



Perley Rideau

The Perley and Rideau
Veterans' Health Centre

www.perleyrideau.ca 1750 Russell Road, Ottawa, Ontario K1G 5Z6 Tel.: (613) 526-7171 Fax: (613) 526-7172

To: Corporation Members

Notice is hereby given that the 122nd annual meeting of The Perley and Rideau Veterans' Health Centre Corporation will be held via video/audioconference (see **Agenda – Pg. 2** for Zoom details) on **Thursday, June 04th 2020 at 14:00 hours**, for the purposes of:

- providing a report on 2019-20 activities and accomplishments and the evolution of the Perley Rideau;
- receiving and approving the audited financial statements for the year ended December 31, 2019;
- appointing the auditors for the Health Centre until the Annual Meeting 2021;
- re-electing the directors of the Corporation;
- amending the bylaws of the Corporation; and,
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

As prescribed by By-Laws 8.a. and 9.d. of the Corporation, Regular Members of the Corporation are required to pay a \$1.00 annual fee not later than the date of the Annual Meeting. **Failure to pay the annual fee on or before June 04th, 2020** shall result in the Regular Member ceasing to be a member of the Corporation, as of the date of the Annual Meeting.

Dated this **21st** day of **May 2020**.

Akos Hoffer, Secretary



Perley Rideau

The Perley and Rideau
Veterans' Health Centre

www.perleyrideau.ca 1750 Russell Road, Ottawa, Ontario K1G 5Z6 Tel.: (613) 526-7171 Fax: (613) 526-7172

**The 122nd Annual Meeting
of The Perley and Rideau Veterans' Health Centre Corporation
to be held via video/audioconference*
on Thursday, June 04th, 2020 at 14:00 Hours**

A G E N D A

1. WELCOME – Akos Hoffer

2. MINUTES – Kristan K. Birchard

To approve the minutes of the 121st Annual Meeting of the Corporation held on Thursday, June 06th, 2019 (**Attachment #1**)

3. BUSINESS ARISING FROM THE MINUTES

4. REPORT OF THE CHAIR – Kristan K. Birchard

The Chair will provide a report on 2019-20 activities and accomplishments and the evolution of the Perley Rideau.

5. REPORT OF THE MEDICAL DIRECTOR – Dr. Benoit Robert

The Medical Director will provide a report on 2019 medical services at the Perley Rideau.

6. REPORT OF THE TREASURER – Joe Lund

The Treasurer will provide highlights from the 2019 audited financial statements and respond to any questions.

7. APPOINTMENT OF AUDITORS – Joe Lund

The Treasurer will request approval of Deloitte as the auditors until the Annual Meeting 2021.

8. ADOPTION OF REPORTS

To move the adoption of the Reports of the Chair of the Board, the Medical Director, and the Treasurer.

9. RE-ELECTION OF DIRECTORS – Mary Dawson

10. AMENDMENT OF CORPORATION BYLAWS (Mary Dawson) (**Attachment #2, 2(a) and 2(b)**)
11. ANY OTHER RELEVANT BUSINESS
12. ADJOURNMENT

Due to the COVID-19 global pandemic, associated physical distancing requirements and that only staff and essential visitors are permitted at the Health Centre, this meeting will be held virtually via the Zoom platform, via the following coordinates:

*Join Zoom Meeting

<https://us02web.zoom.us/j/85371634777?pwd=Y0daalJEMUQ4V1RSbEJCR1JTQ2dCQT09>

Meeting ID: 853 7163 4777

Password: 180801

One tap mobile

+16475580588,,85371634777#,,1#,180801# Canada

+17789072071,,85371634777#,,1#,180801# Canada

Dial by your location

+1 647 558 0588 Canada

+1 778 907 2071 Canada

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

Meeting ID: 853 7163 4777

Password: 180801

**MINUTES OF THE 121ST ANNUAL MEETING OF
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE CORPORATION
HELD ON THURSDAY, JUNE 06, 2019 AT 14H00 IN LUPTON HALL AT
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE**

PRESENT:

Kris Birchard, Chair	Kimber Johnston
Ron Buck	Hans Jung
Lloyd Campbell	Mary Ann Lamb
Cathy Danbrook	Joe Lund
Mary Dawson	Terry McEwan
Bill Dickie	Robin Sellar
Susan Fletcher	Gordon Stock
Simon Goulet	Margaret Tansey
Akos Hoffer	David Walden

ALSO ATTENDING: 7 Members; 22 Guests

19/01 WELCOME

A. Hoffer, Secretary and CEO welcomed everyone to the 121ST Annual Meeting of The Perley and Rideau Veterans' Health Centre. Voting procedures for corporate members were explained. He invited everyone to remain for refreshments following the conclusion of the business meeting and introduced Kris Birchard, Chair.

