

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

ASSOCIATION OF MEDICAL MICROBIOLOGY AND INFECTIOUS DISEASE CANADA /  
ASSOCIATION POUR LA MICROBIOLOGIE MÉDICALE ET L'INFECTIOLOGIE  
CANADA (AMMI Canada)

(the "Society")

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

**1. Definitions**

In this by-law and in all other by-laws and resolutions of the Society, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Active Member**" means the category of voting Members described more particularly in Section 9 (a)(i) to (v);
- (c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (d) "**Board**" means the board of directors of the Society and "**member of the Board**" shall mean a member duly elected by the Active Members to serve on the Board;
- (e) "**By-law**" means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;
- (f) "**Member**" shall mean a person admitted to any category of membership of the Society in accordance with the by-laws;
- (g) "**Meeting of Members**" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- (h) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (i) "**Royal College**" shall mean the Royal College of Physicians and Surgeons of Canada;

- (j) “**the Society**” means the corporation known as ASSOCIATION OF MEDICAL MICROBIOLOGY AND INFECTIOUS DISEASE CANADA / ASSOCIATION POUR LA MICROBIOLOGIE MÉDICALE ET L’INFECTIOLOGIE CANADA (AMMI Canada);

## 2. **Interpretation.**

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

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

## 3. **Corporate Seal**

The seal of the Society shall be in such form as shall be prescribed from time to time by resolution of the Board. The seal shall have the corporate name of the Society impressed on it and shall remain in the custody of the Secretary.

## 4. **Execution of Documents**

Contracts, documents or any other instruments in writing requiring the signature of the Society shall be signed by either the President, President-elect, Secretary, or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power to appoint a designate on behalf of the Society either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing. The seal of the Society when required may be affixed to contracts, documents and instruments in writing as above or by any officer or officers appointed by resolution of the Board.

## 5. **Financial Year**

Unless otherwise ordered by the Board, the fiscal year end of the Society shall be December 31st.

## 6. **Banking Arrangements**

Any one of such officers, employees or agents so appointed may alone endorse cheques to deposit with the Society’s bankers for the credit of the Society or the same may be endorsed “for deposit only” with the bankers of the Society. All cheques must be endorsed “for deposit only”.

The Board shall have power to authorize expenditures on behalf of the Society and may delegate resolution to an officer or officers of the Society the right to employ and pay salaries to employees. Funds shall be appropriately allocated by the Board to committees and sections to fulfill their responsibilities.

All cheques issued or endorsed in the name of the Society shall be signed by such officers, employees or agents of the Society in such a manner as shall from time to time be determined by resolution of the Board.

The Board may appoint signing officers to represent the Society.

## **7. Borrowing Powers**

Provided at least 2/3rds of the directors approve, the directors of the Society may, without authorization of the Members,

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

Notwithstanding the foregoing, the borrowing of funds or the incurring of indebtedness, obligation or liability by the Society in excess of or which would involve the expenditure by the Society of any amount in excess of \$25,000.00, outside of the ordinary course of business, must be approved by the affirmative vote of a majority of the voting Members at a Meeting of the Members.

## **8. Annual Financial Statements**

The Society shall send to the Members a copy of the annual financial statements and other documents referred to in these By-laws and the Act or a copy of a publication of the Society reproducing the information contained in the documents. Alternatively, the Society may, instead of sending the aforementioned information, give Members notice in accordance with these By-laws and the Act that such documentation is available at the registered office of the Society and that any Member may, on request, obtain a copy free of charge at the office or by prepaid mail.

At each annual general meeting of the Society, an auditor or auditors shall be appointed by the Active Members to audit the accounts of the Society for report to the Members at the annual general meeting at a remuneration to be fixed by the Treasurer.

## **9. Membership Conditions**

Subject to the Articles, there shall be four (4) categories of membership in the Society, each of which is described in this Section 9. All Members must enjoy a professional reputation for honour and integrity. Admission for membership in each category shall be in such manner as the Board may determine from time to time, including without limitation, application for membership, approval process, and membership fees, if any. Only Active Members in good standing shall have voting privileges and may serve as officers of the Society.

