

**CONSTITUTION  
AND  
BY-LAWS  
OF THE  
SOCIETY OF TOXICOLOGY OF CANADA**

**AUGUST 2022**

# CONSTITUTION

## Article I, Name

The Corporation shall be named in English, the “Society of Toxicology of Canada”, and in French “Société de Toxicologie du Canada”, hereinafter the Society\*.

## Article II, Purpose

The Society shall function as a non-profit corporation whose purpose shall be to promote the acquisition, facilitate the dissemination and encourage the utilization of knowledge in the science of toxicology.

## Article III, Membership

Regular, Honorary, Retired, Post-doctoral, Graduate Student and Undergraduate Student membership shall be available to individuals without respect to affiliation, prior commitment, or academic achievement according to the prerequisites, rules, and procedures of application and election as detailed in the Bylaws.

## Article IV, Management

1. The Society shall be governed by an elected Board of Directors, hereinafter called the Board, whose eligibility for membership, size, composition and tenure shall be as defined in the Bylaws.
2. The responsibility of the Board shall be to its membership, and its mandate to achieve the objectives set forth in Article II of this Constitution shall extend to all affairs of the Society.
3. The Board shall have the right to raise funds, appoint Committees and seek other ways and means deemed necessary for the proper execution of its mandate.

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\* Formerly the Canadian Association for Research in Drug Safety (1964-1966); Canadian Association for Research in Toxicology (1966-1978).

Article V, Amendments

Changes in this Constitution may be executed at the Annual Business Meeting, or at a Special Meeting called for that purpose, by a three-fourths majority vote of the ballots cast, provided that the proposed change be submitted in writing to the Secretary of Board over the signatures of three members of the Society in good standing, and that copies of the proposed change shall have been distributed to all voting members at least eight weeks in advance of the meeting, at which a final action is to be taken.

Article VI, Duration and Dissolution

The Society shall persist as a Corporation until an amendment for dissolution has been passed in accordance with the provisions of Article V.

At dissolution, an independent auditor shall be appointed for subsequent settlement of all liabilities incurred by the Corporation and disbursement of remaining assets to a recognized Canadian charity of his choice.

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE AFFAIRS OF  
SOCIETY OF TOXICOLOGY OF CANADA  
SOCIÉTÉ DE TOXICOLOGIE DU CANADA  
(THE "CORPORATION")**

BE IT ENACTED as a by-law of the Corporation as follows:

1 DEFINITION

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation

"Board" means the Board of Directors of the Corporation and "Director" means a Member of the Board

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect

"Meeting of Members" includes an Annual Meeting of Members or a Special Meeting of Members; "Special Meeting of Members" includes a meeting of any class or classes of Members and a Special Meeting of all Members entitled to vote at an Annual Meeting of Members

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution

"Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time, and

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2 INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 3 CORPORATE SEAL

The seal of the Corporation shall be affixed by the Secretary to all contracts, documents and instruments in writing, as may require it.

## 4 EXECUTION OF DOCUMENTS

All contracts, documents and instruments in writing requiring the signature of the Corporation shall be signed by the President or Vice-President and by the Secretary or by such other Director(s) or Officer(s) as the Board of Directors may from time to time determine.

All cheques, drafts, orders for the payment of money, and all notes and acceptance shall be signed by such Director or Officer or Directors or Officers and in such manner as the Board of Directors may from time to time direct.

## 5 FINANCIAL YEAR

The financial year end of the Corporation shall be December 31 in each year.

## 6 BANKING ARRANGEMENTS

The banking business of the Corporation 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 of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

## 7 BORROWING POWERS

The Directors of the Corporation may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation
- (c) give a guarantee on behalf and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## 8 ANNUAL FINANCIAL STATEMENTS

The Corporation may, instead of sending copies of the Annual Financial Statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members that the Annual Financial Statements and documents provided in Subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## 9 CLASSES OF MEMBERSHIP

There shall be six (6) classes of Members in the Corporation, namely: Regular Members, Honorary Members, Retired Members, Postdoctoral Members, Graduate Student Members and Undergraduate Student Members.

### (a) REGULAR MEMBERS

Any qualified person who has a continuing professional interest in the field of toxicology and who:

- (i) has a post-graduate degree in toxicology or a related discipline, or a degree in human or veterinary medicine from a recognized educational institution, or
- (ii) has an undergraduate degree in toxicology or a related discipline with at least five (5) years of relevant working experience

may apply for Regular Membership. Regular Members shall have the right to receive notice of and to attend and vote at business meetings of the Corporation; to stand for election to office in the Corporation; to participate in the scientific and business affairs of the Corporation; and to sponsor the participation of non-members at scientific meetings.

