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# BYLAW NO. 3

Relating generally to the conduct  
of the activities and affairs of

**CANADIAN UROLOGICAL ASSOCIATION  
SCHOLARSHIP FOUNDATION**

**LA FONDATION BOURSIÈRE DE  
L'ASSOCIATION DES UROLOGUES DU CANADA**



*Supporting Urologic Research  
in Canada*

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*Soutenir la Recherche  
en Urologie au Canada*



Last confirmed by the Members on the day of June 28<sup>th</sup>, 2021.

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## **BYLAW NO. 3**

Relating generally to the conduct  
of the affairs of

Canadian Urological Association Scholarship Foundation /  
La Fondation Boursière de l'Association des Urologues de Canada  
(the "**Foundation**")

**BE IT ENACTED** as a Bylaw of the Foundation as follows:

### **SECTION 1** **INTERPRETATION**

#### **1.1 Definitions**

In these Bylaws and all other Bylaws of the Foundation, unless the context otherwise requires:

**"Act"** means the *Canada Not-For-Profit Corporations Act* (S.C. 2009, c.23), including any regulations made under such act, the whole as amended or substituted from time to time;

**"Administrative Council"** means the committee of the Board known as the Administrative Council of the Foundation, the whole as set forth in Section 5;

**"Annual Meeting of Members"** means a meeting of Members held in accordance with Section 10.1 of these Bylaws;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation;

**"Board"** means the board of Directors of the Foundation;

**"Bylaws"** means these Bylaws and all other bylaws of the Foundation adopted in accordance with the Act and which are, from time to time, in force and effect;

**"CUA"** means the Canadian Urological Association;

**"Director"** means a member of the Board;

**"Member"** means any individual satisfying the requirements for membership in accordance with Section 9 of these Bylaws;



**“Officer”** means any individual appointed to an office of the Foundation in accordance with Section 7 of these Bylaws;

**“Person”** includes an individual, body corporate, partnership, trust, and unincorporated organization;

**“Proposal”** means a proposal submitted by a Member that meets the requirements of Section 163 of the Act;

**“Resolution”** means an ordinary resolution passed by a majority of not less than 50% plus one (1) of the votes cast on such resolution;

**“Scientific Council”** means the committee of the Board known as the Scientific Council of the Foundation, the whole as set forth in Section 6;

**“Special Meeting of Members”** means any meeting of Members other than an Annual Meeting of Members;

**“Special Resolution”** means a resolution passed by a majority of not less than two-thirds of the votes cast on such resolution; and

## **1.2 Interpretation**

In the interpretation of these Bylaws, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in these Bylaws, words and expressions defined in the Act have the same meanings when used in these Bylaws;
- (b) words in the singular include the plural and vice versa;
- (c) words in one gender include all genders;
- (d) unless otherwise indicated, each reference herein to a Section is a reference to a Section of these Bylaws;
- (e) the headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (f) except as otherwise required by the Act or the Bylaws, any decision of the Board, the Directors or the Members shall be made by way of Resolution.



### **1.3 Precedence**

In the event of a contradiction between the Act, the Articles or the Bylaws, the Act shall prevail over the Articles and over the Bylaws, and the Articles shall prevail over the Bylaws.

### **1.4 Invalidity of any Provisions of These Bylaws**

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

## **SECTION 2 GENERAL**

### **2.1 Registered Office**

The registered office of the Foundation is situated in the province specified in the Articles, at such address as the Board may, by Resolution, determine. Subject to the Act, the Members may, by Special Resolution, change the province in which the registered office of the Foundation is situated.

### **2.2 Corporate Seal**

The Foundation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Foundation shall be the custodian of the corporate seal.

### **2.3 Books and Records**

The Board shall ensure that all of the necessary books and records of the Foundation are properly kept, as required by Act.

### **2.4 Financial Year End**

The financial year end of the Foundation shall be on the date determined by the Board.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any one (1) Officer together with: (a) any one (1) other Officer; or (b) one (1) Director. In addition, the Board may from time to time direct the manner in which and the Person by whom a particular document or type of document shall be executed. Any Person authorized to sign any document may affix the corporate seal (if any) to the document. Any Person authorized to sign in accordance with this Section 0 may certify a copy of any instrument, Resolution, Bylaw or other document of the Foundation to be a true copy thereof.



