

DIGITAL RESEARCH ALLIANCE OF CANADA

BY-LAWS

Effective August 31, 2021

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

DIGITAL RESEARCH ALLIANCE OF CANADA

(the "Corporation")

WHEREAS the Corporation was incorporated under the *Canada Not-for-profit Corporations Act* on August 28, 2019;

AND WHEREAS the general operating by-law of the Corporation dated August 28, 2019, as amended and restated as of August 31, 2020, is hereby amended and restated effective as of August 31, 2021;

NOW THEREFORE BE IT ENACTED as the general operating by-law of the Corporation as follows:

ARTICLE I
INTERPRETATION

1.1 Definition

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

- a) **"Act"** means, collectively, the *Canada Not-for-profit Corporations Act* and the Regulations, and any statute or regulations that may be substituted therefor, each as amended from time to time;
- b) **"Appointing Member"** has the meaning in Section 2.8 of this By-law;
- c) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) **"Associate Member"** has the meaning in Section 2.1 of this By-law;
- e) **"Board"** means the board of directors of the Corporation;
- f) **"By-law"** 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;
- g) **"day"** means a calendar day;
- h) **"Director"** means a director of the Corporation;
- i) **"Industry Member"** has the meaning in Section 2.1 of this By-law;

- j) **"Member"** means a member of the Corporation and **"Membership"** means the status of being a member;
- k) **"Member Representative"** has the meaning in Section 2.8(a) of this By-law;
- l) **"Meeting of Members"** includes an annual meeting of Members or a special meeting of Members;
- m) **"Nominating Committee"** has the meaning in Section 4.5(a) of this By-law;
- n) **"Officer"** means an officer of the Corporation;
- o) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- p) **"Primary Member"** has the meaning in Section 2.1 of this By-law;
- q) **"Proposal"** means a proposal submitted by a Member that meets the requirements of section 163 of the Act;
- r) **"recorded address"** means:
 - i. in the case of a member, his or her address as recorded in the register of members of the Corporation;
 - ii. in the case of an Officer, auditor or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and
 - iii. in the case of a Director, his or her latest address as recorded in the records of the Corporation or in the most recent notice filed under the Act;
- s) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- t) **"Researcher Council"** has the meaning in Section 4.14 of this By-law;
- u) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- v) **"Tri-Council"** means, either individually or collectively, the Canadian Institutes of Health Research, the Natural Sciences and Engineering Research Council of Canada, and the Social Sciences and Humanities Research Council of Canada and their respective successors.

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- b) words in the singular include the plural and vice-versa;
- c) words in one gender include all genders;
- d) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation";
- e) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, body corporate, partnership, trust and unincorporated organization;
- f) the headings included in this By-law are inserted for reference purposes and are not to be considered or taken into account in construing the terms or provision thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- g) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes are incorporated by reference into this By-Law and made a part hereof; and,
- h) if any of the provisions contain in this By-law are inconsistent with those contained in the Articles or the Act or any unanimous Member agreement, the provisions contained in the Articles, the Act or the unanimous Member Agreement, as the case may be, shall prevail.

ARTICLE II **MEMBERS**

2.1 Classes and Conditions of Membership

Pursuant to the Articles, there shall be three classes of Members in the Corporation, namely, Class A Members (or "**Primary Members**"), Class B Members (or "**Associate Members**"). The initial Directors of the Corporation shall constitute its first Primary Members. Upon the initial Directors of the Corporation resigning as Primary Members, Membership in the Corporation shall thereafter be available only to persons who meet the eligibility criteria described below.

- a) Primary Membership shall be available to organizations who have applied and have been accepted for Primary Membership in the Corporation, who have paid any applicable membership fees, and who meet the eligibility requirements described below, which the Board may supplement from time to time in a written policy.

To be eligible for Primary Membership in the Corporation, an applicant must:

- i. be:
 - a. a post-secondary publicly funded degree- or diploma-granting institution; or
 - b. a research hospital or affiliated institute that meets the institutional requirements of the Canada Institutes of Health Research or any successor entity;
 - ii. be eligible to receive grants from the Tri-Council and a signatory to the Agreement on the Administration of Agency Grants and Awards by Research Institutions or any successor agreement;
 - iii. have an explicit research mandate and demonstrable research activities, as determined in accordance with criteria set by the Board;
 - iv. commit to perform the responsibilities of a Primary Member in accordance with the provisions of these By-laws, any policies adopted by the Board, the Articles, the Act, and any applicable laws to which the Corporation is subject; and
 - v. be designated as either a non-profit organization or qualified donee, as those terms are defined under the Income Tax Act (Canada).
- b) Associate Membership shall be available to organizations who have applied and have been accepted for Associate Membership in the Corporation, who have paid any applicable membership fees, and who meet the eligibility requirements described below, which the Board may supplement from time to time in a written policy.