19/02 MINUTES

The minutes of the Annual Meeting held on June 07th, 2018 were included with the agenda package and approved as presented on a **MOTION** by L. Campbell, **SECONDED** by M.A. Lamb.

CARRIED

19/03 BUSINESS ARISING

There was no business arising.

19/04 REPORT OF THE CHAIR

A moment of silence in recognition of D-Day was observed. The Chair's Report was presented by K. Birchard, and received. Included during the Chair's report was an interview with a tenant about his experience at Perley Rideau; opportunities for improvement were expressed and noted by Management.

19/05 REPORT OF THE MEDICAL DIRECTOR

The Medical Director's report was presented by Dr. B. Robert, and received.

19/06 REPORT OF THE TREASURER

The Perley and Rideau Veterans' Health Centre 2018 Audit Results and Financial Statements of The Perley and Rideau Veterans' Health Centre December 31, 2018 were distributed at the meeting. J. Lund, Treasurer provided highlights from financial statements noting that the statements were presented in keeping with generally accepted accounting principles consistent with previous years; and, that the auditor had issued an unqualified opinion that the statements present fairly the financial position of the Health Centre as at December 31, 2018.

It was **MOVED** by J. Lund, **SECONDED** by R. Sellar that the financial statements for the year ended December 31, 2018 be approved as presented.

CARRIED

19/07 APPOINTMENT OF AUDITORS

It was **MOVED** by J. Lund, **SECONDED** by S. Fletcher that the Board of Directors be authorized to appoint Deloitte as Auditor for the Health Centre, to hold office until the next Annual Meeting, at a fee to be determined by the Board of Directors.

CARRIED

19/08 ADOPTION OF REPORTS

It was **MOVED** by M. Tansey, **SECONDED** by R. Buck that the Reports of the Chair, the Medical Director and the Treasurer be adopted as presented.

CARRIED

19/09 ELECTION AND RE-ELECTION OF DIRECTORS

K. Johnston commented that, at the Board meeting preceding this Annual Meeting, and in keeping with the by-laws that empower the Board to appoint Directors during the year until their election at the next Annual Meeting following their appointment, the Board had appointed Catherine Danbrook to the Board. Highlights of C. Danbrook's healthcare background were provided and her previous status of Adjunct Advisor was noted.

She commented that the by-laws allow Directors to serve for a maximum of ten years, in three-year terms. Three Directors, Ron Buck, Margaret Tansey and David Walden have completed a three-year term and have agreed to serve for an additional three-year term.

It was **MOVED** by K. Johnston, **SECONDED** by M. Dawson that Catherine Danbrook be **elected** for a three-year term and that R. Buck, M. Tansey and D. Walden be **re-elected** for a three-year term.

CARRIED

The Board of Directors of The Perley and Rideau Veterans' Health Centre for 2019-2020 shall therefore be:

Kris Birchard

Ron Buck

Lloyd Campbell

Catherine Danbrook

Mary Dawson

Bill Dickie

Susan Fletcher

Foundation Chair (ex-officio)

Heather Garnett

Simon Goulet

Kimber Johnston

Hans Jung

Mary Ann Lamb

Joe Lund

Robin Sellar

Gordon Stock

Margaret Tansey

David Walden

19/10 AMENDMENT OF CORPORATION BY-LAWS

The Perley and Rideau Veterans' Health Centre By-Laws, reflecting amendments as recommended by the Board of Directors, was included with the agenda package. K. Johnston highlighted the proposed amendments that replaces the Deputy Chair position with a Vice-Chair position and formally authorizes the Chair to delegate duties to Directors. It was noted that the amendments are in keeping with best governance practices.

It was **MOVED** by K. Johnston, **SECONDED** by B. Dickie that the by-laws be amended as presented.