- (a) Active Members include:
- (i) Physicians who have obtained a certificate of special competence in Infectious Diseases from the Royal College of Physicians and Surgeons of Canada; or
  - (ii) Physicians who have obtained a specialist certificate in Medical Microbiology from the Royal College of Physicians and Surgeons of Canada or the Collège des médecins du Québec; or
  - (iii) Physicians who have met the requirements of the Royal College of Physicians and Surgeons of Canada in a clinical discipline and have completed at least two (2) years of training in Infectious Diseases; or
  - (iv) Individuals with a doctoral degree or equivalent, whose qualifications and merit satisfy the Board; or
  - (v) Physicians and surgeons, whose qualifications and merit satisfy the Board.
- (b) Honorary Member: In special cases, the Board may approve and admit Honorary Members, being distinguished persons who, without having all the qualifications of an Active Member, have made special contributions in the fields of medical microbiology and/or infectious diseases. Unless determined otherwise by the Board, Honorary Members shall be exempt from payment of all Society membership fees.
- (c) Member-in-Training includes:
- (i) Any infectious disease or medical microbiology trainee, in a post-graduate educational program, shall be eligible for acceptance as a Member-in-Training.
  - (ii) Any post-graduate trainee in a related discipline who would be eligible for Active Membership upon completion of their training shall be eligible for acceptance as a Member-in-Training.
  - (iii) A Member-in-Training may remain as a Member-in-Training up to one (1) year following the completion of their training, at which time they will be offered Active Member status.
- (d) Retired Members: An Active Member (in good standing) who retires from the practice of the profession shall be eligible for Retired Member status. Unless determined otherwise by the Board, Retired Members shall be exempt from payment of all Society membership fees.

## 10. **Supporters**

The Board may, from time to time, establish one or more categories of supporter groups, including without limitation, affiliate supporters, who shall not be Members but shall enjoy such privileges as the Board may determine in its discretion, provided however that under no

circumstances shall a supporter be entitled to vote on any matter pertaining to the Corporation or its operations.

#### **11. Notice of Members Meeting**

The Society shall give not less than twenty-one (21) days' notice of an annual general meeting, exclusive of the day on which notice is given. Notice shall be given to Members so entitled either personally, by email, or by mail, to their registered address in the Society's records. These notices will specify the place, the day and the hour of the meeting.

#### **12. Members Calling a Members' Meeting**

Meetings of the Members other than an annual general meeting, may be convened by the President or the Board at any time and any place. Special meetings may also be held upon written request to the President by ten (10) or more Active Members, and shall be held at a time and place specified by the Board within twenty-one (21) days of the request.

A special or general meeting called pursuant to this section shall require that the notice to the Members contain information about the nature of business at such meeting to permit such Members to make a reasoned decision.

#### **13. Absentee Voting at Members' Meetings**

Any voting Member may be represented by proxy by another voting member, provided such proxy shall be in writing on the form provided by the Secretary of the Board, or a facsimile thereof. Members eligible to vote shall be provided with the proxy form at least twenty-one (21) days before annual general meetings.

A proxy must be signed by the voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof. Proxies or notice of proxies held must be filed with the Secretary at least seven (7) days before the meeting takes place.

#### **14. Membership Dues**

All membership fees, dues and other assessments payable by Members shall be determined from time to time by the Board and approved by the Active Members at the annual general meeting.

Annual membership dues must be paid in full prior to the following year's annual general meeting. Non-compliance will result in the Member no longer being in good standing, the result of which will include immediate suspension of all membership benefits and privileges until the membership dues are paid. Failure to remit membership dues within twelve (12) months of the initial invoice date shall result in termination of membership.

#### **15. Termination of Membership**

Membership in the Society is terminated when:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the chair of the Board of the Society in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member's term of membership expires; or
- (e) the Society is liquidated and dissolved under the Act.

#### 16. **Discipline of Members**

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

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

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

#### 17. **Nominating Directors**

The Nominations Committee shall consist of the Past-President, who shall be the Chair of the Nominations Committee, and two (2) Active Members in the Society as determined by the Board from time to time.

