

**MS CANADA
SP CANADA**

GENERAL OPERATING BY-LAW NO. 2

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A By-law relating generally to the conduct of the affairs of

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INDEX

Section 1 INTERPRETATION.....	5
1.01 Definitions.....	5
1.02 Interpretation.....	6
Section 2 FINANCIAL AND OTHER MATTERS.....	7
2.01 Financial Year	7
2.02 Banking Arrangements	7
2.03 Public Accountant and Level of Financial Review.....	7
2.04 Annual Financial Statements	7
2.05 Registered Office	7
2.06 Execution of Documents.....	8
2.07 Operating Policies.....	8
Section 3 MEMBERS	8
3.01 Classes and Conditions of Membership.....	8
3.02 Membership Rights	8
3.03 Termination of Membership	8
Section 4 Meeting of Members.....	9
4.01 Notice of Meetings.....	9
4.02 Place of Meetings.....	9
4.03 Annual Meetings.....	9
4.04 Special Meetings.....	9
4.05 Special Business.....	10
4.06 Waiving Notice	10
4.07 Persons Entitled to be Present.....	10
4.08 Chair of the Meeting	10
4.09 Quorum	10
4.10 Meetings Held by Electronic Means.....	10
4.11 Absentee Voting By Proxy	11
4.12 Votes to Govern	11
4.13 Proposals at Annual Meetings.....	12

4.14	Resolution in Lieu of Meeting	12
Section 5	DIRECTORS	12
5.01	Powers.....	12
5.02	Number of Directors	12
5.03	Qualifications.....	12
5.04	Composition of Board.....	13
5.05	Election of Directors and Term.....	13
5.06	Ceasing to Hold Office	14
5.07	Resignation	14
5.08	Removal	14
5.09	Filling Vacancies	15
5.10	Remuneration of Directors.....	15
5.11	Conflict of Interest	15
5.12	Confidentiality	15
5.13	Use of Funds	15
Section 6	Meetings of Directors.....	16
6.01	Calling of Meetings.....	16
6.02	Place of Meetings.....	16
6.03	Notice of Meeting	16
6.04	Regular Meetings	16
6.05	Participation at Meeting by Telephone or Electronic Means.....	16
6.06	Quorum	17
6.07	Votes to Govern	17
6.08	Resolutions in Writing	17
Section 7	OFFICERS.....	17
7.01	Appointment	17
7.02	Description of Offices.....	17
7.03	Term of Office	18
7.04	Vacancy in Office	18
Section 8	COMMITTEES.....	19
8.01	Committees	19
8.02	Governance Committee.....	19
8.03	National Executive Committee	19
Section 9	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	19
9.01	Duties of Directors and Officers	19
9.02	Limitation of Liability.....	20

9.03	Indemnification	20
9.04	Insurance	20
9.05	Advances.....	20
Section 10	DIVISIONS AND CHAPTERS.....	21
10.01	Application.....	21
10.02	Divisions	21
10.03	Chapters	21
Section 11	QUEBEC.....	21
11.01	Quebec Division and Chapter	21
11.02	Affiliation Agreement.....	21
11.03	Board Intervention in Divisional Affairs	22
11.04	Divisional Board Intervention in Chapter Affairs.....	22
11.05	Termination of Quebec’s Incorporated Division and Chapters	22
11.06	Termination Obligations	22
11.07	Indemnity	23
Section 12	NOTICES.....	23
12.01	Method of Giving Notices.....	23
12.02	Computation of Time	24
12.03	Omissions and Errors	24
12.04	Waiver of Notice.....	24
Section 13	ARTICLES AND BY-LAWS.....	24
13.01	Amendment of Articles.....	24
13.02	By-law Confirmation	24
13.03	Effective Date of Board Initiated By-law, Amendment or Repeal	25
13.04	Effective Date of By-law, Amendment or Repeal under Subsection 197(1).....	25

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WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 6th day of August, 1948;

AND WHEREAS the Corporation has applied for and received a Certificate of Continuance dated July 1, 2013, under the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23 and Articles of Amendment dated June 15, 2017;

