



SPNC
RFAC

Senior
Pride
Network
Canada

Réseau de
la Fierté
des Aîné·e·s
du Canada

SPNC/RFAC BY-LAWS # 1 v. November 1, 2024

Definitions

In this Bylaw, unless the context otherwise requires, the following definitions will be used in the interpretation of the Constitution and By-laws:

"Act" means the Canada Not-for-profit Corporations Act, Revised Statutes (RS) of Canada, 1964-65, c.52, s. 2 (and other federal or provincial legislation), as amended and any statute enacted in substitution, therefore from time to time;

"AGM" means the Annual General Meeting as described in these By-Laws;

"Articles" means the original or restated articles of in Network or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Network;

"Board" means the Board of Directors of the Network;

"Bylaw" means this Bylaw from time to time in force and effect;

"Director" means any person elected or appointed to the Board. This includes the Co-Chairs;

"Executive" means collectively or singularly one of the Board Members of the Network;

"Ex-officio" means a Member by virtue of office, who has a voice, but not a vote, and whose attendance is not mandatory;

"Immediate family" means parent, spouse, son or daughter and brother or sister;

"Member" means a Member as defined in these By-Laws;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Network" means the Senior Pride Network Canada/Réseau de la Fierté des Aîné(e)s du Canada as incorporated with Letters Patent;

"Officer" means any Officer listed in these By-Laws;

"Policy" refers to any policy statements or documents or principles as ratified and amended from time to time as the Board may see fit, and are considered a part of these bylaws;

"Register of Members" means the register maintained by the company containing the names of the Members of the Network;

"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;

"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 PURPOSE

1.1 The Name of the Network Is: "Senior Pride Network Canada" in English and "Réseau de la Fierté des Aîné(e)s du Canada" in French.

1.2 Vision. Our vision is a society where the lives and identities of older 2SLGBTQI+ people are respected, affirmed and celebrated, our voices amplified and heard, where we live with pride, are embraced and empowered, free from fear and discrimination, with a sense of belonging and inclusion.

1.3 Mission. Our mission is to bring together, advocate for and represent the interests of older 2SLGBTQI+ people across Canada, fostering unity among organizations and individuals dedicated to supporting communities of older 2SLGBTQI+ people.

1.3.1 By facilitating collaboration, awareness, knowledge exchange, and mutual support among 2SLGBTQI+ groups and service providers for older adults, we aim to improve the quality of life and ensure the dignity and rights of older 2SLGBTQI+ people are upheld.

1.3.2 We strive to influence all policies in order to enact systemic, legislative, and other reforms that benefit the older 2SLGBTQI+ communities.

2 MEMBERSHIP

2.1 Application for membership. Organizations may submit applications to be members of the Network. The Board will determine the annual membership cycle. Members may update their membership annually.

2.2 the Network Membership. Subject to the articles, there shall be two classes of members in the Network, namely, Class A members, "Frontline Members," and Class B members, "Ally Members." Detailed information about Class A and Class B memberships is included in the [SPNC/RFAC's Membership Policy](#).

2.3 The board of directors of the Network may, by resolution, approve the admission of the members of the Network. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

The following conditions of membership shall apply:

2.3.1 Class A Members "Frontline Members"

2.3.1.1 Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Network.

2.3.1.2 The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Network.

2.3.1.3 As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

2.3.2 Class B Members "Ally Members"

2.3.2.1 Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Network.

2.3.2.2 The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Network.

2.3.2.3 Subject to the Act and the articles, a Class B non-voting member shall not be entitled to vote at meetings of the members of the Network.

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

2.5 Rights and Privileges of Members

2.5.1 Attend, vote at, and submit material for consideration at meetings of the members.

2.5.2 Voting Members are entitled to one (1) vote at a meeting of the Network (there will be provisions for proxy votes or electronic ballots).

2.5.3 Individual representatives from member organizations are able to be elected to the various roles established by the Network.

