

## BY-LAW NO. 1

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

MYASTHENIA GRAVIS SOCIETY OF CANADA (hereinafter the "Corporation")

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BE IT ENACTED as a by-law of Myasthenia Gravis Society of Canada as follows:

#### ARTICLE 1: INTERPRETATION

1.1 Definitions: In this By-law, unless the context otherwise requires, the following words and phrases have the following meanings,

- (a) Act: The Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, as amended from time to time and includes the regulations under the Act as amended from time to time;
- (b) Articles: the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) Board: The board of directors of the Corporation and a "director" means a member of the Board;
- (d) By-Laws: This By-law of the Corporation, as may be amended from time to time;
- (e) Member: an individual holding a Membership as described in Article 6 •below;
- (f) Person: includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his/her capacity as trustee, executor, administrator or other legal representative;

- 1.2 In this By-law, the singular indicates the plural and the plural includes the singular;
- 1.3 The feminine gender includes the masculine gender and the neutral; and
- 1.4 Words and expressions defined in the Act have the same meaning when used herein.

## ARTICLE 2: DIRECTORS

2.1 Election and Term: The election of directors shall take place at the first meeting of the Members and at each succeeding annual meeting of the Members at which time the term of each director then in office shall expire. Incumbent directors, if qualified, shall be eligible for reelection. If an election of directors is not held at the proper time the incumbent directors shall continue in office until their successors are elected.

The directors of the Corporation may appoint one or more additional directors who shall hold office for a term expiring no later than the close of the next annual general meeting of Members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of Members.

2.2 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, provided that the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

2.3 Qualifications: No person shall be a director of the Corporation unless she is a Member of the Corporation or becomes a Member within ten (10) days after her election or appointment. Should she fail to become a Member within such ten (10) days, she thereupon ceases to be a director and shall not be re-elected or re-appointed unless she is a Member of the Corporation. If a director ceases to be a member, she thereupon ceases to be a director. Each director shall be an individual who is not less than eighteen (18) years of age. No person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere, or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, she shall thereupon cease to be a director.

2.4 Duties: The directors shall manage and supervise the affairs of the Corporation and subject to any specific requirements or duties imposed by the Act, shall fulfill their duty to manage and supervise by maintaining, reviewing, applying, and when appropriate, amending written policies of governance.

2.5 Resignation: Subject to the Act, a director may resign from office upon giving notice thereof in writing to the Corporation and the resignation becomes effective at the time a

written resignation is received by the Corporation or at the time specified in the resignation, whichever is the later.

2.6 Removal: The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at an annual or general meeting of which notice specifying the intention to pass

such resolution has been given, remove any director before the expiration of her term of office, and may, by a majority of votes cast at that meeting, elect any qualified person in her stead for the remainder of her term.

- 2.7 Vacation of Office: A director ceases to hold office if she dies or, subject to the Act, resigns her office, if she is removed from office by the Members or if she ceases to meet the qualifications of a director as set out in the Act.
- 2.8 Filling Vacancies: Subject to the Act, a quorum of the Board may fill a vacancy in the Board. If there is not then a quorum of directors or if there has been a failure to elect the number of directors required by the Articles, the directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to do so or if there are no directors then in office, the meeting may be called by any Member.
- 2.9 Defect in Appointment: An act done by a director or officer is not invalid by reason only of any defect that is thereafter discovered in her appointment, election or qualification.
- 2.10 Committees of the Board of Directors: 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 of directors.

### ARTICLE 3: MEETING OF DIRECTORS

- 3.1 Place of Meetings: Meetings of the Board may be held at the registered office of the Corporation or at any place within or outside Ontario.
- 3.2 Participation by Telephone - If all the directors of the Corporation present at, or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting.
- 3.3 Quorum: a majority of the number of directors, and, despite any vacancy among the directors but in no case shall a quorum be less than two-fifths of the Board. A quorum of directors may exercise all the powers of the directors.
- 3.4 Calling of Meetings: Meetings of the Board shall be held from time to time at such place, at such time and on such day as the chair of the board, the vice-chair of the board or any two (2) directors may determine.
- 3.5 Notice of Meetings: Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 9.1 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required

if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting 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.

3.6 Votes to Govern: At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of any equality of votes, the Chair of the meeting, in addition to her original vote, shall not have a second or casting vote.

3.7 Dissent when Present: A director who is present at a meeting of directors or committee of directors is deemed to have consented to any resolution passed or action taken thereat unless:

- (a) she requests that her dissent be, or her dissent is, entered in the minutes of the meeting;
- (b) she sends her written dissent to the secretary of the meetings before the meeting is terminated; or
- (c) she sends her dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is terminated.

3.8 Dissent when Absent: A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented thereto unless, within seven (7) days after she becomes aware of the resolution she:

- (a) Causes her dissent to be placed with the minutes of the meeting; or
- (b) Sends her dissent by registered mail or delivers it to the registered office of the Corporation.

3.9 Disclosure of interest in Contract: Every director or officer of the Corporation who is a party to a contract or proposed transaction with the Corporation or is a director or officer or has a material interest in any Corporation which is a party to a contract or proposed transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of a meeting of the directors the nature and extent of her interest in the contract or proposed transaction, at the time and in the manner as required by the Act.

3.10 Adjournment: Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

#### ARTICLE 4: OFFICERS

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

- 4.2 Vacancies: 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: (a) the officer's successor being appointed,
- (b) the officer's resignation, or
  - (c) such officer's death.

