

**BREAST CANCER ACTION  
SENSIBILISATION AU CANCER DU SEIN**

**Corporation #2894114  
Registered Charity # 14077 6980 RR0001**

**BY-LAW NO. 1**

**AS AMENDED SEPTEMBER 2020**

**ACCEPTED BY THE BOARD:**

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## **BY-LAW NO. 1**

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

### **BREAST CANCER ACTION SENSIBILISATION AU CANCER DU SEIN**

**Corporation #2894114  
Registered Charity # 14077 6980 RR0001**

(hereinafter referred to as the "Corporation")

## **DEFINITIONS AND INTERPRETATION**

### **1. Definitions**

1.1 In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:

- (i) **"Act"** means the Canada Not-For-Profit Corporations Act, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (ii) **"Articles"** means the original or restated articles of the Corporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (iii) **"Associate"** means a supporter of the Corporation who is not a member within the meaning of the Act or the By-Laws and shall have no right to vote at Members' Meetings;
- (iv) **"Board"** means the board of directors of the Corporation;
- (v) **"By-laws"** means this By-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (vi) **"Director"** means a member of the Board;
- (vii) **"Meeting of Members"** includes an annual meeting of members or a Special Meeting; "Special Meeting" 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;
- (viii) **"Member"** means an individual, group or corporation that meets the requirements for membership set out in Article 11 of this by-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;



- (ix) **"Officer"** or **"Officers"** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- (x) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- (xi) **"Proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act;
- (xii) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- (xiii) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **2. Interpretation**

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

## **BUSINESS OF THE CORPORATION**

### **3. Corporate Seal.**

3.1 The Corporation 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 corporate seal shall be kept at the registered office of the Corporation.

### **4. Registered Office.**

4.1 Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

### **5. Books and Records.**

5.1 The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

**6. Execution of Documents.**

6.1 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any (1) Officer and the Executive Director. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

**7. Financial Year.**

7.1 The financial year end of the Corporation shall be December 31st in each year or as determined by the Board.

**8. Banking Arrangements.**

8.1 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.

**9. Borrowing Powers.**

9.1 The Directors of the Corporation may, without authorization of the Members:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (iii) give a guarantee on behalf of; and
- (iv) 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.

**10. Annual Financial Statements.**

10.1 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **MEMBERSHIP IN THE CORPORATION**

### **11. Membership Conditions.**

11.1 Subject to the Articles, there shall be one class of Members in the Corporation. The term of membership in the Corporation shall be for a period of one (1) year. Membership in the Corporation shall be available to persons 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 and which:

- (i) is a non-partisan, non-profit organization located in the City of Ottawa or surrounding regions which, by its stated purpose, objectives, programs and or/actions demonstrates that it is working to support those living with a breast cancer diagnosis; or
- (ii) is an individual residing in the City of Ottawa or surrounding regions that has demonstrated a commitment to, or is engaged in activities to support those living with a breast cancer diagnosis; or
- (iii) agrees to support the Corporation in achieving its purposes and objectives and agrees with the principles enunciated in the Articles, By-laws and the Corporation's Mission, Vision and Values Statement.

11.2 Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. Where a Member is an organization it shall designate a representative, who will consistently attend meetings of the Corporation and who shall be entitled to exercise the vote of such Member.

11.3 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).

### **12. Honorary Members.**

12.1 The Board may also appoint as Honorary Members persons they wish to recognize as having made a substantial contribution to the Corporation or to advancing the Mission, Vision and Values of the Corporation. Such Honorary Members shall not be members within the meaning of the Act and shall not have any of the rights or obligations of Members. Honorary Members shall not be required to pay membership fees. For further certainty, Honorary Members shall not have the right to vote at Meetings of the Members.



**13. Non-Voting Participants.**

13.1 Individuals and organizations that do not meet the criteria for membership are encouraged to contribute to and participate in the work and activities of the Corporation and its committees, without the privilege of membership or voting. Non-Voting Participants shall be approved by the Board. Non-Voting Participants shall not be required to pay membership fees.

**14. Membership Dues.**

14.1 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date set by the Board, the Board may terminate the membership of any Members in such default. Any Member who has not paid any dues owing by the beginning of a Meeting of the Members shall not have the right to vote at such meeting.

**15. Termination of Membership.**

15.1 A membership in the Corporation is terminated when:

- (i) the Member dies, or in the case of a Member that is a corporation, the corporation is dissolved;
- (ii) a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- (iii) the Member resigns by delivering a written resignation to the President of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
- (v) the Member's term of membership expires; or
- (vi) the Corporation is liquidated or dissolved under the Act.

**16. Effect of Termination of Membership.**

16.1 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.



**17. Discipline of Members.**

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

- (i) violating any provision of the Articles, by-laws, or written policies of the Corporation;
- (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose and Mission, Vision and Values Statement of the Corporation.