2.5.4 All members have access to all networking, programs, and supports offered by the Network.

2.6 Membership Fees

2.6.1 Membership fees and the annual fee schedule are set by the Board of Directors.

2.6.2 Members shall be notified in writing of the membership fees at any time payable by them and if any are not paid within one (1) calendar month of the membership renewal date

2.6.3 Members will be notified of any changes to the membership fee structure, with a minimum of 90 days' notice.

2.6.4 Members in default shall automatically cease to be members of the Network.

2.7 Continued Liability for Debts Due. Although a Member ceases to be a Member by resignation, termination, dissolution, or otherwise, they are liable for any debts owing to the Network at the date of ceasing to be a Member.

2.8 Termination of Membership. A Member's membership will be terminated for one or more of the following reasons:

2.8.1 The member dies, or, in the case of a member that is a network, the network is dissolved;

2.8.2 A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

2.8.3 the member resigns by delivering a written resignation to the chair of the board of the Network, in which case such resignation shall be effective on the date specified in the resignation;

2.8.4 the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;

2.8.5 the member's term of membership expires, or

2.8.6 the Network is liquidated or dissolved under the Act.

2.9 Transferring Membership.

2.9.1 No right or privilege of any member organization is transferable to another member organization.

2.9.2 All rights and privileges cease when the Member resigns or is terminated from the Network.

2.9.3 A membership may only be transferred to the Network. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.10 Effect of Termination of Membership

2.10.1 Subject to the articles, upon any termination of membership, the member's rights, including any rights in the property of the Network, automatically cease to exist.

2.11 Discipline of Members

2.11.1 The board shall have authority to suspend or expel any member from the Network for any one or more of the following grounds:

2.11.1.1 violating any provision of the articles, by-laws, or written policies of the Network;

2.11.1.2 carrying out any conduct which may be detrimental to the Network as determined by the board in its sole discretion;

2.11.1.3 For any other reason that the board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Network.

2.11.2 In the event that the board determines that a member should be expelled or suspended from membership in the Network, a co-chair 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.

2.11.3 The member may make written submissions to the co-chair or such other officer as may be designated by the board in response to the notice received within such twenty (20) day period.

2.11.4 In the event that no written submissions are received by the co-chair, the co-chair 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 Network.

2.11.5 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.

2.11.6 The board's decision shall be final and binding on the member without any further right of appeal.

3 MEETINGS OF THE MEMBERS

3.1 Notice of Members' Meeting

3.1.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facilities 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.

3.1.2 If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

3.2 Annual General Meeting (AGM)

3.2.1 the Network holds its Annual General Meeting on a day, place, and time as set by the board.

3.2.2 All efforts will be made to hold an in-person Annual General Meeting, but meetings may be virtual.

3.1.4 Members, non-members, directors and the public accountant of the Network are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

3.3 The AGM will include:

3.3.1 Adopting the Agenda.

3.3.2 Adopting the minutes of the previous annual and subsequent special meetings.

3.3.3 The Network's annual report.

3.3.4 Reviewing the financial statements and the auditor's report.

3.3.5 Appointing the Auditor.

3.3.6 Electing Directors.

3.3.7 Consideration of matters specified in the meeting notice.

3.3.8 Any other specific motions that members have given a written proposal of before the meeting was called.

3.4 Special Meeting of the Members.

A Special Meeting may be called at any time:

3.4.1 By a resolution of the Board of Directors to that effect; or

3.4.2 On written request of at least six Frontline Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted for review.

3.4.3 Such meetings will be scheduled within 60 (sixty) days of the receipt of the request at a date and time as determined by the Board.

3.4.4 Electronic notice of the meeting will be sent out at least twenty-one (21) days before the Special Meeting.

3.4.5 If the directors do not call a meeting within twenty-one (21) days of receiving the written request, any member who signed the request may call the meeting.

3.4.6 Only the matter(s) set out in the notice for the Special Meeting are considered at the Meeting.

3.5 Quorum.

3.5.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority or at least 5 of the members entitled to vote at the meeting.

3.5.2 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.

3.6 Failure to Reach Quorum

3.6.1 The chair of the meeting shall cancel the AGM or Special Meetings of the Network if the quorum is not present within one-half (1/2) hour after the time set for the meeting.