It shall be the duty of the Nominations Committee to place in the hands of the Secretary, four (4) months prior to each annual general meeting, a list of candidates proposed for nomination to fill openings on the Board. Nominations shall be circulated to Active Members of the Society at

least three (3) months prior to the annual general meeting, with a request for additional nominations, which must be signed by the nominee and three (3) Active Members in good standing of the Society. If a candidate is not declared by acclamation, an election will be done by mail or email ballot sent at least two (2) months prior to the annual general meeting.

#### **18. Place of Members' Meeting**

The annual and any other general meeting of the members shall be held in Canada as the Board may determine and on such day as the Board shall appoint. The Members may resolve that a particular annual general meeting of members be held outside Canada.

#### **19. Persons Entitled to be Present at Members' Meetings**

All Members of the Society are entitled to be present at a meeting of Members in addition to the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

#### **20. Quorum at Members' Meetings**

The quorum for the transaction of business at any meeting of the Members of the Society shall be thirty (30) Active Members present in person or a duly appointed proxy-holder for an Active Member so entitled.

The quorum for the transaction of business at a standing section meeting of the Society shall be ten (10) Active Members.

Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number to less than a quorum. If quorum is lost during the meeting, motions introduced after the loss of quorum cannot be adopted. Such motions will be subject to approval by a quorum of said group at the next meeting of that group.

#### **21. Votes to Govern at Members' Meetings**

Only Active Members in good standing shall have the right to vote at meetings of the Members of the Society. Subject to the Act, Members of other categories shall be entitled to attend such meetings but shall not be entitled to vote.

Voting in all cases may be by show of hands unless a ballot is requested by three (3) Active Members and all questions shall be determined by the majority of votes cast unless otherwise specified in the Bylaws. The question can also be referred to a mail ballot except where the Act requires that a meeting be held.

## 22. **Members' Meeting Held Entirely in Person**

Meetings of Members shall be held in person only and not by telephonic, electronic or other communication facility. Likewise, participation at such meetings shall be in person only as well and may not be by telephonic, electronic or other communication facility.

## 23. **Number of Members of Board**

The affairs of the Society shall be managed by a Board comprised of the following individuals holding the following offices:

- (a) President;
- (b) President-elect;
- (c) Past-president (Subject to re-election in accordance with the provisions herein. In the event that the Past-president is not re-elected as a director, then he or she may attend Board meetings but shall not be permitted to introduce motions or vote at such meetings);
- (d) Secretary;
- (e) Treasurer;
- (f) The Chair from each of the following two Standing Sections who is a member in good standing of the Royal College: (i) Medical Microbiology; and (ii) Infectious Disease.

In addition to the above referenced individuals, the Board shall also be comprised of such number of Directors at large as determined by the Board from time to time. There shall be no fewer than seven (7) Directors on the Board. The Board may, in its discretion, permit certain individuals to attend and participate in Board meetings, provided however that such individuals shall not be considered Directors and shall not have voting rights.

## 24. **Election of Directors/Officers and Term of Office of Directors**

- (a) Following the nomination process set out in these By-laws, the Active Members shall elect the Directors and Officers at the Society's annual general meeting. The term of the Director who holds the office of Treasurer shall be three (3) years. The term of the Director who holds the office of Secretary shall be two (2) years. The Director elected to hold the office of President-elect shall hold such office for a period of two (2) years immediately following which he or she shall automatically hold the office of President for an additional two (2) for a total of a four year term. Following this four (4) year term, the President shall serve an additional term of two (2) years as a Director and Past-President, subject to re-election by the Active Members. The terms of all other Directors shall be for two (2) years. Directors may not hold office for more than two (2) consecutive terms.
- (b) The office of Director shall be automatically vacated:

- (i) if a Director by notice in writing to the Secretary of the Society resigns from office, which resignation shall be effective at the time it is received by the Secretary of the Society or at the time specified in the notice, whichever is earlier;
- (ii) if a Director is found by a court of law to be of unsound mind;
- (iii) if a Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
- (iv) if at a meeting of the Members a resolution is passed by a majority vote of the Active Members present at the meeting that the Director be removed from office; or
- (v) the Director fails to be a Member in good standing of the Society; or
- (vi) on the death of such Director;

provided that if any vacancy shall occur for any reason set out in this paragraph, the Board may by a majority vote, if a quorum remains in office, appoint a Director from among the Active Members in such manner as the Board determines from time to time to fill the vacancy for the remainder of the term or until a meeting of the Members is held to elect his or her successor, whichever occurs sooner.