To be eligible for Associate Membership in the Corporation, an applicant must:

- i. satisfy the eligibility criteria for Primary Membership provided for by Section 2.1(a)(i)–(iii) herein or be an organization that can demonstrate, in the discretion of the Board, significant activity in any of advanced research computing, research software or data management; and
- ii. commit to perform the responsibilities of an Associate Member in accordance with the provisions of these By-laws, any policies adopted by the Board, the Articles, the Act, and any applicable laws to which the Corporation is subject.
- iii. be designated as either a non-profit organization or qualified donee, as those terms are defined under the Income Tax Act (Canada).

2.2 Rights of Members

Subject to the Act:

- a) each Primary Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Primary Member shall be entitled to one (1) vote at such meetings;
- b) each Associate Member is entitled to receive notice of and attend all meetings of Members, but shall not be entitled to vote at such meetings; and

2.3 Membership Dues

The Membership fees or dues payable by the Members shall be determined by the Board from time to time. Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within 90 days of the Membership renewal date or such later date as the Board determines, the Members in default shall automatically cease to be Members of the Corporation.

2.4 Membership Transferability

A Membership may only be transferred to the Corporation.

2.5 Term and Termination of Membership

The initial term of Membership of a Member shall be from the date of admission until the end of the Corporation's fiscal year, subject to annual renewal in accordance with the policies of the Corporation. A Membership in the Corporation is terminated when:

- a) the Member resigns;
- b) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws;
- c) the Member's term of Membership, if applicable, expires; or
- d) the Corporation is liquidated and dissolved under the Act.

2.6 Effect of Termination of Membership

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.

2.7 Discipline of Members

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

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation (including, without limitation, any Member code of conduct adopted by the Board);
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Corporation, the chief executive officer, 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 chief executive officer, 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 chief executive officer, the chief executive officer, 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.

2.8 Member Representative

- a) Each Member that is not an individual (an "**Appointing Member**") shall appoint up to two (2) individuals to serve as such Member's representative(s) to the Corporation (each, a "**Member Representative**"), and shall promptly notify the Corporation of the identity of its Member Representative(s) and, if it has appointed more than one Member Representative, which Member Representative will be its primary Member Representative and which will be its secondary Member Representative.
- b) Each Member Representative shall represent and act on behalf its Appointing Member and shall be entitled to receive notice of, attend and vote at all Meetings of Members on behalf of its Appointing Member. If both the primary and secondary Member Representative of an Appointing Member attend a Meeting of Members, only the primary Member Representative shall be entitled to vote at such meeting.
- c) If an Appointing Member wishes to replace its Member Representative, the Appointing Member shall promptly notify the Corporation in writing of the replacement of its prior Member Representative and the identity of its new Member Representative, which replacement shall be effective seven (7) days following such notification.

ARTICLE III
MEETINGS OF MEMBERS

3.1 Annual Meetings

Subject to the Act, the annual Meeting of Members for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act shall be held at such date and time in each year as the Board may from time to time determine.

3.2 Special Meetings

- a) The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.
- b) The Board shall call a special Meeting of Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation.

3.3 Record Date

In order that the Corporation may determine the Members entitled to notice of, or to vote at, any Meeting of Members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than sixty (60) nor less than twenty-one (21) days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining Members entitled to notice of, or to vote at, a Meeting of Members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of Members entitled to notice of, or to vote at, a Meeting of Members shall apply to any adjournment of the meeting; *provided that* the Board may fix a new record date for the determination of Members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for Members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of Members entitled to vote therewith at the adjourned meeting.

3.4 Place of Meetings

Subject to compliance with the Act, Meetings of Members may be held at any place within Canada determined by the Board.

3.5 Notice of Members Meeting

Notice of the time and place of a Meeting of Members shall be given to each Member by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, not less than twenty-one (21) and not more than (35) days before the day on which the meeting is to be held.

Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

3.6 Waiving Notice

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

3.7 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those Members entitled to attend the meeting, the Directors, the public accountant of the Corporation, and such other persons who are entitled to 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 chair of the meeting or by resolution of the Members.