CARRIED

19/11 ANY OTHER RELEVANT BUSINESS

There was no other relevant business.

19/12 ADJOURNMENT

The meeting was adjourned at 15h00 on a **MOTION** by R. Bailey.

A. Hoffer, Secretary

/jw

Kristan K. Birchard, Chair

Recommendation to
The Perley and Rideau Veterans' Health Centre Corporation
Annual Meeting - June 04th, 2020

Purpose:

To seek approval of proposed amendments to the By-Laws.

Background:

The Board of Directors is recommending the following changes to the By-laws as reflected in the attached draft:

1. The changes in section 1 of the By-laws reflect the approach of avoiding sexist language.
2. The changes in sub-paragraphs 5 (d) (ii) and (iii) would remove the requirement of exigent circumstances from the possible third one-year term for the Chair of the Board and would allow for a similar third year term for the Vice Chair.
3. The change in subparagraphs 5 (k) (ii) and (iii) would allow Honorary Directors to be included in Executive Committee and to chair any committee.
4. The changes in paragraph 6 (h) would recognize that the Chair may on his own initiative invite other individuals to Board and committee meetings.

Recommendation:

The Board of Directors recommends that the proposed amendments to the By-Laws, as presented in the attachment, be approved.

Attachments:

2(a) Excerpt from The Perley and Rideau Veterans' Health Centre By-Laws, as amended June 06th, 2019 - with 2020 recommended tracked changes.

2(b) The Perley and Rideau Veterans' Health Centre By-Laws – June 06th, 2019

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

.....

1. **Definitions.** For the purposes of these By-laws:

.....

"Chair" means the Chair ~~Chairman or Chairwoman~~ of the Board;

"**Director**" means a member of the Corporation elected or appointed to the Board;

"Vice Chair" means the Vice Chair ~~Chairman or Chairwoman~~ of the Board;

.....

5. **Board of Directors.**

.....

d. **Term.**

(i) **Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed three years. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years from the earlier of the date the Director was first elected or the date the Director was first appointed, with the exception of the Chair. The Chair may continue to serve for the remainder of his term, notwithstanding it may take him beyond ten years of service as a Director.

(ii) **Chair of the Board.** A Director shall be elected as the Chair at the first meeting of the Board following an Annual Meeting for a term of one year and may be reelected twice for a maximum not to exceed two of three consecutive one year terms. ~~In exigent circumstances, the Chair may be elected to a third consecutive year.~~

(iii) **Vice Chair of the Board.** A Director shall be elected as the Vice Chair at the first meeting of the Board following an Annual Meeting for a term ~~not to exceed of~~ one year and may be reelected twice for a maximum of three consecutive one year terms.

.....

f. **Vacancy on the Board.** The Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting so long as a quorum of Directors remains in office. In the event of a vacancy in the

position of Chair, the Board may elect a qualified Director to serve as Chair until the first meeting of the Board following the next Annual Meeting.

.....
j. **Other Appointments.** In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:

(i) **Honorary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honorary Directors who may attend and participate in Board meetings without the power to vote.

.....
k. **Committees.**

(i) **Executive Committee.** The Board shall establish an Executive Committee chaired by the Chair and comprising a minimum of five Directors or Honorary Directors, including those Officers who are Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee.

(ii) **Other Committees.** The Board may at any time establish or dissolve by resolution any standing committee deemed necessary to assist in carrying out its responsibilities. Furthermore, it may appoint any special committee that it considers necessary for a specific task or project. The Board shall appoint a Director or an Honorary Director to chair any committee.

.....
6. Meetings of the Board
.....

f. **Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie.....

.....
h. **Attendance at Meetings.** All meetings of the Board and its committees are open to Directors, Honorary Directors and Ex Officio Directors. The Chair, or, A at the discretion of the Chair, the Chief Executive Officer may invite selected managers or other individuals to participate in board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issues(s) being addressed by the Board. Anyone A Director connected via audio or video technology to a board or committee meeting shall be considered to be attending the meeting. Board committee meetings are open to the members of the committee, Directors, Honorary Directors, and Ex Officio Directors, Adjunct Advisors and individuals invited to the meetings by or with the consent of the Chair of the committee.