## **2.5 Banking Arrangements**

The banking business of the Foundation 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 of the Foundation and/or other Persons as the Board may by Resolution from time to time designate, direct or authorize.

## **2.6 Appointment of Public Accountant**

- (1) The Members shall, by Resolution at each Annual Meeting of Members, appoint a public accountant to hold office until the next Annual Meeting of Members. The Board may appoint a public accountant at the first organizational meeting following incorporation to hold office until the first Annual Meeting of Members and may also, subject to the Articles, fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by Resolution of the Members, or if not so fixed, shall be fixed by the Board.
- (2) Notwithstanding the foregoing, Members may resolve not to appoint a public accountant by way of resolution, but the resolution is not valid unless consented to by all Members entitled to vote at an Annual Meeting of Members.

## **2.7 Amendment and Fundamental Changes**

- (1) Subject to the Articles, the Board may make, amend or repeal any Bylaws that regulate the activities or affairs of the Foundation. Any such Bylaw, 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 Resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, 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 such meeting.
- (2) Notwithstanding the foregoing, a Special Resolution of the Members — or, if Section 199 of the Act applies, of each applicable class or group of Members — is required to make any amendment to the Articles or the Bylaws set out in Section 197(1) of the Act. Any such amendment shall be effective from the date of its adoption by the Members in accordance with the preceding sentence.



## **2.8 Borrowing Powers**

The Directors of the Foundation may, without authorization of the Members:

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

## **2.9 Annual Financial Statements**

The Foundation shall publish a notice to its Members stating that a copy of the Foundation's annual financial statements prepared in accordance with the Act, together with such other documents required by the Act, are available at the registered office of the Foundation and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **2.10 Rules of Order**

Subject to the Act, the Article and the Bylaws, meetings of the Board, the Members and committees of the Board shall be conducted in accordance with *Wainberg's Society Meetings*.

# **SECTION 3 DIRECTORS**

## **3.1 Powers**

- (1) Subject to the Act and the Articles, the Directors shall manage or supervise the management of the activities and affairs of the Foundation. Without limiting the generality of the foregoing, the Board shall: (i) report to the Annual Meeting of Members with respect to the Foundation's work; (ii) determine that the Administrative Council and Scientific Council function in a satisfactory manner; (iii) receive the annual report and financial statement of the Administrative Council, and review its annual recommendation regarding funds to be distributed to eligible applicants; and (iv) receive the annual report of the Scientific Council (including its ranking of candidates recommended to receive awards under various categories), and determine on an annual basis, the number of awards to be given proportional to the funds available.



- (2) The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.
- (3) The Board shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to an Officer or Officers of the Foundation the right to employ and pay salaries to employees.
- (4) The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Foundation in accordance with such terms as the Board may determine.
- (5) The Board may prescribe such rules and regulations, not inconsistent with these Bylaws, relating to the management and operation of the Foundation as the Board deems expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of Members when they shall be confirmed, and failing such confirmation at such Annual Meeting of Members, shall at and from that time cease to have any force and effect.

### **3.2 Composition**

- (1) The Board shall consist of:
  - (a) Three (3) Directors who shall serve contemporaneously as Officers, the whole in accordance with Section 7.2 of these Bylaws; and
  - (b) Three (3) Directors who do not serve as Officers.
    - a. One (1) such Director will serve contemporaneously in accordance with Section 5.3 of these Bylaws. (Chair of the Administrative Council)
    - b. One (1) such Director will serve contemporaneously in accordance with Section 6.3 of these Bylaws. (Chair of the Scientific Council)
    - c. One (1) such Director will serve in the capacity of Member-at-Large (MAL) and will be chosen at the discretion of the CUASF Board. Ideally, this individual will be selected such that his/her term will be staggered to vary from those of the CUASF Administrative and Scientific Council Chairs
- (2) If a minimum and maximum number of Directors is provided for in the Articles, the Members may, from time to time, fix the number of Directors of the Foundation and the number of Directors to be elected at Annual



Meetings of Members or delegate such power to fix the number of Directors to the Board.

- (3) The minimum number of Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Foundation or its affiliates.