### (b) HONORARY MEMBERS

An individual who has rendered distinguished service to toxicology may be made an Honorary Member upon the recommendation of the Board of Directors and the approval by ordinary resolution of the Regular Members of the Corporation. An Honorary Member shall have the right to receive notice of and to attend business and scientific meetings but shall not have the right to vote or to stand for election to office.

### (c) RETIRED MEMBERS

A Regular Member who has retired from his primary employment can after approval by the Membership Committee be included in this category. A Retired Member shall have all the rights of a Regular Member

(d) POSTDOCTORAL MEMBERS

Any postdoctoral researcher with an interest in toxicology and under direction of a research mentor is eligible. A Postdoctoral Member shall have the right to receive notice of and to attend business and scientific meetings but shall not have the right to vote or stand for election to office

(e) GRADUATE STUDENT MEMBERS

Any graduate student enrolled in a postgraduate degree program with major emphasis on toxicology. A Graduate Student Member shall have the right to receive notice of and to attend business and scientific meetings but shall not have the right to vote or stand for election to office

(f) UNDERGRADUATE STUDENT MEMBERS

Any undergraduate student enrolled in an undergraduate degree program with major emphasis on toxicology or a related field that would support acceptance into a graduate program in toxicology. An Undergraduate Student Member shall have the right to receive notice of and to attend business and scientific meetings but shall not have the right to vote or stand for election to office.

10 APPLICATIONS FOR MEMBERSHIP

An Application form available on the STC website ([stcweb.ca](http://stcweb.ca)) shall be used. Applicants for membership must be nominated by Regular Members in good standing. Regular memberships require two sponsors, and Student and Postdoctoral memberships one sponsor. Each of these sponsors must provide, under separate cover, a detailed written communication supporting the candidate's application. It is the responsibility of the applicant that all necessary documentation regarding the membership application is completed and submitted online or otherwise provided to the Chair of the Membership Committee.

11 MEMBERSHIP COMMITTEE

The Membership Committee shall review all duly completed applications. Unanimous approval by the Committee shall be required.

12 ELECTION TO MEMBERSHIP

Upon approval by the Membership Committee, the Secretary shall forward to the Board of Directors, at least once a year and more frequently if deemed necessary by the Membership Committee, a list of new Members. The list shall show the names and qualifications of the new Members, their Membership Class, and the names of the sponsoring Members. The Chair of the Membership Committee shall notify each applicant of the decision concerning their acceptance to membership in the Corporation.

13 MEMBERSHIP TRANSFERABILITY

Membership is not transferable under any circumstances. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

14 MEMBERSHIP CONDITIONS

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(d), (e), (h), (l) or (m).

15 NOTICE OF MEMBERS' MEETINGS

Notice of the time and place of a meeting of Members shall be given to each Member by the following means: by mail, courier or personal delivery to each Member during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or by telephonic, electronic or other communication facility to each Member during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members.

16 WAIVER OF NOTICE

Any Member may at any time waive notice of any meeting and may at any time ratify, approve and confirm any of the Resolutions passed thereat.

17 MEMBERS CALLING A MEMBERS' MEETING

The Board of Directors shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five (5%) percent of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

18 ANNUAL MEETING

An Annual Meeting shall be held at such time and place within Canada each year as the President may in his discretion determine.

19 SPECIAL MEETINGS

Special meetings of the Corporation may be convened at any time by order of the President or Vice President or by the Board of Directors or by thirty (30%) percent of the Regular Members.



## 20 SCIENTIFIC MEETINGS

Scientific meetings of the Corporation may be convened at any time by order of the President or Vice President or of the Board of Directors, or if requested by thirty (30%) percent of the Regular Members.

## 21 ABSENTEE VOTING AT MEMBERS' MEETINGS

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.

## 22 TERMINATION OF MEMBERSHIP

A membership in the Corporation is terminated when:

- (a) the Member dies or resigns
- (b) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws
- (c) the Member's term of membership expires, or
- (d) the Corporation is liquidated and dissolved under the Act.

## 23 EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

## 24 DISCIPLINE OF MEMBERS

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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

#### 25 PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBERS' MEETINGS

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five (5%) percent of Members entitled to vote at the meeting at which the proposal is to be presented.