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

**18. Membership Transferability.**

18.1 A membership may only be transferred to the Corporation. 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.

## **ADMINISTRATION**

### **19. Amendment of bylaws.**

19.1 The bylaws of the Corporation not embodied in the letters patent may be enacted, repealed, or amended by by-law enacted by majority of the directors at a meeting of the board of directors.

### **20. Auditors.**

The board of directors has the authority to determine when an auditor should be hired to complete either a full audit or a reader engagement, dependent on the needs and the financial situation of the Corporation, at that time.

### **21. Minutes**

The minutes of the board of directors or the minutes of committee meetings will not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

### **22. Bookkeeping**

22.1 The directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **MEETINGS OF MEMBERS**

### **22. Notice of Members Meeting.**

22.1 Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held: or
- (ii) by telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (iii) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented, and auditors appointed for the ensuing year. The members

may consider and transact any business either special or general at any meeting of the members. The board of directors or the president shall have the power to call, at anytime, a general meeting of the members of the Corporation. The board of director shall call the special meeting of members unwritten requisition of members carrying not less than 2/3 of the voting rights.

**23. Amendments to Notice Provisions.**

23.1 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

**24. Members Calling a Members' Meeting.**

24.1 The Board shall call a special meeting of Members in accordance with 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 twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**25. Absentee Voting at Members' Meetings.**

25.1 Pursuant to 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 Corporation has a system that:

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

(v) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

25.2 Pursuant to the Act and subject to the Regulations, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements set out in the Regulations.

**26. Amendments to Absentee Voting.**

26.1 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the above method of voting by Members not in attendance at a Meeting of Members.



**27. Proposals Nominating Directors at Annual Members' Meetings.**

27.1 Subject to the Regulations under the Act, any Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.

**28. Cost of Publishing Proposals for Annual Members' Meetings.**

28.1 The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

**29. Place of Members' Meeting.**

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

**30. Persons Entitled to be Present at Members' Meetings.**

30.1 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 Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Executive Director on behalf of the President of the meeting or by resolution of the Board or Members.

**31. Chair of Members' Meetings.**

31.1 If the President of the Board and the Director, Finance are absent, the Members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

**32. Quorum at Members' Meetings.**

32.1 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 of (% or 50% +1) the Members entitled to vote 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.

32.2 Is something missing here?



**33. Votes to Govern at Members' Meetings.**

33.1 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 or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**34. Participation by Electronic Means at Members' Meetings.**

34.1 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person 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 Corporation has made available for that purpose.

**35. Members' Meeting Held Entirely by Electronic Means.**

35.1 If the Directors or Members of the Corporation 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.

**BOARD OF DIRECTORS**

**36. Number of Directors.**

36.1 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. Only Members may serve as Directors.

**37. Term of Office of Directors.**

37.1 The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of Members following the election.

37.2 In some circumstances, the Directors may be asked to serve beyond the general two-year term.

37.3 To exercise this condition, the Directors will in turn each accept an extension of their term a minimum 60 days prior to the end of their term.

37.4 This requires a motion to amend the by-law and must receive a majority of the vote.

#### **Vacation of Office.**

37.5 The office of Director shall be automatically vacated:

- (i) if a Director resigns by delivering a written resignation to the secretary of the Corporation;
- (ii) if the Director is found by a court to be of unsound mind;
- (iii) if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
- (iv) if at a meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- (v) on death;
- (vi) if without cause acceptable to the Board a Director fails to attend (3) three Board meetings within a calendar year.

#### **38. Vacancies.**

38.1 Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting.

#### **39. Calling of Meetings of Board of Directors.**

39.1 Meetings of the Board may be called by the President or Director, Finance or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

**40. Location of Meeting of Board of Directors.**

40.1 Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.

**41. Participating in Meetings by Electronic Means.**

41.1 If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

**Board Meeting Held Entirely by Electronic Means.**

41.2 If the Directors call a meeting of the Board pursuant to the Act, those Directors 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.

**42. Notice of Meeting of Board of Directors.**

42.1 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 56 of this By-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held if sent by mail and not less than 48 hours if sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all of the Directors are present, and no one 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. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (i) submit to the Members any question or matter requiring the approval of Members;
- (ii) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (iii) issue debt obligations except as authorized by the Directors;
- (iv) approve any annual financial statements;



(v) adopt, amend or repeal by-laws; or

(vi) establish contributions to be made, or dues to be paid by Members.

**43. First Meeting of New Board and Establishment of Annual Budget**

43.1 Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

43.2 The annual budget will be prepared and submitted by the Executive Director post consultations with sitting Board members to the Board no later than the 2nd Board meeting of that year.

**44. Regular Meetings Section.**

44.1 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. 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 the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**45. Quorum at Meetings of the Board of Directors.**

45.1 A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.

**46. Votes to Govern at Meetings of the Board of Directors.**

46.1 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**47. Committees of the Board of Directors.**

47.1 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.