3.6.2 If the meeting is cancelled, the AGM or Special Meeting will be rescheduled for seven (7) to fourteen (14) days later at a place, day, and time set by the board (may be set virtually).

3.6.3 If quorum is not able to be reached at the second meeting, the Board will have the responsibility of making alternate arrangements in order to satisfy the need for input and outreach regarding the Membership.

3.7 Chair of Members' Meetings

3.7.1 One or both of the Co-Chairs of the Board chairs the General and Special Meetings of members.

3.7.2 In the event that the co-chairs of the board are absent, the members who are present and entitled to vote at the

meeting shall choose one of their numbers to chair the meeting.

3.8 Proposals Nominating Directors at Annual Members' Meetings

3.8.1 The Board of Directors will form an election committee responsible for the nomination guidelines for Class A - Frontline Members. Each province and territory will then execute its nomination procedures under the guidance of the election committee.

3.8.2 Despite the provinces' and territories' autonomy in managing their processes, the established guidelines will guarantee uniformity and fairness across all regions.

3.8.3 Class A - Frontline Members can only nominate individuals from their respective province or territory. In addition, individuals may self-nominate on the condition that they secure an endorsement from at least one Frontline Member in their region.

3.9 Cost of Publishing Proposals for Annual Members' Meetings

3.9.1 A member who submits a proposal that is not a proposal nominating directors shall pay the cost of including the proposal and any statement in the notice of a meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

3.10 Participation by Electronic Means at Members' Meetings

3.10.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Network has a system that:

3.10.1.1 enables the votes to be gathered in a manner that permits their subsequent verification, and

3.10.1.2 permits the tallied votes to be presented to the Network without it being possible for the Network to identify how each member voted.

3.10.2 Any member entitled to attend a meeting of members may participate in the meeting by means of telephone, electronic or other communication facility in the manner provided by the Act. A member participating in a meeting by such means is deemed to be present at the meeting.

3.10.3 Notwithstanding any other provision of this by-law, any member participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Network has made available for that purpose.

3.11 Members' Meeting Held Entirely by Electronic Means

3.11.1 If the directors or members of the Network call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall 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.

4 METHOD OF GIVING NOTICE – OTHER THAN MEETINGS OF MEMBERS OR THE BOARD

4.1 For the purpose of this by-law, “notice” includes any communication or document, and “given” includes sent, delivered or served.

4.2 Any notice other than notice of a meeting of members or a meeting of the board of directors, to be given pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or the public accountant shall be sufficiently given:

4.2.1 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 Network, or the case of notice to a director to the latest address as shown in the last notice that the Network sent in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

4.2.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

4.2.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

4.2.4 if provided in the form of an electronic document in accordance with Part 17 of the Act.

4.3 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;

4.3.1 a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;

4.3.2 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.

4.4 The secretary may change or cause the recorded address of any member, director, officer, public accountant, or member of a committee of the board to be changed in accordance with any information the secretary believes to be reliable.

4.5 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 Network to any notice or other document to be given by the Network may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

5 DECISIONS MADE BY CONSENSUS AND VOTING

5.1 Decisions made by consensus

5.1.1 Pursuant to Section 137 of the Act, the Network adopts a consensus decision-making model to ensure that decisions are inclusive and equitable and are made for the betterment of the Network and its members.

5.1.2 The process for consensus-decision making shall be as prescribed in the consensus decision-making policy and procedure approved or adopted by the board from time to time.

5.1.3 All members shall comply with the consensus-decision making policy and procedures.

5.1.4 Consensus on any question or proposal shall be achieved if

5.1.4.1 all members present at or participating in the meeting have expressed agreement or support, or

5.1.4.2. not more than 15% of the members present at or participating in the meeting have declared their objection to the decision.

5.1.5 When consensus has not been achieved, a co-chair shall promptly initiate the process prescribed in the consensus decision-making policy and procedure for reconciling any expressed objections, reservations or concerns by the members objecting.

5.1.6 If, after trying to reach an agreement, there is still no consensus, then a Co-Chair must quickly:

5.1.6.1. Take the issue to a members' meeting where at least 80% of the votes need to be in favour for it to pass; or

5.1.6.2 in regard to a question or proposal presented to a meeting of directors, bring the issue before a directors' meeting, where it must also get at least 80% of the votes to be approved.