#### **25. Calling of Meetings of the Board**

The Board shall meet at least once a year at the time of the annual general meeting. Other Board meetings shall be held at any time and place to be determined by the President.

If a majority of the Board consents thereto, a member of the Board may participate in a meeting of the Board or of a committee of the Board by means of telephonic, electronic, or other communications facilities provided such facilities permit all persons participating in the meeting to communicate adequately with each other, and a member of the Board participating in such meeting by such means is deemed to be present at the meeting. The members of the Board shall provide to the Secretary their current phone number and e-mail address and the Secretary shall ensure to the best of his or her ability that such information is kept secure. The procedure for any electronic voting performed by Board members shall be in a manner approved by the Board in its discretion from time to time.

#### **26. Notice of Meeting of the Board**

Notice of not less than fourteen (14) days shall be provided to the Board members for Board meetings.

#### **27. Votes to Govern at Meetings of the Board**

The quorum necessary for the transaction of business by the Board shall be the President plus six (6) other Directors. Each Member of the Board is authorized to exercise one (1) vote. Every

question arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the President of the Society shall be entitled to a second or casting vote.

**28. Disclosure of Conflict of Interest**

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director (a) is a party to the contract or transaction, (b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

**29. Sections and Committees of the Society**

- (a) There will be two (2) standing sections in the Society: (i) the Section of Medical Microbiology and (ii) the Section of Infectious Diseases.
- (b) Each standing section will be comprised of Society Members who are Royal College certified or eligible to be certified in their respective specialties. Members-in-training who are in an accredited training program are eligible for membership, without voting privileges. Members may belong to more than one (1) section, if applicable.
- (c) Each standing section will have a Chair, who must be a member in good standing of the Royal College and who will also be a member of the Board. The Chair of each section is elected by the voting Members for a term of two (2) years.
- (d) Each standing section will have a Vice-Chair, appointed by the Board for a term of two (2) years. On the recommendation of the Nominations Committee, A Vice-Chair of one of the above standing sections may stand for election to the position of Chair of the applicable standing section on the expiry of his or her term as Vice-Chair.
- (e) Each standing section is responsible for issues relating to training, certification and maintenance of competence in its discipline. The standing section Chair acts as the discipline's representative of The Society in its dealings with the Royal College. The relationship of each standing section with the Royal College can be changed only by a two-thirds (2/3) majority vote of the Members of that section.
- (f) The Chairs of the Specialty Committees on Infectious Diseases and Medical Microbiology of the Royal College, appointed by the Royal College, will be expected to attend standing section meetings. In times of discrepancy, the Board has the authority to override the decisions made by the Standing Sections in non-Royal College matters.

- (g) Each standing Section shall meet at least once a year at the time of the annual general meeting. Minutes of the meeting shall be forwarded to the Board for information purposes. Notice of not less than twenty-one (21) days shall be provided to the standing section members.

### **30. Committees of the Society**

There are currently three (3) standing committees of the Society:

- (a) the Grants and Awards Committee reviews applications and selects winners annually for the various Fellowships, Investigatorships, and Research and Service awards on behalf of the Society and as directed by the Board;
- (b) the Program Planning Committee coordinates the scientific program of the Society's annual conference and participation in other educational programs or meetings as directed by the Board; and
- (c) the Finance Committee is responsible for advising Board at each meeting on matters relating to the financial security and welfare of the Society.

Currently, Active Members and Members-in-Training are eligible to participate in committees. Unless the Board determines otherwise, the Board shall appoint the chair of each committee, who shall serve for a three (3) year term, renewable once, and be subject to ratification by the voting Members at the next annual general meeting. The Board and the chair shall solicit volunteers from the membership and recommend names of potential committee members to the Board for approval.

The committee chair and other committee members shall serve without remuneration, however a committee member may be paid reasonable expenses incurred in the performance of his or her duties.

Committee Chairs shall be invited to attend and report to the Board at the annual general meeting of the Members of the Society and their reports will become part of the minutes of the annual general meeting, although only members of Board may vote. The Chairs' attendance at a mid-term Board meeting shall be at the discretion of the Executive Committee which is currently comprised of the officers of the Society. Any Chair or committee member may be removed by the Board.