3.8 Chair of the Meeting

The chair of the Members' meetings shall be the chair of the Board, the vice-chair of the Board if the chair of the Board is absent or unable to act, or the chief executive officer if the chair of the Board and the vice-chair of the Board are absent or unable to act. In the event that the chair of the Board, the vice-chair of the Board and the chief executive officer are absent or unable to act, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.9 Quorum

A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. Once a quorum is established, it does not need to be maintained throughout the meeting. If a quorum is not present at the opening of a Meeting of Members, the Members present at the meeting may adjourn the meeting to a fixed time

and place but may not transact any other business and the provisions of Section 3.18 with regard to notice shall apply to such adjournment. If the Corporation has only one (1) Member, then the one (1) Member shall constitute a quorum at any Meeting of Members. For purposes of determining quorum, a member may be present in person, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.

3.10 Participation in Meetings by Electronic Means

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 of Members by such means is deemed to be present at the meeting.

3.11 Meeting Held by Electronic Means

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.

3.12 Voting by Electronic Means and Absentee Voting at a Meeting of Members

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Votes by mailed in ballot or votes by means of a telephonic, electronic or other communication facilitate shall be collected, counted and reported in such manner as the chair of the meeting determines or such manner as may be adopted by the Board from time to time.

3.13 Votes to Govern

At any Meeting of Members, any matter brought before the meeting shall, unless otherwise provided by the Articles of By-laws or by the Act, be determined by a majority of the votes cast on the matter. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote.

3.14 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a Meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting as otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting, shall, in the absence of evidence to the contrary, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic, or other communication facility, if the Corporation makes available such a communication facility, in accordance with Section 3.12.

3.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

3.16 Minutes; Resolution in Lieu of Meeting

The secretary of the Corporation or, in his or her absence or inability to act, the person whom the chair of the Meeting of Members shall appoint as secretary of the Meeting of Members, shall act as secretary of the Meeting of Members and keep the minutes thereof. 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 a Meeting of Members, unless a written statement is submitted to the Corporation by a Director in relation to his/ her resignation or removal or by the public accountant in relation to his/ her resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of the Meetings of Members.

3.17 Rules of Order

The chair of any Meeting of Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting.

3.18 Adjournment

The chair 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 that the Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an 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.

ARTICLE IV **DIRECTORS**

4.1 Powers

Subject to the Act and to the Articles, the Board shall oversee the management of the activities and affairs of the Corporation.

4.2 First Directors

The persons set out in the notice of the first Board of Directors shall become the first Directors of the Corporation and their term of office shall continue until their successors are elected at the first Meeting of Members.

The Board elected at the first Meeting of Members following incorporation shall replace the first Board of Directors.

4.3 Number

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.

4.4 Qualifications and Board Composition

- a) Pursuant to section 126 of the Act, each Director shall be an individual who:
 - i. is at least 18 years of age;
 - ii. has not been found by a court in Canada or elsewhere to be mentally incompetent;
 - iii. does not have the status of a bankrupt; and
 - iv. is in full agreement with the governing documents of the Corporation.
- b) A minimum of fifty percent (50%) of the Directors shall be independent, in accordance with criteria and policies determined by the Board from time to time.
- c) For so long as the Corporation is a soliciting corporation, at least two of the Directors must not be Officers of the Corporation or be officers or employees of the Corporation's affiliates.

- d) The Board may adopt such qualification criteria for Directors as the Board may from time to time determine, subject to the other requirements of this Section 4.4.

4.5 Director Nominations

- a) Subject to the Act, the Articles and this By-law, a nominee will not be eligible for election as a Director of the Corporation unless such nomination is made in accordance with the procedures established from time to time by the Board or a committee of the Board designated by the Board (the Board or any such committee is referred to in this Section 4.5 as the “**Nominating Committee**”).
- b) The Nominating Committee may solicit nominations for Directors to be elected at each Meeting of Members at which an election of Directors is to be considered on such terms and conditions as the Nominating Committee may approve from time to time. Such terms and conditions may include, without limitation, the timing and duration of the nomination period, the form and content of a nomination notice, and eligibility criteria for nominees.
- c) The nomination of any nominee for Director shall be subject to such nominee satisfying the qualification criteria prescribed by Section 4.4 of this By-law, consenting in writing to stand for election, and satisfying any additional eligibility criteria determined by the Nominating Committee.
- d) The Nominating Committee shall consider all nominations that have been properly received and shall submit to the secretary of the Corporation a list of the eligible nominees recommended by the Nominating Committee for election at the relevant Meeting of Members. Such list shall be delivered to the Primary Members in advance of the Meeting of Members.