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

1. Definitions1
2. Interpretation2
3. Head Office2
4. Corporate Seal2
5. Board of Directors2
6. Meetings of the Board4
7. Duties of Officers6
8. Members6
9. Meetings of Members7
10. Indemnification8
11. Conflict of Interest8
12. Consultants and Contractors9
13. Execution of Documents9
14. Cheques9
15. Deposit of Securities for Safekeeping9
16. Borrowing9
17. Financial Year9
18. Appointment of Auditor9
19. Amendments10

1. Definitions. For the purposes of these By-laws:

"Annual Meeting" means the Annual Meeting of the Members of the Corporation;

"Board" means the Board of Directors of the Corporation;

"Chair" means the Chairman or Chairwoman of the Board;

"Corporation" means The Perley and Rideau Veterans' Health Centre;

"Director" means a member of the Corporation elected or appointed to the Board;

"Chief Executive Officer" means the Chief Executive Officer of the Corporation;

"Member" means a Regular or Life Member of the Corporation;

"Meeting of Members" means a meeting of Members convened pursuant to these By-Laws;

"Officer" means the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer of the Corporation or such other officer as determined by the Board; and

"Resident" means a person who has been admitted to, receives care from and is lodged in The Perley and Rideau Veterans' Health Centre.

"Vice Chair" means the Vice Chairman or Vice Chairwoman of the Board.

2. **Interpretation.** For the purposes of these By-laws, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include corporations, and the masculine shall include the feminine.
3. **Head Office.** The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.
4. **Corporate Seal.** The form of seal for use by the Corporation, an impression of which appears in the margin hereof, be and is hereby approved as the seal of the Corporation.
5. **Board of Directors.**
 - a. **Accountability.** The Corporation is primarily the home of its Residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, spiritual and cultural needs adequately met.

The property and business of the Corporation shall be managed by the Board. The Board shall provide strategic direction to the Chief Executive Officer, formulate policies for the governance of the Corporation, and oversee its outcomes. Directors shall:

- (i) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (ii) take such measures as necessary to ensure that the Corporation complies with all requirements under the law.
- b. **Composition of Board.** The affairs of the Corporation shall be governed by a Board consisting of from 9 to 18 duly elected Members. The number of Directors shall be determined from time to time by the Board.
 - c. **Nomination of Directors.** Any Member may nominate a Member in good standing for election to the Board, providing the nominee consents in writing to stand for election. Such nominations must be made in writing to the Chair for consideration by the Board and its recommendation to the Annual Meeting.
 - d. **Term.**

- (i) **Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed three years. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years from the earlier of the date the Director was first elected or the date the Director was first appointed, with the exception of the Chair. The Chair may continue to serve for the remainder of his term, notwithstanding it may take him beyond ten years of service as a Director.
 - (ii) **Chair of the Board.** A Director shall be elected as the Chair at the first meeting of the Board following an Annual Meeting for a term not to exceed two consecutive one year terms. In exigent circumstances, the Chair may be elected to a third consecutive year.
 - (iii) **Vice Chair of the Board.** A Director shall be elected as the Vice Chair at the first meeting of the Board following an Annual Meeting for a term not to exceed one year.
- e. **Delegation by the Chair.** The Chair may delegate any specific duty or duties to any Director, including the Vice Chair, who shall be responsible to the Chair in the performance of those duties.
- f. **Vacancy on the Board.** The Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting so long as a quorum of Directors remains in office. In the event of a vacancy in the position of Chair, the Board may elect a qualified Director to serve as Chair until the first meeting of the Board following the next Annual Meeting.
- g. **Not Employee.** No Director may be an employee of the Corporation.
- h. **Remuneration.** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his position but a Director may be paid reasonable expenses incurred by him in the performance of his duties.
- i. **Appointment of Officers.** The Board shall appoint all officers including but not limited to the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer.
- j. **Other Appointments.** In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:
 - (i) **Honorary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honorary Directors who may attend and participate in Board meetings without the power to vote.
 - (ii) **Ex Officio Directors.** The Chairman of the Perley and Rideau Veterans' Health Centre Foundation and the Medical Director of the Corporation shall be Ex Officio Directors of the Board. The Board may appoint other persons to sit on the Board as Ex Officio Directors

by virtue of their special standing. Ex Officio Directors have the right to receive notice of and attend Board meetings but do not have the power to vote.