#### 26 COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

#### 27 PLACE OF MEMBERS' MEETING

Members meetings shall be held at such place within Canada as the President in his/her discretion may determine.

#### 28 PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS

The only persons entitled to be present at a meeting of Members shall be Members of the Corporation, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person maybe admitted only if sponsored by a Regular Member in good standing or upon the invitation of the Chair of the meeting.

29 CHAIR OF MEMBERS' MEETINGS

In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

30 QUORUM AT MEMBERS' MEETINGS

Eight (8) Regular Members in good standing plus the President or his deputy, present in person, shall be sufficient to form a quorum to transact the business of the Corporation.

31 VOTES TO GOVERN AT MEMBERS' MEETINGS

At all meetings of the Corporation every question shall be decided by a majority of the votes of the Regular and Retired Members present at any meeting of Members. Every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. Every Regular or Retired Member in good standing is entitled to one (1) vote.

32 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

33 DUES

Dues may be levied on all Regular and other classes of Members to cover the financial responsibilities of the Corporation. Dues shall be determined by a majority resolution of the Regular Members at the Annual General Meeting and upon the recommendation of the Board of Directors providing that notification of the resolution shall be sent by mail to all members thirty (30) days before the annual general meeting. No dues shall be payable by Honorary Members.

34 DEFAULT

A Member whose dues are in arrears more than thirty (30) days after their deadline for annual renewal shall be deemed a Lapsed Member and not in good standing for the purposes of these by-laws. Lapsed Members may not stand for election to a Corporation office, may not vote, and will have their member's

benefits suspended including access to the Corporation's members-only resources. A Lapsed Member's good standing may be restored upon payment of the current year's dues. No payment of past dues (arrears) shall be required, however if membership has lapsed for more than three (3) years, re-application for membership will be required.

### 35 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors each of whom at the time of his election and throughout his term of office shall be a Member in good standing of the Corporation. The Board of Directors shall be composed of the President, the Past President, the Vice-President, Secretary, Treasurer and three (3) Councillors.

### 36 TERM OF OFFICE OF DIRECTORS

The President, Vice-President and Past-President shall hold office as Directors of the Corporation for a period of two (2) years from the date of their election and the Secretary, Treasurer and three (3) Councillors shall hold office as Directors for a period of three (3) years, provided that at the first Annual Meeting one of the Councillors shall be elected to hold office as a Director for one (1) year, one shall be elected for two (2) years and one shall be elected for three (3) years.

### 37 ELECTION OF DIRECTORS

The Directors except for the Past President shall be elected by a simple majority of secret ballots received from the Regular Members before or at the Annual General Meeting. Ballots will be examined for authenticity, opened and counted by two (2) scrutineers who shall be Regular Members in attendance at the Annual General Meeting. In the case of a tie, the election will be decided by the drawing of lots.

### 38 REMOVAL OF DIRECTORS

The Regular Members of the Corporation may, by 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 a Resolution has been given, remove any Director before the expiration of his term of office, and may by majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

### 39 VACANCIES

If any Member of the Board of Directors resigns his office, or without reasonable excuse absents himself from three (3) or more Board Meetings, or is suspended or expelled from the Corporation, the Board shall declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.

#### 40 CALLING OF MEETINGS OF BOARD OF DIRECTORS

Board meetings may be held at such times and at such places in Canada as the President or Vice-President from time to time determines or upon application of any four (4) Directors.

#### 41 QUORUM AT DIRECTORS MEETINGS

Four (4) Directors, excluding the President, constitute a quorum for the transaction of business.

#### 42 NOTICE OF MEETING OF BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than thirty (30) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### 43 VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### 44 COMMITTEES OF THE BOARD OF DIRECTORS

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

#### 45 APPOINTMENT OF OFFICERS

The Officers with the exception of the Past President shall be elected at the Annual Meeting of the Corporation and shall hold office for the term specified herein. Nominations for the office of Director may be made by the Nominating Committee or by at least two (2) Regular Members in good standing. Such nominations shall be communicated to the Secretary at least sixty (60) days prior to the Annual Meeting and the Secretary shall notify the Regular Members of the final slate of proposed Officers at least thirty (30) days prior to the Annual Meeting.

46 DESCRIPTION OF OFFICES

(a) **President:** The President shall be the Chief Executive Officer of the Corporation and shall exercise general supervision over the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and of the Corporation; he shall sign all documents which require his signature; and shall possess and may exercise such powers and perform such other duties as are from time to time assigned to him by the Board of Directors. The President may nominate standing committees to assist in the management of the Corporation subject to the approval of the membership. The President may appoint Ad-Hoc Committees to assist in the management of the Corporation subject to the approval of the Board of Directors. The President may also appoint a deputy to chair any meeting of the Board or of the members when neither the President nor the Vice-President will be present.