### **3.3 Qualifications**

### **3.4 Election and Term**

- (1) Directors, with the exception of the President, shall be elected by the Members at a meeting of Members for a term of four (4) years calculated from the date of the meeting at which they are elected. At the expiration of such term, Directors continue in office until their successors are elected.
- (2) The President shall be elected by the Members at a meeting of Members for a term of one (1) year calculated from the date of the meeting at which he is elected or until his successor is elected.
- (3) A Director not elected for an expressly stated term ceases to hold office at the close of the first Annual Meeting of Members following his election, but, if qualified, is eligible for re-election. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.

### **3.5 Consent**

A Director who is elected or appointed must consent to hold office as a Director by:

- (a) not refusing to hold office if such individual is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such individual is not present at the meeting, or
- (c) by acting as a Director pursuant to such individual's election or appointment.

### **3.6 Vacancy**

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.



### **3.7 Resignation**

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

### **3.8 Removal**

Subject to the requirements of the Act governing the removal of Directors, the Members may, 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.

### **3.9 Vacancies**

Subject to Section 3.8 and the Act, a vacancy on the Board may be filled for the remainder of the applicable term by Resolution of the Board. If, pursuant to such vacancy, there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall without delay 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.

### **3.10 Managing Director or Committee**

The Board may appoint from their number a managing Director or a committee of Directors and delegate to the managing Director or committee any of the powers of the Board except for such powers which the Act specifies may not be delegated. Unless otherwise determined by the Board, the committee referred to hereinabove shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

### **3.11 Other 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. The Board may fix any remuneration for committee members who are not also Directors of the Foundation.

### **3.12 Remuneration and Expenses**

The Directors shall serve as such without remuneration or profit, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.



## **SECTION 4**

### **MEETINGS OF DIRECTORS**

#### **4.1 Place of Meetings**

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

#### **4.2 Calling of Meetings**

There shall be at least one (1) meeting of the Board per year. Meetings of the Board may be called by the President or any two (2) Directors at any time.

#### **4.3 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 Section 11 of these Bylaws to every Director of the not less than forty-eight (48) hours before the time when the meeting is to be held, unless said notice is given by regular mail, in which case it shall be mailed no less than fourteen (14) 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. No notice of any meeting of the Board need specify the purpose or the business to be transacted at the meeting, except if Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **4.4 First Meeting of New Board**

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

#### **4.5 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **4.6 Quorum**

A majority of the Directors then in office constitutes a quorum at any meeting of the Board.



#### **4.7 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the meetings of Directors or committee of Directors.

#### **4.8 Participation at Meeting by Means of a Telephonic, an Electronic or Other Communication Facility**

Subject to the Act, a Director may, if all the Directors consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may relate to the current or any and/or all future meetings of the Directors and/or committees of the Directors.

#### **4.9 Chairperson of the Meeting**

In the event that the President is absent, the Directors who are present shall choose one of their number to chair the meeting.

#### **4.10 Votes to Govern**

Unless otherwise provided for in the Act, the Articles or the Bylaws, at all meetings of the Board, every question shall be decided by Resolution of the Directors. Each Director, other than the chairperson of the meeting, shall have the right one (1) vote. The chairperson of the meeting shall not have a right to vote, except in the case of an equality of votes, where the chairperson of the meeting shall have a casting vote. A declaration by the chairperson 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.

#### **4.11 Disclosure of Interest**

- (1) A Director or an Officer of the Foundation shall disclose in writing to the Foundation or request to have entered in the minutes of meetings of Directors or committees of Directors, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Foundation if the Director or Officer:

(a) is a party to the contract or transaction;



(b) is a director or 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.

- (2) Disclosure shall be made at the time and in the manner required by the Act, and a Director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

## **SECTION 5**

### **ADMINISTRATIVE COUNCIL**

#### **5.1 Composition**

The Administrative Council shall be composed of the Chair of the Administrative Council and any Member appointed to serve on the Administrative Council in accordance with Section 5.4 of these Bylaws.

#### **5.2 Powers**

The Administrative Council shall address matters related to fundraising and shall oversee the investment of the Foundation's funds. It shall also submit an annual audited financial statement to the Board and to the Board of Directors and members of the CUA. Said annual audited financial statement shall include a recommendation for the amount of funds to be awarded to eligible candidates.