AND WHEREAS the Corporation applied for Articles of Amalgamation to amalgamate with The Multiple Sclerosis Scientific Research Foundation as of January 1, 2023 to form “MS Canada/SP Canada”;

NOW THEREFORE BE IT ENACTED as a General Operating By-law No. 2 of the Corporation:

SECTION 1 **INTERPRETATION**

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Arm’s length” has the meaning set out in section 251 of the *Income Tax Act* (Canada) and Canada Revenue Agency’s interpretation bulletin IT-419R2 as amended from time to time.
- (c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (d) “Board” means the board of directors of the Corporation.
- (e) “By-laws” means this By-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (f) “Chapter” means the local geographic areas within Divisions designated by the Board in accordance with section 10.03 or section 11.01.

- (g) “Committee” means a committee of the Board established in accordance with Section 8 of this By-law.
- (h) “Corporation” means MS Canada/SP Canada.
- (i) “Director” means a member of the Board of the Corporation.
- (j) “Division” means the geographic areas of Canada designated by the Board in accordance with section 10.02 or section 11.01.
- (k) “Fixed Number is defined in section 5.02.
- (l) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (m) “MS Governors” means the formal group of individuals appointed by the Board, in accordance with any Board-approved terms of reference, who have responsibility for leading major gifts activities on behalf of the Corporation.
- (n) “Officer” means an officer of the Corporation as set out in section 7.02.
- (o) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.07.
- (p) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (q) “Proposal” means a proposal submitted by a Member that meets the requirements of section 163 of the Act.
- (r) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (s) “Special Resolution” means a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;

- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail; and
- (e) if any of the provisions contained in the French version of this By-law are inconsistent or conflict with any of the provisions contained in the English version of this By-law, the English version shall prevail.

SECTION 2 **FINANCIAL AND OTHER MATTERS**

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

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

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member waives the right to receive them. Alternatively, the Corporation may:

- (a) give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail; or
- (b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

2.05 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may

change the registered office to another place within the province specified in the Articles. A Special Resolution of the Members is required in order to authorize an amendment to the Articles to change the province in which the registered office of the Corporation is situated.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by such Officer or Officers or person or persons, whether or not Officers and in such manner as the Board may from time to time designate by resolution. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.07 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws relating to such matters as terms of reference of Committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. For greater certainty, Operating Policies bind the Corporation as a whole including Committees.

SECTION 3 **MEMBERS**

3.01 Classes and Conditions of Membership

Subject to the Articles, there shall be one group of Members, namely the Directors.

3.02 Membership Rights

As set out in the Articles, each Member is entitled to receive notice of, attend and vote at all meetings of Members. Each Member is entitled to one (1) vote at such meetings.

3.03 Termination of Membership

A Director ceases to be a Member when they cease to be a Director, for any reason.

SECTION 4
MEETING OF MEMBERS

4.01 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by any of the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held, as required by the Act; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, as required by the Act.

Notice of a meeting of Members shall also be given to the Directors and the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

4.02 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine.

4.03 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.04 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition signed by a number of Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. 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.

4.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Officers, the Chief Executive Officer, 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 to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

A majority of the Members constitutes a quorum at any meeting of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by telephonic or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation (or the Members who called the meeting) has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Absentee Voting By Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. 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.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a “Proposal”). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of the Members entitled to vote at the meeting, whichever is less. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. 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.

4.14 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION 5 **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Articles provide for a minimum and maximum number of Directors,¹ but at all times the Board must consist of a fixed number of Directors within such minimum and maximum (the “**Fixed Number**”) as determined by resolution of the Board. Commencing at the 2022 annual meeting, the Fixed Number of Directors shall be fourteen (14) Directors.

5.03 Qualifications

Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who

- (a) has been found by a court in Canada or elsewhere to be mentally incompetent;
- (b) who has the status of a bankrupt;
- (c) who is an “ineligible individual”, as defined in the *Income Tax Act*;

¹ Between 12 and 17.

- (d) is non-Arm's length from any senior staff or management, as defined in Operating Policies of the Board; or
- (e) receives or has received within a year of their election any employment remuneration either directly or indirectly from the Corporation, except in accordance with section 5.10.