## OFFICERS OF THE CORPORATION

### 48. Election and Appointment of Officers.

- 48.1 Officer is defined as a member of the Board who can engage Breast Cancer Action in contract discussion, negotiation, and signing of contracts.
- 48.2 The Board membership can appoint Officers as deemed appropriate
- 48.3 The Board President is to be elected by the Directors and can sit in that position for a minimum of two years
- 48.4 When appropriate, the President of the Board can continue beyond the original 2-year term when either agreeing to stay in the position or being asked by the Board members to sit in their position for another term.

### 49. Officer Roles.

- 49.1 Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are in office, shall have the following duties and powers associated with their positions:

- (i) President. The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, when present, preside at all meetings of the Members. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation and such other duties and powers as the Board may specify.
- (ii) Director, Finance. The Director, Finance shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the President.

- 49.2 The Board may appoint such other officers with such roles and terms of office as they see fit.

- 49.3 The directors of the Corporation may administer the affairs of the Corporation and all things and make our cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into an, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as a Corporation is by its charter or otherwise authorized to exercise and do.

- 49.4 The Executive Director shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Executive Director shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Executive Director shall have the power to enter into a trust arrangement with

the Trust Company for the purpose of creating a trust fund in which the capital and promoting the interests of the Corporation in accordance with such terms as the board of directors may prescribe.

49.5 The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

49.6 The board of directors may provide for the creation of committees comprised of those members of the Corporation who shall be appointed to such committees by the board of directors. The committee member shall exercise such duties as may from time to time be authorized by the board of directors. Any committee member may be removed by a vote of a majority of the directors present at a meeting of the board of directors. The committee members shall not be entitled to notice of meetings of the board of directors, nor shall they be entitled to attend such meetings except upon invitation by the board of directors. The committee members, when invited to attend meetings of the board of directors, shall not be entitled to vote.

49.7 The officers of the Corporation shall be a president and executive director.

49.8 The president shall be elected by the board of directors. Officers other than president of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following each annual meeting of the members.

49.9 All officers shall be directors of the Corporation and they shall cease to be officers if they cease to be directors. Officers shall be subject to removal by resolution of the board of directors at anytime.

## **50. Vacancy in Office.**

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

- (i) the Officer's successor being appointed;
- (ii) the Officer's resignation;
- (iii) such Officer ceases to be a Director (if a necessary qualification of appointment); or
- (iv) such Officer's death.



50.2 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.

## **REMUNERATION OF DIRECTORS AND OFFICERS**

### **51. Remuneration of Directors and Officers.**

51.1 The Directors and Officers of the Corporation will at no time be remunerated for their services as a Board member. Directors and Officers are not eligible to bid on contracts and/or request for proposals of the Corporation. Directors and Officers, when appointed, and as part of their duty to the membership, shall sign the Conflict of Interest policy and disclose any possible conflicts prior to attending their first meeting of the Board of Directors. Where there is a conflict of interest, the board member may be part of discussions but may not participate in a vote that is affected by the conflict of interest.

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS**

### **52. Indemnification.**

54.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

(i) all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;

(ii) all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

54.2 In the event an individual requests the advance of funds to defend an action, claim, suit or proceeding referenced in section 51.1, the Board may approve such advance.

## **DISPUTE RESOLUTION**

### **53. Dispute Resolution Mechanism.**

53.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or

by-laws, or out of any aspect of the operations of the Corporation 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 Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (i) 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 Corporation) appoints 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.
- (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (iii) 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 Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. 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.

53.2 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **GENERAL**

### **54. Method of Giving Any Notice.**

54.1 Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) 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 to the public accountant shall be sufficiently given:

- (iv) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of



notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act;

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

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

(vii) if provided in the form of an electronic document in accordance with the Act.

54.2 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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer 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.

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

55.1 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.

## **56. Omissions and Errors.**

56.1 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-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.

## **57. By-laws and Effective Date.**

57.1 Subject to matters requiring a Special Resolution, this By-law shall be effective when approved by the Board.

**58. Amendment of By-laws.**

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

58.2 This section does not apply to a By-law amendment 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.

**59. Repeal of Prior By-laws.**

59.1 All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

DATED the \_\_\_\_ day of \_\_\_\_\_, 202\_\_\_\_.

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Name:

Title: President

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Name:

Title: Executive Director



**58. Amendment of By-laws.**

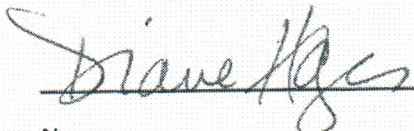
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**59. Repeal of Prior By-laws.**

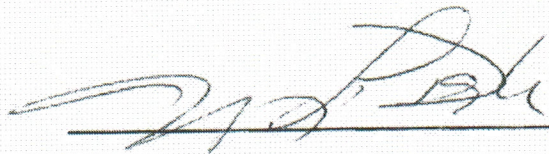
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DATED the 30 day of October 2020.



Name:

Title: President



Name:

Title: Executive Director