### **31. Additional Sections or Committees of the Society**

The Board may create additional sections or committees from time to time as it sees fit and may, in its discretion, establish policies and procedures regarding all aspects of such sections or committees.

### 32. **Appointment of Officers**

The following officers of the Society, with the exception of the Past-president, shall also be directors and shall be elected by the voting Members in the manner set out in Sections 17 and 24(a) of these By-laws:

- (a) President;
- (b) President-elect;
- (c) Past president;
- (d) Secretary;
- (e) Treasurer;
- (f) One Chair from each of the two Standing Sections of the Society

An officer of the Society cannot hold more than one (1) position concurrently. The officers shall serve without remuneration, however officers may be paid reasonable expenses incurred in the performance of their duties.

### 33. **Description of Offices**

- (a) The President shall preside at all general meetings of The Society and at all meetings of the Board. The President shall be responsible for the overall supervision and administration of the Society and shall see that all duties and resolutions of the Board are carried into effect. In the event of the absence or inability of the President to act, the President-elect shall perform all the duties and exercise the powers of the President. The term of office shall be two (2) years, beginning at the conclusion of the annual general meeting of the members at which the President has been elected.
- (b) The President-elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon the President-elect by the Board. The term of office shall be two (2) years, beginning at the conclusion of the annual general meeting of the members at which the President-elect has been elected.
- (c) The Secretary shall attend all general meetings of the Society and all meetings of the Board and act as clerk and record all votes and minutes of all proceedings in books to be kept for that purpose. The Secretary shall give notice of all meetings of the members and of the Board, and shall perform such other duties as prescribed by the Board or the President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Society, which they shall deliver only when authorized by a resolution of the Board to do so and

to such person or persons as may be named in the resolution. The term of office shall be two (2) years, beginning at the conclusion of the annual general meeting of the members at which the Secretary has been elected and may be re-elected for a second term.

- (d) The Treasurer shall have custody of the funds and securities of the Society and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Society and in such depositions as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board at the regular meetings of the Board, or whenever they may require it, an account of all their transactions as Treasurer and of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be determined by the Board. The term of office shall be three (3) years, beginning at the conclusion of the annual general meeting of the members at which the Treasurer has been elected and may be re-elected for a second term.

#### 34. **Vacancy in Office**

Vacancies between elections shall be filled in the manner set out in Section 24 (b).

#### 35. **Protection of Directors, Officers and Others**

- (a) **Limitation of Liability.** All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:
- (i) the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee;
  - (ii) 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;
  - (iii) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
  - (iv) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;

- (v) any loss, damage or expense arising from any error of judgment or oversight on the part of such Director or Officer; or
  - (vi) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto; provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.
- (b) **Indemnity.** Subject to the Act, the Corporation shall indemnify a Director or Officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.
- (c) **Advance of Costs.** The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 35 (b). The individual shall repay the moneys if the individual does not fulfil the conditions of Section 35 (d).
- (d) **Limitation.** The Corporation shall not indemnify an individual under Section 35(b) unless (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.
- (e) **Additional Circumstances.** The Corporation shall also indemnify an individual referred to in Section 35(b) in such other circumstances as the Act or law permits or requires. 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.
- (f) **Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 35(b) as the Board may from time to time determine.

### 36. **Invalidity of any Provisions of this By-law**

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

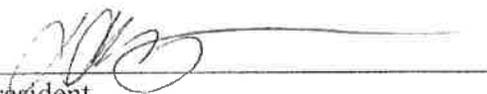
**37. Omissions and Errors**

The accidental omission to give any notice to any Member, member of the Board, officer, or member of any Committee of the Board or the Society or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**38. By-laws and Effective Date**

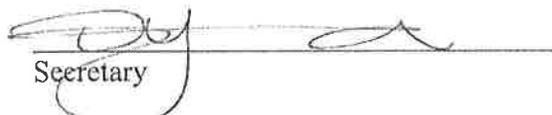
Subject to the Articles and the Act, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members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

**ENACTED** by the Board as of the 30 day of March, 2016.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members as of the 31 day of March, 2016.

  
\_\_\_\_\_  
Secretary