5.04 Composition of Board

The Board will ensure that:

- (a) the composition of the Board reflects the geographic, cultural, gender, racial, and ethnic diversity of the Canada-wide population served by the Corporation;
- (b) the Board recruits individuals with the skills, qualifications and experience needed on the Board (as annually assessed by the Board or the Governance Committee) and who meet the qualifications set out in section 5.03;
- (c) the Board always includes two individuals who are members of and have been nominated by the MS Governors, provided such individuals meet the qualifications set out in section 5.03; and
- (d) more than fifty percent (50%) of the Directors shall deal with each other and with each of the other Directors at Arm's length.

5.05 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of the Directors elected at the 2022 annual meeting of Members and for the purposes of the initial Board following the amalgamation shall be as specified in the amalgamation agreement that forms part of the Articles, and thereafter the terms of office of Directors shall be three (3) years or as determined by Ordinary Resolution of the Board.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Subject to section 5.05(e), Directors shall be eligible for re-election for a maximum of six (6) consecutive years; however, after a break from serving on the Board for a period of no less than one (1) year, the individual may once again be eligible for election.
- (e) Directors holding an Officer position in the final year of their second three (3) year term shall be eligible to continue as a Director beyond the maximum period, up to a

maximum consecutive term of ten (10) years, provided that in each of those additional years the Director holds an Officer position.

- (f) Nominations for candidates to serve on the Board shall be made by the Governance Committee as follows: On an annual basis, the Governance Committee will identify the core skills and qualities required for the Board to govern effectively. The Governance Committee's work will be guided by the overriding principle that the Board shall include the voices of people with multiple sclerosis and people affected by multiple sclerosis as well as those who have experience with the Corporation's activities at the community level, including past Chairs. Once the core skills and qualities have been identified, the Governance Committee will solicit from the Board and other internal and external stakeholders the names of potential candidates that match the priority skills and qualities required for the Board. The Governance Committee will present a report to the Members for the election of Directors on the Corporation's website no less than four (4) days prior to the annual meeting, and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies. Nominations from the floor are not permitted.
- (g) A Director eligible for re-election shall be assessed by the Governance Committee and possibly nominated to serve additional term(s) based on their performance and attendance at Board meetings, as required by Board policy.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer, or Committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer, or Committee member if the Board deems it appropriate in the circumstances and if the individual otherwise meets the qualification provisions of this By-law.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect an individual who meets the qualification provisions of this By-law to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. Vacancies will be filled taking into account the geographic representation on the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. Vacancies will be filled taking into account the geographic representation on the Board.

5.10 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties.

5.11 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, and otherwise act in accordance with the manner and timing provided in section 141 of the Act.

5.12 Confidentiality

Every Director, Officer, Committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board. Employees and volunteers shall also keep confidential those matters that are confidential and that come to their attention as part of their employment or volunteer activities.

5.13 Use of Funds

- (a) The Board has an obligation to ensure that all funds received by the Corporation are used to further its charitable purposes and that the Corporation complies with any limitations, conditions, terms of reference, directions or other restrictions imposed by donors or grantors including but not limited to those imposed by governments at all levels, their crown corporations, agencies, and authorities established by them to regulate lotteries and gaming.
- (b) To the extent required to comply with paragraph (a) and local requirements for receiving lottery or gaming funds, the Board may delegate to local individuals or a local body (such as a local council) limited but sufficient powers to oversee the activities and affairs of the Corporation within that local jurisdiction, including without limitation signing authority on behalf of the Corporation. Notwithstanding this permitted delegation, the Board may not delegate any specific powers that may

not be delegated by any board pursuant to subsection 138(2) of the Act. To the extent that a decision required to be delegated to local individuals or a local body can only be made by the Board, the Board shall make the decision in consultation with and giving due deference to the advice of the local individuals or local body, as applicable.

SECTION 6 **MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 12.01 of this By-law to every Director not less than 48 hours 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 Bylaw otherwise provides, no notice of meeting need 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) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the

meeting to which it relates and may be given with respect to all meetings of the Board and Committees of the Board.

6.06 Quorum

A majority of the Fixed Number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. 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.