4.6 Term of Office

- a) A Director’s term of office shall expire not later than the close of the third (3rd) annual Meeting of Members following their election. Each Director shall hold office until a successor is duly elected and qualified, until the Director ceases to hold office pursuant to Section 4.7, or otherwise in accordance with the provisions of this By-law.
- b) In accordance with section 128(4) of the Act, it is not necessary that all directors elected at a Meeting of Members hold office for the same term.
- c) Directors may serve more than one consecutive term, provided that, except with the approval of the Primary Members, a Director may not serve as a director for consecutive terms ending after the sixth (6th) annual Meeting of Members following the commencement of their original term. Fulfilling an incomplete term is not considered part of the term limit.

4.7 Ceasing to Hold Office

A Director ceases to hold office if the Director:

- a) is removed from office by the Members in accordance with Section 4.9;

- b) no longer fulfils all of the qualifications to be a Director set out in Section 4.4 as determined in the sole discretion of the Board; or
- c) the Director resigns or dies.

4.8 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the Act.

4.9 Removal

The Members may, by Ordinary Resolution passed at a special Meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act.

4.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors 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 of Directors required to be elected at any Meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any Meeting of Members, the Board shall forthwith 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. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

4.11 Remuneration

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.

4.12 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to the Act.

4.13 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, which may include committees with responsibilities relating to finance, audit and investment, governance, and human resources. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

4.14 Researcher Council

A Researcher Council composed of researchers will be established to provide strategic advice to the Board on matters related to the delivery of infrastructure and services by the Corporation to researchers to reflect the interest of the broader research community.

The Researcher Council will nominate one director candidate for election, to serve on the Digital Research Alliance of Canada Board of Directors. The candidate will be subject to the terms outlined in Section 4.4 (Qualifications and Board Composition) and Section 4.5 (Director Nominations) of this bylaw. The ratified director candidate will serve as the Chair of the Researcher Council for the duration of the term approved by the Primary Membership.

The mandate, powers and procedures of the Researcher Council shall otherwise be as determined by the Board. The members of the Researcher Council shall be appointed by the Board and each Primary Member shall be entitled to nominate individuals for membership on the Researcher Council, based on criteria established by, and subject to acceptance by, the Board.

ARTICLE V **MEETINGS OF THE DIRECTORS**

5.1 Place of Meetings

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

5.2 Calling of Meetings

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any one (1) Director at any time.

5.3 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the Director or delivered to such Director's recorded address;
- b) mailed by prepaid ordinary mail to the Director's recorded address;
- c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

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. Unless the By-laws otherwise provide, no notice of meeting of Directors need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.4 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.5 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.

5.6 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 with respect to any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.7 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 4.3.

5.8 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

5.9 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

5.10 Chair of the Meeting

The chair of the Board meetings shall be the chair of the Board, or the vice-chair of the Board if the chair of the Board is absent or unable to act. In the event that the chair of the Board and the vice-chair of the Board are absent or unable to act, the Directors who are present shall choose one of their number to chair the meeting.

5.11 Votes to Govern

Each Director shall have one (1) vote at each meeting of the Board. 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.

5.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- a) the Director requests a dissent to be entered in the minutes of the meeting;
- b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;
- d) provided that a Director who votes for or consents to a resolution may not dissent.

5.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- a) causes a dissent to be placed with the minutes of the meeting; or
- b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

5.14 Minutes; Resolution in Writing

The secretary of the Corporation or, in his or her absence or inability to act, the person whom the chair of the Board shall appoint as secretary of a meeting of the Board, shall act as secretary of the meeting and keep the minutes thereof. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

5.15 Meetings in Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

ARTICLE VI **OFFICERS**

6.1 Appointment

The Board may designate the offices of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these By-laws otherwise provide. The same person may hold two or more offices.

6.2 Description of Offices

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 appointed to such offices, shall have the following duties and powers associated with their positions:

- a) *Chair of the Board* – The chair of the Board shall be an independent Director. The chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The chair shall have such other duties and powers as the Board may specify.
- b) *Vice-Chair of the Board* – The vice-chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board shall, when present, preside at all meetings of the Board and of the

Members. The vice-chair shall have such other duties and powers as the Board may specify.