- (iii) **Adjunct Advisors.** The Board may appoint Adjunct Advisors who volunteer to serve in an advisory capacity on a Committee of the Board. Adjunct Advisors have the right to participate in the work of the Committee to which they are appointed. Committee Chairs may, but need not, take into account the views of Adjunct Advisors when making recommendations or reports to the Board based on the deliberations of a Committee. Adjunct Advisors may be former Directors of the Corporation or such other qualified persons as the Board considers advisable. Adjunct Advisors, as appointees of the Board, are subject to the confidentiality provisions applicable to Directors and in particular, the provisions of Section 6 g. of the By-Laws of the Corporation. Adjunct Advisors are "other persons" within the meaning of Section 10 of the By-Laws of the Corporation and are entitled to indemnification by the Corporation as provided by the said Section 10.

k. Committees.

- (i) **Executive Committee.** The Board shall establish an Executive Committee chaired by the Chair and comprising a minimum of five Directors including those Officers who are Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee.
- (ii) **Other Committees.** The Board may at any time establish or dissolve by resolution any standing committee deemed necessary to assist in carrying out its responsibilities. Furthermore, it may appoint any special committee that it considers necessary for a specific task or project. The Board shall appoint a Director to chair any committee.

- l. Robert's Rules of Order.** All member, Board, and Board Committee meetings will be conducted following 'Robert's Rules of Order'. In the event of any conflict between the By-laws and 'Robert's Rules of Order; these By-Laws shall prevail.

6. Meetings of the Board.

- a. Quorum.** A majority of Directors shall constitute a quorum at any meeting of the Board.
- b. Place.** Meetings of the Board may be held at such place in the City of Ottawa as determined by the Board.

- c. **Frequency.** Meetings of the Board shall be held at a frequency determined by the Board but no less frequently than quarterly.
- d. **Calling Meeting.** Meetings of the Board may be called by any Officer or by any five Directors.
- e. **Notice.** Directors shall be notified not less than two days before any Board meeting stating the time when and the place where the meeting is to be held. Notice of any meeting of the Directors stating the time and the place where it is to be held shall be served personally, by courier or by electronic means upon each Director not less than two days before the meeting. The notice of any meeting shall state the purpose(s) of the proposed meeting, and business transacted at all such meetings shall be confined to the subjects stated in the notice and matters related thereto. No notice shall be required if all Directors are present or if those absent have waived in writing the requirement for notice. The Board may appoint a day or days in any month or months for regular meetings at a set hour and no notice need be sent for such meeting. A meeting of Directors may be held, without notice, immediately following the Annual Meeting.
- f. **Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie. All votes at such meeting shall be taken by ballot if so demanded by any Director present. If no such demand be made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the interest of saving time and where there is an obvious consensus and no vote is requested, the Chair shall have the discretion to recognize the consensus and avoid a vote.
- g. **Confidentiality.** Unless otherwise directed by a resolution of the Board, matters brought before the Board shall be treated as confidential. Directors, appointees of the Board, and employees of the Corporation shall respect the confidentiality of matters brought before the Board and the privacy of individuals, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- h. **Attendance at Meetings.** All meetings of the Board and its committees are open to Directors, Honorary and Ex Officio Directors. At the discretion of the Chair, the Chief Executive Officer may invite selected managers to participate in Board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issue(s) being addressed by the Board. A Director connected via audio or video technology to a Board or committee meeting shall be considered to be attending the meeting. Board committee meetings are open to the members of the committee, Directors, Honorary and Ex Officio Directors, Adjunct Advisors and

individuals invited to the meetings with the consent of the Chair of the committee.