6.08 Resolutions in Writing

A resolution in writing, signed or confirmed in writing (including by e-mail) by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or Committee of Directors.

SECTION 7 **OFFICERS**

7.01 Appointment

Except in the case of the Chief Executive Officer who shall not be a Director, the Board shall appoint the Officers from among themselves. The Board may specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. Two or more offices may be held by the same person, other than in the case of the Chair. The Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer shall constitute the National Executive Committee.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith as well as such other duties and powers as the Board may specify from time to time in the Operating Policies or by resolution:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall also be an *ex-officio* member of all Committees.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act,

the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members.

- (c) **Chief Executive Officer** - The Board may appoint a Chief Executive Officer of the Corporation who shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall be a Director.
- (e) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall be a Director.

The duties of all other Officers shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Officers shall hold their position for a period of one (1) year or as may otherwise be determined by the Board. Where an Officer is appointed by the Board to fill a vacancy the Officer will hold their position until the first meeting of the Board immediately following the annual general meeting. An Officer may hold a position for a maximum of four consecutive (4) years.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer shall be or become vacant, the Board may appoint a person who is otherwise qualified to fill such vacancy.

SECTION 8 **COMMITTEES**

8.01 Committees

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. In appointing members of Committees, the Board shall ensure that each Committee shall include a Director who shall sit as a member of the Committee. The Chair shall be an *ex-officio* member of all Committees. Any Committee member may be removed by the Board. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The Committee terms of reference and procedures relating to such Committees shall be set forth in the Operating Policies.

8.02 Governance Committee

The Board will establish a Governance Committee, the details of which shall be set forth in the Operating Policies, the duties of which shall include the selection and/or review of Director candidates for election by Members in accordance with section 5.05(f).

8.03 National Executive Committee

Subject to the Act, the Board may appoint from their number a National Executive Committee and delegate to the National Executive Committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. If the Board does appoint a National Executive Committee, the Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer shall constitute the National Executive Committee.

SECTION 9 **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer shall comply with the Act, the Regulations, Articles, By-laws, Operating and other policies of the Corporation, including without limitation those relating to conduct expectations, attendance at Board and Committee meetings, and requirements of confidentiality and disclosure of conflict of interest.

9.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnification

Subject to the Act, the Corporation may indemnify a Director or Officer, a former Director or Officer of the Corporation, a Committee member or former Committee member, a member of the MS Governors, or another individual described in section 151(1) of the Act against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; or
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the Act and section 9.03 of this By-law as the Board may determine from time to time against any liability incurred by the individual in the individual's capacity as a Director or an Officer or otherwise.

9.05 Advances

The Corporation may advance money to a Director, Officer, Committee member, or other individual referred to in section 9.03 for the costs, charges and expenses of a proceeding referred

to in section 9.03. The individual shall repay the money if the individual does not fulfil the conditions of section 9.03.

SECTION 10 **DIVISIONS AND CHAPTERS**

10.01 Application

This Section 10 applies to all areas within Canada excluding Quebec (which is addressed separately in Section XI).

10.02 Divisions

For the purposes of administering the affairs of the Corporation, the Board shall divide the geographic area of Canada within which it operates into designated Divisions and name those Divisions. The Board may establish and approve Operating Policies relating to the local activities and the engagement of local volunteers (including those serving on local councils) within such Divisions. Except as set out in this section, the Divisions shall operate under the authority of the Chief Executive Officer or designate.

10.03 Chapters

For the purposes of administering the affairs of the Corporation, the Board may divide the geographic areas of designated Divisions into local Chapters and name those Chapters. The Board may establish and approve Operating Policies relating to the local activities and the engagement of local volunteers (including those serving on local councils) within such Chapters. Except as set out in this section, the Chapters shall operate under the authority of the Chief Executive Officer or designate.

SECTION 11 **QUEBEC**

11.01 Quebec Division and Chapter

Quebec's incorporated Division and the Quebec incorporated Chapters created under the previous General Operating By-law No. 1 or No. 2 are continued under this By-law. "Division" in this Section 11 is a geographical area designated by the Board and "Chapter" is a geographical area designated by the Board within the Division.