#### **5.3 Chair of the Administrative Council**

The Director contemplated at Section 3.2(1) a. of these Bylaws shall serve as Chair of the Administrative Council. The Chair of the Administrative Council shall: (a) under the direction of the Board, shall be responsible for implementing the strategic plans and policies of the Foundation; (b) deliver an annual oral report to the Board; (c) submit a semi-annual written report to the Board of Directors of the CUA, and (d) report to the Members at the Annual Meeting of Members. The Chair of the Administrative Council shall serve for a term of four (4) years.

#### **5.4 Appointment of Members to the Administrative Council**

The Chair of the Administrative Council may, if necessary, appoint Members who are Active Members of the CUA to serve on the Administrative Council.



## SECTION 6 SCIENTIFIC COUNCIL

### 6.1 Composition

The Scientific Council shall be composed of the Chair of the Scientific Council and any Member appointed to serve on the Scientific Council in accordance with Section 6.4 of these Bylaws.

### 6.2 Powers

The Scientific Council shall evaluate and rank submissions under various categories of awards and shall then forward said submissions to the Board.

### 6.3 Chair of the Scientific Council

The Director contemplated at Section 3.2(1)**Error! Reference source not found.**a. of these Bylaws shall serve as Chair of the Scientific Council. The Chair of the Scientific Council shall: (a) deliver an annual oral report to the Board; and (b) submit a semi-annual written report to the Board of Directors of the CUA. The Chair of the Scientific Council shall serve for a term of four (4) years.

### 6.4 Appointment of Members to the Scientific Council

- (1) The Chair of the Scientific Council shall appoint a minimum of six (6) Members who are Active Members of the CUA to serve on the Scientific Council.
- (2) Appointments to the Scientific Council shall take into consideration a Member's proven interest and ability in scientific research as well as geographical distribution and subspecialty expertise. One (1) member the Scientific Council shall be a community urologist.
- (3) Each member of the Scientific Council appointed in accordance with the Section shall serve for a term of three (3) years.

## SECTION 7 OFFICERS

### 7.1 Appointment

- (1) The Board shall designate the offices of the Foundation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the activities and the affairs of the Foundation.
- (2) Officers, with the exception of the President, shall be elected by the Members at a meeting of Members to hold office for a term of four (4) years calculated from the date of the meeting at which they are elected or until their successors are chosen.



- (3) The President shall be elected by the Members at a meeting of Members to hold office for a term of one (1) year calculated from the date of the meeting at which he is elected or until his successor is chosen.
- (4) Each Officer must be a Director contemplated in Section 3.2(1)(a). Two (2) or more offices may not be held by the same Director.

## **7.2 Description of Offices**

- (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 Foundation, if designated and if Officers are elected, shall have the following duties and powers associated with their positions:
  - (a) **President** – The President shall be the chief executive officer of the Foundation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Foundation. The President, shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
  - (b) **Secretary** – The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Foundation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation. The Secretary shall have such other duties and powers as the Board may specify.
  - (c) **Treasurer** – The Treasurer shall, subject to the authority of the Board, be responsible for implementing the strategic plans and policies of the Foundation. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Foundation; whenever required, the Treasurer shall render to the Board an account of all such individual's transactions as Treasurer and of the financial position of the Foundation. The Treasurer shall have such other duties and powers as the Board may specify.
- (2) The duties and powers of all other Officers shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.



### **7.3 Vacancy in Office**

- (1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:
  - (a) the Officer's successor being appointed;
  - (b) the Officer's resignation;
  - (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
  - (d) such Officer's death.
- (2) If the office of any Officer becomes vacant, the Board may appoint an individual to fill such vacancy. In extenuating circumstances, upon Resolution of the Board, the filling of a vacancy contemplated in this Section may result in two (2) or more offices being held by the same individual.

### **7.4 Remuneration of Officers**

Officers shall serve as such without remuneration, provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

### **7.5 Agents and Attorneys**

The Board may authorize any Officer from time to time to appoint agents or attorneys for the Foundation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

### **7.6 Disclosure (Conflict of Interest)**

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction whether made or proposed with the Foundation, as is imposed upon Directors pursuant to the provisions of the Act and Section 4.11 of these Bylaws.