7. **Duties of Officers.** The Chair, the Vice Chair, the Chief Executive Officer, the Secretary and the Treasurer are officers of the Corporation for the duration of their appointment. One person may hold more than one office. At its discretion, the Board may appoint additional officers of the Corporation for terms not to exceed one year subject to renewal by the Board. The Board may remove and discharge any officer of the Corporation and elect or appoint another or others in their place or places. Unless otherwise determined by the Board, the Chief Executive Officer shall act as the Secretary of the Corporation. The duties of Officers are as follows:
 - a. **Chair.** The Chair shall, preside at all meetings of Members, the Board and the Executive Committee. In his absence, meetings of the Board will be chaired by the Vice Chair or, in the absence of the Vice Chair, by another Director named to do so by the Chair. Otherwise the meeting will be chaired by a Director chosen by the meeting attendees.
 - b. **Vice Chair.** The Vice Chair shall chair the Board and represent the organization in the Chair's absence.
 - c. **Secretary.** The Secretary is the custodian of the corporate seal. He shall attend all Meetings of Members, the Board and the Executive Committee and shall cause minutes of all proceedings of those meetings to be entered into books kept for that purpose. The Secretary shall ensure that all votes are recorded, and that minutes are readily accessible for future reference. He shall give or cause to be given notice of all Meetings of Members and of the Board and shall perform such other duties as may be determined by the Board.
 - d. **Treasurer.** The Treasurer is responsible for monitoring the financial activities of the Corporation and shall perform such other duties as may from time to time be determined by the Board.
 - e. **Chief Executive Officer.** The Chief Executive Officer of the Corporation shall have responsibility for the overall management of the Corporation. He shall act as the Administrator of the Corporation and conduct the day-to-day operations of the Corporation in accordance with government standards, the By-laws of the Corporation and the framework of directives and policies established and approved by the Board. He shall report to the Board and shall attend all meetings of the Board, Executive Committee and Members.
8. **Members.** Membership in the Corporation shall consist of persons who have demonstrated a benevolent interest in furthering the objects of the Corporation and whose membership in the Corporation would not place them in a conflict of interest.

- a. **Fees.** The Board may from time to time by resolution determine membership fees which shall be payable to the Corporation. A Regular Member shall pay the prescribed fee upon application to become a member and the prescribed annual fee each year not later than the date of the next Annual Meeting of Members. Failure to pay the annual fee not later than the date of the next Annual Meeting of Members shall result in the Regular Member ceasing to be a member of the Corporation effective as of the date of the aforesaid Annual Meeting.
 - b. **Regular Members.** A Regular Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board.
 - c. **Life Members.** A Life Member shall be a person whose application to the Board for admission as a Life Member has received the approval of the Board and who has paid his lifetime membership fee.
 - d. **Registry of Members.** The Secretary shall maintain a registry of all Regular and Life Members of the Corporation.
 - e. **Resignation.** Any Member may resign from membership in the Corporation by delivering a written resignation to the Secretary.
 - f. **Removal.** Any Member may be removed from membership in the Corporation by a vote of three-quarters of the Members at an Annual or Special Meeting of Members of which notice specifying the intention to pass such resolution has been given.
9. **Meetings of Members.**
- a. **Quorum.** A quorum for transaction of business at a Meeting of Members is ten Members present in person.
 - b. **Annual Meeting.** The Annual Meeting shall be held at such place and at such hour as the Board may determine, but not later than the last business day in the month of June in each year and shall be open to the public.
 - c. **Special Meeting.** Business transacted at all Special Meetings shall be confined to the subjects stated in the notice and matters related thereto. Special Meetings for any purpose shall be called by the Chair, or the Secretary at the request in writing of any five Directors or one-third of the Members. Requests to hold a Special Meeting shall in all cases state the purpose of the proposed meeting.
 - d. **Notice.** Notice of any Meeting of Members stating the time, date and the place where it is to be held and the general nature of the business to be transacted thereat, shall be sent by mail postage prepaid, courier or by electronic means to each Member entitled to vote at such meeting, not less

than ten or more than 30 days before the meeting. Notice of the Annual Meeting shall, among other things, inform Regular Members of:

- (i) the amount of the annual fee prescribed by the Board and payable by a Regular Member to continue as a Regular Member;
 - (ii) the requirement that the annual fee be paid by the Regular Member not later than the date of the Annual Meeting;
 - (iii) the fact that failure to pay the annual fee not later than the date of the Annual Meeting shall result in the Regular Member ceasing to be a member of the Corporation effective as of the date of the Annual Meeting.
- e. **Voting.** Only Members in good standing may vote at an Annual Meeting or Special Meeting. A Member shall have only one vote on each motion. The Chair shall vote only to break a tie.
- f. **Error or Omission in Notice.** No error or omission with respect to notice for a meeting of the Board, a committee thereof or Members shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
10. **Indemnification.** Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and other personal representative, 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:
- (i) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Director or Officer or other person acted honestly and in good faith with respect to such matter; and
 - (ii) 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 wilful neglect or default.
11. **Conflict of Interest.**
- a. Every Director or Officer shall declare any conflict of interest with the Corporation and in particular his interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Corporation at a meeting of the Directors.
 - b. Every Director or Officer who has a conflict of interest or any direct or indirect interest in a contract or proposed contract with the Corporation shall declare his interest at the meeting of Directors at which the question of entering into

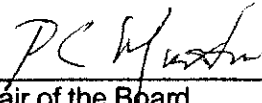
the contract is first taken into consideration or if the Director or Officer is not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he becomes so interested, and in the case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he becomes so interested.

