



GENERAL OPERATING BYLAW

2013-FEB-25 CONTINUANCE UNDER NOT-FOR-PROFIT CORPORATIONS ACT (CANADA)

Amendments adopted By Members September 6, 2016

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

International Confederation of Dietetic Associations
(the “**Corporation**”)

ARTICLE I **INTERPRETATION**

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

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Board**” means the board of directors of the Corporation and “**director**” means a member of the Board;

“**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**meeting of Members**” includes an annual meeting of Members and a special meeting of Members; “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue;

“**Member**” means a member of the Corporation;

“**Member Representative**” means the individual authorized by a member to represent the member at meetings and to exercise on behalf of the member the powers of the member.

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (Shareholder Proposals) of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

1.2 Interpretation – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms of provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II **GENERAL**

2.1 Fiscal Year – The fiscal year of the Corporation shall end on March 31st of each year.

2.2 Execution of Documents – Deeds, transfers, assignments, contracts and obligations on behalf of the organization shall be executed by two persons, at least one of whom shall be an officer of the Corporation, as determined from time to time by resolution of the Board.

2.3 Banking – 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 by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.4 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.

ARTICLE III **MEMBERS**

3.1 Entitlement – Membership in the Corporation shall be available only to national dietetic associations interested in furthering the Corporation’s purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

3.2 Membership Conditions – Subject to the Articles, there shall be one class of Members in the Corporation. Members shall be national dietetic associations from all countries of the world which meet the conditions for members set forth in the definition that follows and which make timely payment of the Membership Fee payable by them.

A “national dietetic association” is a professional society or association of members, at least 65% of whom are dietitians-nutritionists, that is, a professional who applies the science of food and nutrition to promote health, prevent and treat disease to optimise the health of individuals, groups, communities and populations” and who meets the international education standard adopted by special resolution (two-thirds majority) of the ICDA Board of Directors, from time to time.

- (a) On receipt of documentation acceptable to the Board, membership will be issued.
- (b) Up to two national dietetic associations from one country may be approved. In the event that there are more than two national associations of dietitians-nutritionists in any one country, the organizations in that country are encouraged to resolve which association(s) ought to be a Member. Otherwise, the Board shall consider and approve membership for qualified applicants on a first request basis.
- (c) Where dietitians-nutritionists in a number of countries that do not have national dietetic associations have formed a regional association, an application from the regional association may be treated as an application from a national dietetic association.
- (d) Where in a country two or more dietetics associations whose members collectively meet the conditions for members set forth in the definition 3.2 above have come together to form a federation of dietitians-nutritionists associations the resulting federation of associations may be treated as an application from a national dietetic association.
- (e) A Member association as at May 6, 2016 shall continued to be qualified for membership in the corporation as long as Fees are paid in accordance with the By-law. On termination of membership, reinstatement will be in accordance with the Reinstatement By-law.



3.3 Termination of Membership – The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member’s term of membership expires;
- (b) the Member no longer meets the conditions of membership; or
- (c) the Corporation is liquidated or dissolved pursuant to the Act.

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

3.4 Resignation –A member may withdraw from membership by delivering to the secretary a written resignation. The resigning member shall be entitled to a refund of pre-paid fees that would apply to a future membership year but not fees paid for the current membership year.

3.5 Reinstatement – A national dietetic association that has had its membership terminated or that has resigned may apply to become a member under the conditions of membership that apply to all applicants at the time of application.

3.6 Membership Fees – Membership fees are set by ordinary resolution of members at an annual meeting at an amount to be paid per member in the national dietetic association that is the member. The amount, in US dollars, becomes effective with the next financial year. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within six (6) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation. A national dietetic association approved for membership shall become a member when fees that are payable by them are received.

3.7 Member Representatives - Each Member association shall designate the individual to be the Member Representative who is authorized to speak for the Member, to exercise all membership rights on behalf of the Member, to receive notices, to participate actively in Members’ Meetings, and to co-ordinate and encourage support of ICDA activities by the Member. Each Member’s board of directors shall appoint it’s Representative for a term of not less than four years. A Member Representative may be appointed for additional terms. The representative shall maintain a current address on file with the Secretariat and shall facilitate communication between the ICDA and the Member.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 Place of Meetings – As permitted by the Articles, meetings of members may be held outside Canada when held in conjunction with the International Congress of Dietetics which will be in the country selected to host the Congress determined by ordinary resolution of the members.

4.2 Annual Meetings – The Board shall call an annual meeting for a date no later than six (6) months after the end of the Corporation’s preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing a public accountant; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

4.3 Proposals at Annual Meeting – A Member entitled to vote at an annual meeting may submit not less than four (4) months prior to the annual meeting 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 authorized by and signed on behalf of the Member’s board of directors. 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 may be required to pay any material added cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented.

4.4 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. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within one (1) month of receiving the requisition, any Member who signed the requisition may call the meeting.

4.5 Notice of Meetings – Notice of the time and place of a meeting of Members shall be sent at least forty-five (45) days prior to the meeting to the following:

- (a) to each Member Representative entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each director; and
- (c) to the public accountant of the Corporation.



A notice shall be provided in accordance with the requirements of Article XII of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3. Notice of a 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.

4.6 Waiving Notice – A person entitled to notice of 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.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a meeting of Members shall be the Member Representatives entitled to vote at the meeting, the second persons appointed by the boards of the national dietetic association members, the directors, the officers and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

4.8 Chair of the Meeting – In the event that the Chair is absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 Quorum – A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be seven (7) Members present at the meeting. 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, or, if held by electronic means then by telephonic and/or other electronic means.