5.2 Exceptions to consensus decision-making: vote of the members required

5.2.1 A vote of the members shall be required for:

5.2.1.1 Appointment of the public accountant;

5.2.1.2 Adoption, amendment, or revocation of by-laws;

5.2.1.3 Election and removal of directors;

5.2.1.4 Any question or proposal lacking consensus at a member meeting;

5.2.1.5 Decisions requiring a special resolution under the Act, including changes to the Network's name, operations, membership classes, or articles.

5.2.1.6 For a comprehensive list of exceptions requiring a member vote, refer to the Act, section # 182.

6 BOARD OF DIRECTORS

6.1 Composition.

6.1.1 Pursuant to the articles, the affairs of the Network are governed by a Board of Directors comprised of a minimum of 4 and a maximum of 25 directors elected by the Members of the Network.

6.2 The Board of Directors includes the following:

6.2.1 The number of directors of the Network shall be 13. 6.2.2. Frontline Members in each province with a population of less than 10 million shall be entitled to elect one director.

6.2.3 Frontline Members in each province with a population of 10 million or more shall be entitled to elect two directors.

6.2.4 The three northern territories (Yukon, Northwest Territories and Nunavut) shall be entitled collectively to elect one director to represent the three territories.

6.2.5 One director position is designated for an individual who identifies as Indigenous and is not also a director for a province or the northern territories.

6.3 Number of directors:

- 6.3.1 Ontario: 2 directors
- 6.3.2 Quebec: 1 director
- 6.3.3 British Columbia: 1 director
- 6.3.4 Alberta: 1 director
- 6.3.5 Manitoba: 1 director
- 6.3.6 Saskatchewan: 1 director
- 6.3.7 Nova Scotia: 1 director
- 6.3.8 New Brunswick: 1 director
- 6.3.9 Newfoundland & Labrador: 1 director
- 6.3.10 Prince Edward Island: 1 director
- 6.3.11 Northern Canada: 1 director
- 6.3.12 Identify as Indigenous: 1 director
- 6.3.13 Total number directors: 13

6.4 Election Process for the Board of Directors

6.4.1 The nominations committee will appoint an Elections Officer to oversee the election of the Board of Directors

6.4.2 Prior to the AGM, the Elections Officer will outline the elections process in accordance with fair and appropriate guidelines.

6.4.3 Official election results will be made public no later than 2 hours following the closing of balloting at the election meeting.

6.5 Director Term of Office

6.5.1 At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term,

6.5.2 one-third (1/3) directors shall be elected for a two-year term and

6.5.3 one-third (1/3) directors shall be elected for a one-year term.

6.5.4 Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

6.5.5 Directors shall be limited to a continuous term of office to a maximum of nine (9) years or three consecutive (3) three-year terms.

6.5.6 Former directors may stand for re-election after an absence from the board of at least one (1) year.

6.6 Executive Board Positions

6.6.1 Two Co-Chairs of the Board

6.6.2 Secretary

6.6.3 Treasurer

6.7 Vacancies of Directors & Co-Chairs.

6.7.1 If there is a vacancy on the board, the remaining Directors may appoint a new Director who meets the nomination criteria.

6.7.2 A Director elected through this process will remain in office until the next General Meeting at which Directors are to be elected.

6.7.3 If there is a vacancy in a Co-Chair position, the remaining Directors will elect someone to fill the role from amongst the current Directors.

6.8 Vacancies of the Co-Chairs

6.8.1 If the position of one of the Co-Chairs of the Board becomes vacant at any point, the Board will keep the existing Co-Chair to the office. The board will also elect a new Co-Chair from amongst themselves.

6.8.2 The appointment of the incoming Co-Chair will be on an interim basis until the next General Meeting, where a new Co-Chair will be elected by the Members.

