Director may change the address for service of notices by giving written notice of such change to the Chair of the Board or the Secretary.

DISSOLUTION

76. On the dissolution or winding up of the Society, all of its remaining assets after payment of its liabilities shall be distributed to another qualified donee, as defined in subsection 149.1 (1) of the *Income Tax Act* (Canada), or any statutory provision that may be substituted therefor from time to time, whose objects are similar to those of the Society or whose objects are beneficial to the community.

AMENDMENTS

77. In addition to the provisions of the Act, no amendments may be made to these bylaws or to the objects of the Society without a Special Resolution of the Members.