- c) *Chief Executive Officer* – The chief executive officer of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. If the chair of the Board and the vice-chair of the Board are absent or unable or refuses to act, the chief executive officer shall, when present, preside at all Meetings of Members.
- d) *Secretary* – The secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall: (i) enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; (ii) give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; and (iii) be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e) *Treasurer* – The treasurer shall have responsibility for managing the financial affairs of the Corporation, including, without limitation: (i) preparation of the annual budget for approval by the Board; (ii) managing the revenue and expenses of the Corporation; (iii) managing the bank accounts of the Corporation; (iv) maintaining the appropriate books and records; (v) collaborating with the accountant or public accountant in complying with the Corporation's financial reporting and disclosure obligations in accordance with the requirements under the Act; (vi) completing any tax-related filings under the *Income Tax Act* (Canada); and (vii) making all financial reports, forms and documents available for review to the Board and the Members.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or chief executive officer 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.

6.3 Term of Office

Officers who are not employees of the Corporation shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the next annual Meeting of Members. Officers who are not employees of the Corporation will be eligible for reappointment on a consecutive basis for a maximum of three (3) consecutive years, unless such maximum term is waived by the Board by resolution. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

6.4 Vacancy in Office

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 the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if a

necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

ARTICLE VII **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.1 Duties of Directors and Officers

- a) Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b) Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

7.2 Conflict of Interest

A Director or an Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- a) is a party to the contract or transaction;
- b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c) has a material interest in a party to the contract or transaction.

In the case of either a Director or an Officer, the required declaration shall be made at the time and in the manner required by any legislation, regulation, resolution or agreement which binds the Corporation. In the case of a Director, such Director shall not be entitled to vote in respect of any contract or proposed contract in which he or she is so interested and if he or she does so vote, his or her vote shall not be counted, subject to exceptions prescribed by the applicable legislation, regulation, resolution or agreement.

The Board may from time to time adopt one or more policies consistent with any legislation, regulation, resolution or agreement which binds the Corporation designed to set out a mechanism for identifying and addressing potential and actual conflicts of interest.

7.3 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 7.3 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

7.4 Indemnity

To the extent permitted by the Act and applicable law, the Corporation shall indemnify a Director or Officer, a former Director or Officer or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting 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 Corporation or other entity.

7.5 Insurance

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any individual, as the Board may determine from time to time, against any liability incurred by the individual:

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

ARTICLE VIII **NOTICES**

8.1 Method of Giving Any Notice

The Corporation shall, wherever possible, give each notice (which term includes any communication or document) to be given (which term includes sent, delivered 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 by email or

telephonic, electronic or other communication facility or in the form of an electronic document.

Any such notice, other than notice of a Meeting of Members or a meeting of the Board, shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by email or telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with the Act.

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 email or telephonic, electronic or other communication facility or in the form of an electronic document shall be deemed to have been given when such notice enters the information system designated by the addressee or, in the case of an electronic document posted on or made available through a generally accessible electronic source, when the addressee receives notice in writing of the availability and location of that electronic document. 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.

8.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, 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.

8.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-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.

8.5 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.

ARTICLE IX **GENERAL**

9.1 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

9.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. Notwithstanding the foregoing, 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. Any person so authorized to sign any document may affix the Corporation's 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.

9.3 Board Policies

The Board may adopt, amend, or repeal such policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

ARTICLE X **FINANCIAL MATTERS**

10.1 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of March in each year.

10.2 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire 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 thereof shall be transacted by any two (2) Officers or Directors of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize by resolution.

10.3 Borrowing Powers

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

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

10.4 Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act. The public accountant must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual Meeting of Members. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

10.5 Annual Financial Statements

The Corporation shall send the annual financial statements and the report of the public accountant or a summary thereof, or a copy of a publication of the Corporation reproducing the information in such documents or summary, to the Members in accordance with the Act, unless a Member declines to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are

available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

ARTICLE XI **DISPUTE RESOLUTION**

11.1 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs 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, or committee members of the Corporation as set out in the Articles, By-laws or the Act, and to the exclusion of such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a mediator mutually agreeable to the parties to dispute or controversy. The mediator will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) 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.

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.

ARTICLE XII **AMENDMENTS**

12.1 Amendment of By-laws

Subject to the Articles and the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by resolution amend, repeal or re-enact the By-laws.