6.9 Removal or Resignation of a Board of Directors. A Director will be removed from the Board immediately in the following circumstances:

6.9.1 The Director resigns from their office

6.9.2 The Members of the Network remove a Director through a majority vote at a Meeting of the Members

6.9.3 The Board of Directors remove a Director through a unanimous vote at a meeting of the Board

6.9.4 The Director otherwise ceases to be eligible under the terms of these Bylaws.

6.9.5 The Director is no longer in good standing with the agreements of conflict of interest, code of conduct, or confidentiality.

6.9.6 A Board Member may be asked to leave the board if they have three absences from Board meetings in one year without due notice.

6.10 Board Meetings

6.10.1 The Co-Chairs or any 2 (two) directors of the Board call the meetings, determining the time, place, and date of the meeting. An electronic notice of the meeting shall be sent by the Co-Chair or the Executive Director.

6.10.1.1 Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Network not less than five days before the time when the meeting is to be held.

6.10.1.2 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.

6.10.1.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting.

6.11 Regular Meetings of the Board of Directors

6.11.1 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.

6.11.2 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 subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.11.3 The Board holds at least four (4) meetings each year, but will often meet more frequently.

6.11.4 Board meetings will primarily be hosted through online platforms, with efforts toward meeting in-person at least once per year.

6.11.5 A majority of the Directors present at any Board meeting constitutes quorum. If quorum is reached at any point during a meeting, all Board votes and decisions going forward will be deemed to be made under quorum.

6.11.6 Each Director has one vote

6.11.7 The Co-Chairs of the board do not have a second or casting vote in the case of a tie. A tie vote means the motion is defeated.

6.11.8 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the board.

6.11.9 Board minutes are distributed to the Board of Directors electronically following each board meeting, in advance of the subsequent meeting. The Board will vote on and approve the minutes of the last meeting at its next meeting.

6.11.10 Reports of Committees will be the responsibility of the Committee Chair, who will provide such reports for Board review upon request.

6.12 Remuneration of Board of Directors.

6.12.1 The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from their position.

6.12.2 Directors may receive reasonable compensation as pre-approved by the Board for expenses incurred by them in the normal course of their duties.

6.12.3 Directors may receive an honorarium of a nominal amount as the Board may determine from time to time.

6.13 General Duties of the Board of Directors

6.13.1 Officers of the Network

6.13.1.1 Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Network, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

6.13.1.1 Co-Chairs: Lead the board and ensure its effectiveness in governing the organization.

6.13.1.1.1 The board shall aim for gender balance in the appointment of the Co-Chairs.

6.13.1.2 Secretary: Responsible for ensuring the accuracy of records, minutes of meetings, and correspondence.

6.13.1.3 Treasurer: Oversees the financial administration, reviews procedures and financial reporting, and advises the board on financial strategy.

6.14 Appointment of Officers

6.14.1 The board may designate the offices of the Network, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Network.

6.14.2 A director may be appointed to any office of the Network.

6.14.3 An officer may, but need not be, a director unless these by-laws otherwise provide.

6.14.4 Two or more offices may be held by the same person.

6.15 Officer Vacancies

6.15.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Network.

6.15.2 Unless so removed, an officer shall hold office until the earlier of:

6.15.2.1 the officer's successor being appointed,

6.15.2.2 the officer's resignation,

6.15.2.3 such officer ceasing to be a director (if a necessary qualification of appointment) or

6.15.2.4 such officer's death.

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

7 COMMITTEES

7.1 The Board may appoint committees to advise the Board.

7.2 The board may appoint an executive committee and any other 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.

7.3 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.

7.4 Any committee member may be removed by resolution of the board of directors.

8 CONFLICTS OF INTEREST

8.1 Directors, officers, committee members, and employees of the Network must disclose any potential conflicts of interest to the Board of Directors and refrain from participating in discussions or decision-making related to such conflicts.

8.2 A conflict exists when an individual's personal interests could improperly influence their duties to the Network.

8.3 Members must sign an annual statement acknowledging their understanding and agreement to adhere to these standards.

8.4 Please refer to the Network's Conflict of Interest Policy for a detailed explanation of procedures and definitions.

9 ADMINISTRATION

9.1 Financial year. The fiscal year of the Network ends on December 31st of each year.

9.2 Banking Arrangement

9.2.1 The banking business of the Network shall be transacted at such bank, trust company or other firm or Network carrying on a banking business in Canada or

elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

9.2.2 The banking business or any part of it shall be transacted by an officer or officers of the Network and/or other persons as the board of directors may, by resolution from time to time, designate, direct or authorize.