- 12. Consultants and Contractors.** The Board may appoint consultants, advisors and agents as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be determined by the Board at the time of such an appointment. The remuneration of such persons shall be established by the Board by resolution.
- 13. Execution of Documents.** Deeds, transfers, licenses, contracts and engagements in value in excess of an amount determined from time to time by the Board shall be signed by any two Officers. Other contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chief Executive Officer. The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
- 14. Cheques, etc.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
- 15. Deposit of Securities for Safekeeping.** The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board upon such terms and conditions as the Board shall determine.
- 16. Borrowing.** The Board may from time to time borrow money on the credit of the Corporation, issue, sell or pledge securities of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation to secure any such securities or any money borrowed, or any other debt or any other obligation or liability of the Corporation, in such amounts and on such terms as the Directors may deem expedient.
- 17. Financial Year.** Unless otherwise determined by the Board, the financial year of the Corporation shall end on the 31st day of December each year.
- 18. Appointment of Auditor.** The Members shall at each Annual Meeting appoint an auditor to audit the accounts and the annual financial statements of the Corporation for report to the Members at the next Annual Meeting. The auditors shall hold office until the next Annual Meeting provided the Board

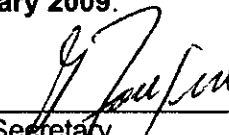
may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be authorized by the Board.

- 19. Amendments.** The By-laws of the Corporation may be enacted, amended or repealed by a majority of Directors present at a meeting of the Board called for that purpose and approved by an affirmative vote of at least two-thirds of the Members.

Passed by the Board of Directors this **05th** day of **February 2009**.



Chair of the Board




Secretary

Ratified and confirmed at a meeting of the Members, properly called and held this **4th** day of **June, 2009**.



Chair of the Board

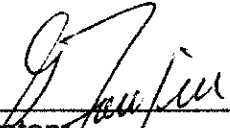


Secretary

Amended at a meeting of the Members, properly called and held this **3rd** day of **June, 2010**.



Chair of the Board




Secretary

Amended at a meeting of the Members, properly called and held this **2nd** day of **June, 2011**.




Chair of the Board




Secretary

Amended at a meeting of the Members, properly called and held this **6th** day of **June, 2013**.




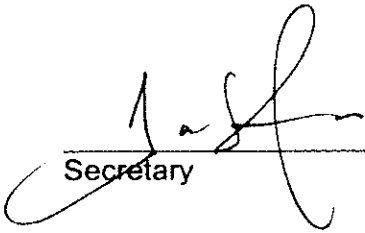
Chair of the Board



Secretary

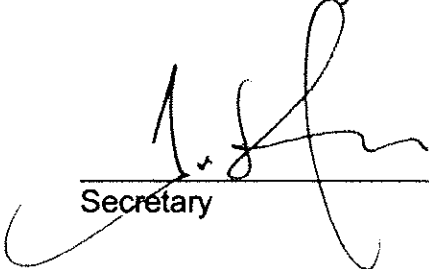
Amended at a meeting of the Members, properly called and held this 4th day of June, 2015.


Chair of the Board



Secretary

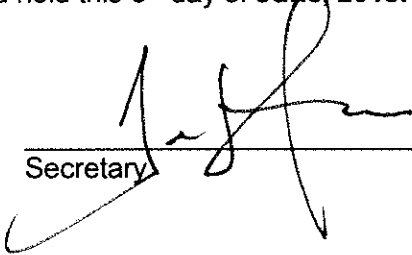
Amended at a meeting of Members, properly called and held this 1st day of June 2017.


Chair of the Board


Secretary

Amended at a meeting of Members, properly called and held this 6th day of June, 2019.


Chair of the Board


Secretary