4.10 Meeting Held by Electronic Means – If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.11 Adjournment – The Chair may, with the consent of the meeting, adjourn to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Votes to Govern – Members in good standing shall be entitled to one vote. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

- (a) **Show of Hands** –Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- (b) **Ballots** – For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.13 Resolution in Lieu of Meeting – Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by a public accountant:

- (a) a resolution in writing 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; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.14 Annual Financial Statements – The Corporation will send a copy of the annual financial statements and other documents referred to in the Act subsection 172(1)) (Annual Financial Statements) to the Member not less than twenty-one (21) days in advance of the annual meeting in accordance with the requirements of Article XII of this By-Law.

ARTICLE V **DIRECTORS**

5.1 Powers – The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number – The Board may, from time to time by ordinary resolution, fix the number of directors of the corporation and the number of directors to be elected at annual meetings of the members in accordance with the minimum and maximum number of directors set out in the Articles. As permitted by the Articles the board may appoint additional directors, by ordinary resolution at a meeting of directors, for a term ending at the next annual meeting of members.

5.3 Qualifications – The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not a Member Representative; or
- (d) a person who has the status of bankrupt.

5.4 Election and Term – The Members shall elect by ordinary resolution, at each annual meeting at which an election of directors is required, directors to hold office for a term expiring not later than the close of the fourth annual meeting of Members following the election. Not all directors elected at a meeting of Members need to hold office for the same term. A director may be elected for any number of terms.

5.5 Consent – A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (ii) by acting as a director after such person's election or appointment.

5.6 Vacancies of Office – A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

5.7 Resignation – A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.8 Removal – The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual 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.

5.9 Vacancies –

- (a) Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.
- (b) Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the minimum number of directors required to be elected at any meeting of Members, the directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member.

5.10 Remuneration and Expenses – Subject to the Articles, directors and officers of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a director or officer as determined by the board from time to time.

5.11 Borrowing Powers – The directors of the Corporation may, without authorization of the Members:

- (a) Borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the Board; and
- (f) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation

ARTICLE VI COMMITTEES

6.1 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

ARTICLE VII

MEETINGS OF DIRECTORS

7.1 Place of Meetings – Meetings of the Board may be held at any place within or outside of Canada as the Board may determine.

7.2 Calling of Meetings – Meetings of the Board may be called by the Chair or any two (2) directors at any time.

7.3 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 Article XII of this By-Law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.4 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 immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 Quorum – A quorum is four directors at any meeting of the Board. No person shall act for an absent director as a meeting of directors. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.7 by telephonic and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.6 Resolutions in Writing – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, shall be as valid as if it had been passed at a meeting of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors.

7.7 Participation at Meeting by Telephone or Electronic Means – A director may, participate in a meeting of directors by telephonic or 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.

7.8 Chair of the Meeting – In the event that the Chair is absent, the directors who are present shall choose one of their number to chair the meeting.

7.9 Votes to Govern – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the Chair shall have a second or casting vote.



ARTICLE VIII **OFFICERS**

8.1 Appointment – The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-Laws otherwise provide. The same person may hold two or more offices. As specified by the Act (soliciting organizations), at least two directors shall be neither officers nor employees of the Corporation.

ARTICLE IX **DESCRIPTION OF OFFICES**

9.1 Description of Offices – Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The Chair shall be a director. The Chair, shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify, such as, but not limited to representing ICDA at the Opening Ceremony of the International Congress of Dietetics, presiding at workshops for representatives of members, acting as the representative and spokesperson for the board.
- (b) Secretary – The Secretary shall be a director. 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, and the public accountant; the Secretary shall be the custodian of all books, papers, records, documents, corporate seal (if any), and other instruments belonging to the Corporation. The Secretary shall also perform such other duties, as pertains to the usual duties of the Secretary, as may from time to time be directed by the Board, under supervision of the Board.

9.2 Vacancy in Office –The Board may remove, whether for cause or without cause, any officer of the Corporation. 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 as specified in the By-Law; or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE X

CONFLICT OF INTEREST

10.1 Conflict of Interest – Any director or officer of the Corporation who is, whether directly or indirectly, interested in a material contract or material transaction or proposed material contract or material transaction with the Corporation, to declare such interest and to refrain voting with respect to the contract or transaction or proposed contract or transaction at meetings of the Board as required by the Act.

ARTICLE XI

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care – Every director and officer of the Corporation, 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 of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

11.2 Limitation of Liability – Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, 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 or the regulations.

11.3 Indemnification of Directors and Officers –The Corporation shall, when required, indemnify a director, an officer of the Corporation, a former director or officer of the Corporation 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 person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the 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.

11.4 Insurance – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.3 against any liability incurred by the individual in the individual’s capacity as a director or an officer of the Corporation.

ARTICLE XII **NOTICES**

12.1 Method of Giving Notices – Any notice (which term includes any communication or document) to be given to a Member, director, officer, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

12.2 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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Member Representative, director, officer, public accountant in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.3 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.

12.4 Waiver of Notice – Any person entitled to notice 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.

ARTICLE XIII

SPECIAL RESOLUTIONS

13.1 Special Resolutions – For greater certainty, a Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XIV

BY-LAW AND EFFECTIVE DATE

14.1 By-Law and Effective Date – Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law 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 the Board 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.

As set out in Article XIII, this Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed.

CONFIRMED by the Members this 4th day of September, 2012

A handwritten signature in black ink that reads 'Marsha Sharp'. The signature is written in a cursive, flowing style.

Marsha Sharp, Secretary ICDA

AMENDMENT CONFIRMED by the Members this 6th day of September, 2016

A handwritten signature in black ink that reads 'Marsha Sharp'. The signature is written in a cursive, flowing style.

Marsha Sharp, Secretary ICDA