11.02 Affiliation Agreement

Quebec's incorporated Division shall be required to enter into an affiliation agreement, or a similar type of agreement, with the Corporation. The affiliation agreement shall, as much as possible, require that incorporated Divisions and Chapters comply with the Articles and By-laws, any strategic plan of the Corporation in effect from time to time, and any trade-mark policies and other policies established by the Corporation from time to time.

11.03 Board Intervention in Divisional Affairs

The Board may intervene in Quebec's Divisional affairs if circumstances so require, without proceeding immediately to suspension or termination and the Board may impose such sanctions or require the Division to carry out such remedial solutions as the Board may determine to be necessary or advisable in the circumstances. The Board's intervention in Divisional affairs shall be carried out in the sole discretion of the Board and shall take place in accordance with any procedures set forth in the Operating Policies or in the Divisional affiliation agreement.

11.04 Divisional Board Intervention in Chapter Affairs

Quebec's Divisional Board may intervene in Quebec Chapter affairs, if circumstances so require, without proceeding immediately to suspension or termination and the Divisional Board may impose such sanctions or require the Chapter to carry out such remedial solutions as the Divisional Board may determine to be necessary or advisable in the circumstances. The Divisional Board's intervention in Chapter affairs shall be carried out in the sole discretion of the Divisional Board and may be further described in the Operating Policies or in the Chapter affiliation agreement.

11.05 Termination of Quebec's Incorporated Division and Chapters

Quebec's incorporated Division or its incorporated Chapters may be terminated as a Division or Chapter of the Corporation in accordance with the terms of its affiliation agreement. Quebec's incorporated Division or its incorporated Chapters may also dissolve according to the provisions of its incorporating legislation and shall provide immediate notice to the Corporation regarding any such intended dissolution.

11.06 Termination Obligations

Upon termination of Quebec's incorporated Division or its incorporated Chapters, the Division or Chapter shall comply with the provisions contained in the applicable affiliation agreement, as well as the following directives:

- (a) all usage of the Division and Chapter name and Corporation trade-marks shall immediately cease;
- (b) the Division or Chapter shall return all materials which have been provided by the Corporation to the Division or by the Division to the Chapter;
- (c) the Division or Chapter shall destroy all letterhead and other similar material on which the name of the Corporation appears; and
- (d) the Division or Chapter shall immediately comply with all financial and other directives provided by the national office of the Corporation, including provision of all financial information regarding the affairs of the Division or Chapter to the national office of the Corporation.

11.07 Indemnity

Subject to the Act, the Corporation may indemnify a Quebec Divisional director or a Quebec Chapter director or a former Quebec Divisional director or Quebec Chapter director against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation, incorporated Division or incorporated Charter, as applicable, if,

- (a) the individual acted honestly and in good faith with a view to the best interests of its incorporated Division or Chapter; or
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

SECTION 12 **NOTICES**

12.01 Method of Giving Notices

Subject to sections 4.01 and 6.03, any notice 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, member of a Committee of the Board, or 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 filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (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 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 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.

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. In computing the number of days for any notice under the By-laws, a day shall be considered to be any day of the week and not just a working day.

12.03 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-law 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.

12.04 Waiver of Notice

Any Member, Director, Officer, member of a Committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a Committee of the Board, which may be given in any manner.

SECTION 13 **ARTICLES AND BY-LAWS**

13.01 Amendment of Articles

The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

13.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

13.03 Effective Date of Board Initiated By-law, Amendment or Repeal

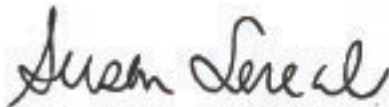
Subject to the Articles and section 13.04 of this By-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special 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.

13.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws with respect to the matters listed in subsection 197(1) of the Act. A By-law made, amended or repealed under subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the Board for approval.

ENACTED by the Directors of the Corporation this 7th day of September, 2018 and further amended this 18th day of May, 2022.

APPROVED by the Members of the Corporation this 28th day of October, 2018 and further amended this 29th day of June, 2022, and further amended on this 23rd day of March, 2023.



Chair of the Board



Secretary