## **SECTION 8**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.1 Standard of Care**

Every Director and Officer of the Foundation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Foundation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every



Director and Officer of the Foundation shall comply with the Act, Articles and Bylaws.

## **8.2 Indemnity of Directors and Officers**

- (1) Subject to the Act, the Foundation shall indemnify a present or former Director or Officer of the Foundation, or another individual who acts or acted at the Foundation's request as a Director or Officer or in a similar capacity of another entity, 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 Foundation or other entity if,
  - (a) the individual acted honestly and in good faith with a view to the best interests of the Foundation 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 Foundation'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.
- (2) The Foundation may indemnify such individual in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

## **8.3 Insurance**

Subject to the Act, the Foundation shall purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Foundation pursuant to Section 8.2 of these Bylaws against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Foundation; or
- (b) in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Foundation's request.

## **8.4 Advances**

With respect to the defense by a Director, an Officer or other individual of any claims, actions, suits or proceedings, whether civil, criminal, administrative, investigative or other proceeding for which the Foundation is liable to indemnify a Director, an Officer or other individual pursuant to the terms of the Act, the Board may authorize the Foundation to advance to the Director, Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director, Officer or



other individual to the Foundation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director, Officer or other individual shall repay the money advanced if the Director or Officer does not fulfill the conditions of Sections 8.2(1)(a) and 8.2(1)(b) of these Bylaws.

## **SECTION 9 MEMBERS**

### **9.1 Conditions of Membership**

Any voting member of the CUA shall be deemed a Member of the Foundation.

### **9.2 Member Rights**

Each Member is entitled to receive notice of, attend and vote at all meetings of Members and each Member shall be entitled to one (1) vote at such meetings of Members.

### **9.3 Transfer of Membership**

A membership may only be transferred to the Foundation.

### **9.4 Termination of Membership**

- (1) Membership in the Foundation is terminated upon the termination of a Member's membership in the CUA, the whole in accordance with the bylaws of the CUA.
- (2) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Foundation, automatically cease to exist.

### **9.5 Membership Dues**

There shall be no Membership dues.

## **SECTION 10 MEETINGS OF MEMBERS**

### **10.1 Annual Meeting of Members**

The Board shall call, at such date and time as it determines, an Annual Meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Foundation required by the Act to be presented at the meeting;
- (b) electing Directors;



- (c) appointing the public accountant; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

## **10.2 Proposals at Annual Meeting**

Subject to the Act, a Member entitled to vote at an Annual Meeting of Members may submit to the Foundation notice of any matter that the Member proposes to raise at the Annual Meeting of Members. Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of the Members of a class or group of Members of the Foundation entitled to vote at the meeting at which the Proposal is to be presented. The Foundation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless it is otherwise provided by Resolution of the Members present at the meeting.

## **10.3 Special Meeting of Members**

The Board or the President may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. In addition, the Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

## **10.4 Place of Meetings**

Subject to compliance with Section 159 of the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

## **10.5 Special Business**

All business transacted at a Special Meeting or an Annual Meeting of Members constitutes special business, except:

- (a) consideration of the minutes of an earlier meeting;
- (b) consideration of the financial statements and the public accountant's report;
- (c) election of Directors; and
- (d) reappointment of the incumbent public accountant.



## **10.6 Notice of Meetings**

- (1) Notice of the time and place of a meeting of Members shall be sent to the following:
  - (a) to each Member 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 Foundation.
- (2) Notice shall be sent (i) not less than 21 days and not more than 60 days prior to the meeting of Members for notice sent by mail, courier or personal delivery; or (ii) not less than 21 days and not more than 35 days prior to the meeting of Members for notice sent for telephonic, electronic or other communication facility notice.
- (3) Such notice shall be provided in accordance with the requirements of Section 11 and shall, subject to the Act, include any Proposal submitted to the Foundation under Section 10.2. Notice of a Special Meeting of Members 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 Resolution or Bylaw to be submitted to the meeting.

## **10.7 Waiving Notice**

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

## **10.8 Persons Entitled to be Present**

The only Persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Foundation and such other Persons who are entitled or required under any provision of the Act, Articles or Bylaws of the Foundation to be present at the meeting. Any other Person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

## **10.9 Chairperson of the Meeting**

In the event that the President is absent, the Directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.