(b) **Vice-President:** The Vice-President shall perform all the duties of the President in the absence or inability to act of the President, and shall have such other powers and duties as may be assigned by the President or Board of Directors from time to time.

(c) **Secretary:** The Secretary shall:

- (i) Issue or cause to be issued notices for all meetings of the Board and of the Corporation when directed or authorized by these By-Laws so to do
- (ii) Have charge of the seal and the Minute Book(s) of the Corporation
- (iii) Record the transaction of all meetings of the Corporation and the Board of Directors and conduct correspondence on behalf of the Corporation as required
- (iv) Render a report at the Annual Meeting
- (v) Keep or cause to be kept a book wherein shall be recorded:
  - a. A copy of the Articles, all By-Laws of the Corporation and any Articles of Amendment issued to the Corporation and a copy of the memorandum of agreement of the Corporation, if any
  - b. The names, alphabetically arranged, of all persons who are and have been Members of the Corporation
  - c. The address and calling of every such person, which such Member, as far as can be ascertained, and
  - d. The names, addresses and calling of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such Directors
- (vi) Supervise the processing of applications for membership
- (vii) Sign such instruments as require the signature of the Secretary.

- (d) Treasurer: The Treasurer shall:
- (i) Have the care and custody of all the funds and securities of the Corporation and shall keep proper books of accounts thereof
  - (ii) Deposit the funds in the name of the Corporation in such bank or banks or with such depository or depositories and in such manner as the Board of Directors from time to time may direct
  - (iii) At all reasonable times, exhibit his or her books and accounts to any Regular Member of the Corporation or the Board upon application and in accordance with the rules of inspection specified in Section 48 of this By-Law
  - (iv) Sign or countersign such instruments as require his or her signature and perform all duties incidental to the office of Treasurer or that are properly required of him or her by the Board
  - (v) Render a report at the Annual Meeting.
- (e) Councillors and Past President shall:
- (i) Participate in activities and act as members of the Board of Directors
  - (ii) Provide advice and counsel to the Board of Directors
  - (iii) Chair committees, meetings and/or act as liaison officers of the Board to the same at the direction of the President.

#### 47 INSPECTION

All Minute Books and books of account shall at all times be open to inspection by the Directors and the Auditor. No Member (not being a Director) shall have any right to inspect any account or book or document of the Corporation except as conferred by law or authorized by the Board or by Resolution of the Members, whether previous notice thereof has been given or not.

#### 48 VACANCY IN OFFICE

Any office shall *ipso facto* be vacated:

- (i) Upon the death of the Officer or Director;
- (ii) Upon the resignation of the Officer or Director by notice in writing to the Secretary; or
- (iii) Upon the affirmative vote of two-thirds of the Regular Members entitled to vote at a special meeting of the Members called for the purpose.

At such meeting a Director may be elected to replace the Officer or Director removed for the remainder of such removed Director's term.

#### 49 VACANCIES

If any Member of the Board of Directors resigns his office, or without reasonable excuse, absents himself from three or more Board meetings, or is

suspended or expelled from the Corporation the Board shall declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.

#### 50 REMUNERATION OF DIRECTORS

No remuneration shall be paid to any Director of the Corporation and expenses shall only be paid as may be determined by Resolution of the Board of Directors.

#### 51 INDEMNIFICATION OF DIRECTORS

Every Director of the Corporation is deemed to have assumed office on the express agreement and condition that he and his heirs, administrators and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### 52 METHOD OF GIVING ANY NOTICE

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

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors)
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose, or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;



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

#### 53 INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

#### 54 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### 55 BY-LAWS AND EFFECTIVE DATE

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

This section does not apply to a by-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

Subject to the matters requiring a special resolution, this By-law shall be effective when made by the Board.

Certified to be By-Law No. 1 of the corporation, as enacted by the directors of the corporation by resolution of the 4th day of December, 2013 and confirmed by the members of the corporation by special resolution of the 4th day of December, 2013, dated as of the 4th day of December, 2013. Amended and confirmed by the directors and members of the corporation by special resolution this 30th day of August, 2022.

A handwritten signature in black ink, appearing to read "G. J. ...", positioned above a horizontal line.

Director/Officer