9.3 Borrowing Powers

9.3.1 The directors of the Network may, without authorization of the members,

9.3.1.1 borrow money on the credit of the Network;

9.3.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Network;

9.3.1.3 give a guarantee on behalf and

9.3.1.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Network, owned or subsequently acquired, to secure any debt obligation of the Network.

9.4 Annual Financial Statements

9.4.1 The Network will make available for members to review the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Network reproducing the information contained in the documents.

9.4.2 Instead of sending the documents, the Network may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

9.4.3 The Network is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9.5 Execution of instruments.

9.5.1 The Board shall appoint at least two (2) officers or directors of the Network who may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of the Network.

9.5.2 In addition, the board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

9.5.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.

9.5.4 Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Network to be a true copy thereof.

9.6 The Registered Office of the Network is located in Ottawa, Ontario.

10 INDEMNIFICATION

10.1 Each Director or Officer holds office with protection from the Network.

10.2 The Network indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Network.

10.3 The Network does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

10.4 No Director or Officer is liable for the acts of any other Director, Officer or employee.

10.5 No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or Network dealing with the Network.

10.6 No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in their role for the society unless the act is fraud, dishonesty, or bad faith.

10.7 The Network will procure liability insurance coverage for the members of the Board and secure general liability insurance for the organization.

11 AMENDING THE BYLAWS

11.1 The Directors may, by resolution, make, amend or repeal any by-law.

11.2 Any by-law amendments will be submitted to the Membership at least 21 days before the AGM or a special meeting of the Members with the notice of the meeting.

11.3 During the meeting of the Members, the Members may, by ordinary resolution, make, amend or repeal the amended bylaws

11.4 A bylaw, or an amendment of a bylaw, is effective from the day of the resolution of the Directors until confirmed as amended or rejected by the regular members

11.5 This section does not apply to a by-law that requires a special resolution of the members according to section 197(1) of the Act.

12 DISSOLVING

12.1 Upon the dissolution of the Network, and after payment of all debts and liabilities, its remaining property, if any, shall be distributed or disposed of to a charity or a not-for-profit corporation with a similar mission and objects as the Network.

11 OMISSIONS AND ERRORS

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

12 MEDIATION AND ARBITRATION

12.1 Disputes or controversies among members, directors, officers, committee members, or volunteers of the Network are to be resolved as much as possible in accordance with mediation and/or arbitration as provided in the section on the dispute resolution mechanism of this by-law.

13 DISPUTE RESOLUTION MECHANISMS

13.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Network arising out of or related to the articles or by-laws or out of any aspect of the operations of the Network is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Network as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by process of dispute resolution as follows:

13.1.1 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or, if applicable, the board of the Network) appoint one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

13.1.2 The number of mediators may be reduced from three to one or two upon agreement of the parties.

13.1.3 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Network is situated or as otherwise agreed upon by the parties to the dispute.

13.1.4 The parties agree that all proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind.

13.1.5 The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

13.1.6 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

13.1.7 All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

14 THE INVALIDITY OF PROVISIONS OF THIS BY-LAW

14.2 The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

15 BY-LAWS EFFECTIVE DATE

15.1 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Network.

15.2 Any such by-law, amendment or repeal shall be effective from the date of the directors' resolution until the next meeting of members, where it may be confirmed, rejected or amended by the members by ordinary resolution.

15.3 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.

15.4 The by-law, amendment or repeal ceases to have effect unless it is submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

15.5 The Board of Directors will conduct an initial review of the Network's by-laws six months after their adoption. Subsequent reviews will occur every five years to ensure the by-laws remain relevant and effective. If changes are proposed during a review, they must go through the enactment process and be confirmed by members as described in sections 15.1 to 15.5.

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

CERTIFIED to be By-Law No. 1 of the Network, as enacted by the directors of the Network by resolution on February 9, 2024 and confirmed by the members of the Network by resolution on November 1, 2024.