## **10.10 Quorum**

A quorum at any meeting of Members (unless a greater number of Members are required to be present by the Act) shall be 5% of the Members present and who are eligible to vote at the meeting (active and senior members). If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 10.12 of these Bylaws by telephonic, electronic or other communication facility.

## **10.11 Meeting Held by Telephonic, Electronic or Other Communication Facility**

If the Directors or Members call a meeting of Members under the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, 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.

## **10.12 Participation at Meetings by Telephonic, Electronic or Other Communication Facility**

If the Foundation makes available a telephonic, electronic or other communication facility permitting all participants to communicate adequately with each other during the meeting in accordance with Section 10.11, any Person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communication facility permitting all participants to communicate adequately with each other during the meeting if the Foundation makes available such a communication facility. A Person participating in the meeting by any such communication facility is deemed to be present at the meeting. A Person participating by telephonic, electronic or other communication facility may vote by any such means if the facility enables the votes to be gathered in a manner that permits its subsequent verification and permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how the Person voted.

## **10.13 Adjournment**

The chairperson of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time 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 30 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.



#### **10.14 Absentee Voting**

- (1) Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:
  - (a) by using a mailed-in ballot in the form provided by the Foundation provided that the Foundation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each Member voted; or
  - (b) by means of a telephonic, electronic or other communication facility, provided that the Foundation has decided to provide such a facility and provided further that the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each Member voted.
- (2) Votes by proxy are not permitted.

#### **10.15 Votes to Govern**

Unless otherwise provided for in the Act, the Articles or the Bylaws, all questions proposed for consideration of the Members shall be determined by Resolution of the Members. Each Member entitled to vote at a meeting of Members shall have the right one (1) vote. The chairperson of the meeting shall not have a right to vote, except that in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting shall have a casting vote.

#### **10.16 Show of Hands**

Subject to the Act and Section 10.14 of these Bylaws, 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 chairperson 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.

#### **10.17 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 chairperson of the meeting or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chairperson directs and the decision of the Members on the question shall be determined by the result of such ballot.



## **10.18 Resolution in Lieu of Meeting**

- (1) Except where, pursuant to Section 166 of the Act, a written statement is submitted to the Foundation by a Director or 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 meetings of Members.
- (2) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

## **SECTION 11 NOTICES**

### **11.1 Method of Giving Any Notice**

- (1) Except as otherwise provided in the Bylaws, any notice given, sent, delivered or served pursuant to the Act, the Articles, the Bylaws or otherwise to a Member, Director, Officer, member of a committee of the Board or to the public accountant shall be sufficiently given:
  - (a) if delivered personally to the recorded address as shown in the records of the Foundation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Foundation in accordance with Section 128 or Section 134 of the Act and received by the Director, and such notice shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
  - (b) if mailed to the recorded address by prepaid ordinary or air mail, and such notice shall be deemed to have been given when deposited in a post office or public letter box;
  - (c) if sent by telephonic, electronic or other communication facility at such the recorded address for that purpose, and such notice shall be deemed to have been given when dispatched to the recipient thereof; or
  - (d) if provided in the form of an electronic document in accordance with Part 17 of the Act, and such notice shall be deemed to have been given when delivered to the recipient thereof.
- (2) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a



committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **11.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the Bylaws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

## **11.3 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 individual 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.

## **11.4 Electronic Documents**

Subject to the Act, any requirement in the Bylaws to provide a Person with information in a notice or other document is not satisfied by the provision of an electronic document unless the addressee has consented by designating an information system for receipt of the electronic document as follows:

- (a) the electronic document is provided to the designated information system;  
or
- (b) the document is posted on or made available through a generally accessible electronic source, such as a website and the addressee is provided with notice in writing of the availability and location of that electronic document.

## **11.5 Waiver of Notice**

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



## SECTION 12 EFFECTIVE DATE

### 12.1 Effective Date

**CONFIRMED by the Members on this 27<sup>th</sup> day of June, 2016.**

A handwritten signature in black ink, appearing to be 'K. Psooy', written over a light blue horizontal line.

Dr. Karen Psooy  
Secretary