If any office shall be or become vacant by reasons of death, resignation or in any other manner whatsoever, the directors may elect and appoint a new officer to fill such vacancy.

- 4.3 Duties: The officer of the Corporation shall not have any specific duties except as are imposed by the Act and except as specifically directed by the directors.

## ARTICLE 5: LIABILITY, INDEMNITY AND REMUNERATION

- 5.1 Remuneration: No director or officer is entitled to receive any remuneration for acting as such, but is entitled to receive reimbursement of reasonable travelling and other expenses incurred in attending meetings or participating in the affairs of the Corporation, provided that such reimbursement is duly approved by the Board.
- 5.2 Duty in Respect of Contract: The directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except those submitted to and authorized or approved by the Board.
- 5.3 Indemnity of Directors and Officers: Subject to the limitations contained in the Act and in the Charities Accounting Act, every director or officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a Member or creditor and her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by her in respect of any civil, criminal or administrative action or proceeding to which she is made a party by reason of being or having been a director or officer of such Corporation or body corporate, and all other costs, charges and expenses

that she sustains or incurs in relation to the affairs of the Corporation or such body corporate if:

- (a) she acted honestly and in good faith with a view to the best interest of the Corporation;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she had reasonable grounds for believing that her conduct was lawful; and

- (c) in relation to charges and expenses that she sustains or incurs in relation to the affairs of the Corporation or such body corporate, such costs, charges or expenses are not occasioned by her own wilful neglect or default.

5.4 Insurance: Subject to the limitations contained in the Act and in the Charities Accounting Act, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

## ARTICLE 6: CLASSES OF MEMBERS

6.1 Ordinary Membership: Subject to the articles, there shall be one class of members in the Corporation. 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. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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 6.1 if those amendments affect membership rights and/or conditions described in sections 197(l)(e), (h), (l) or (m) of the Act.

6.2 Membership Dues: There shall be no dues payable by members for membership in the corporation.

6.3 Voting Privileges: Each Member is entitled to one vote at a meeting of Members.

6.4 Transferability: The interest of Members of the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Member of the Corporation by resignation or otherwise.

6.5 Termination of Membership: A membership in the Corporation is terminated when:

- (a) the member dies or 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 expires; or
- (d) the Corporation is liquidated and dissolved under the Act,

and, 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.

## ARTICLE 7: MEETINGS OF MEMBERS

7.1 Annual Meetings: The directors of the Corporation shall call an annual meeting of Members no later than 18 months after the corporation comes into existence and subsequently, not later

than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the corporation's preceding financial year. The annual meeting of the Members of the Corporation shall be held at such time and on such day, in each year as the Board may from time to time determine, for the purpose of receiving the financial statements, auditor's report, election of directors and appointment of incumbent auditors.

7.2 General Meetings: The Board or the president may at any time call a general meeting of Members for the transaction of any business which may properly be brought before such a meeting of Members.

7.3 Special Meeting: The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

7.4 Place of Meetings: Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

7.5 Participation by Telephone - If all the members of the Corporation present at, or participating in the meeting consent, a meeting of members may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed for the purposes of the Act 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.

7.6 Notice of Meetings: 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:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 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, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to this section 7.6.

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

- 7.8 Persons Entitled to be Present: The only persons entitled to attend a meeting of Members shall be Members entitled to vote thereat, or such Members' proxyholders, the directors and the accountants of the Corporation and others who although not entitled to vote are required under any provisions of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only with the consent of the meeting.
- 7.9 Chair of Members' Meetings: In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 7.10 Proxies: Every Member entitled to vote at a meeting of members may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be signed in writing or by electronic signature, shall be executed by the Member or by her attorney authorized in writing or electronic signature, shall contain the date and name of the proxyholder and shall, in all other respects, be in a form which complies with the Act and related Regulations.
- 7.11 Time for Deposit of Proxies: The Corporation shall recognize a proxy only if it has been deposited with the Corporation and it shall be so deposited before any vote is taken under its authority, or at such earlier time as the Board, in compliance with the Act, prescribes and which has been specified in the notice calling the meeting.
- 7.12 Quorum: A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of 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. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- 7.13 Votes to Govern: Unless otherwise required by the Act, the Articles or the by-laws of the Corporation, all questions proposed for the consideration of the Members at a meeting shall be decided by a majority of the votes cast thereon. In the case of an equality of votes, the Chair shall not have a second or casting vote in addition to the vote or votes to which she may be entitled as a Member.
- 7.14 Show of Hands: At all meetings of Members every question shall be decided by a show of hands unless a ballot thereon be required by the Chair or be demanded by a Member present and entitled to vote. After a show of hands has been taken upon any question, the Chair may require or any Member present and entitled to vote may demand a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.



- 7.15 Ballots: If a ballot is required by the Chair of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the Chair of the meeting directs. In directing the manner in which a ballot shall be taken, the Chair of the meeting may make such provision for appointment of scrutinizers as the Chair of the meeting considers appropriate in the circumstances.
- 7.16 Adjournment: The Chair of a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## ARTICLE 8: FINANCIAL YEAR AND FINANCIAL STATEMENTS

- 8.1 Financial Year: The financial year end of the Corporation shall be determined by the Board of directors.
- 8.2 Annual Financial Statements: The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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.

## ARTICLE 9: NOTICES

- 9.1 Method of Giving: Any notice, communication or other document to be given by the Corporation to a Member, director, officer, auditor of the Corporation under any provision of the Articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to her last address as shown on the records of the Corporation or if mailed by prepaid post in a sealed envelope addressed to her at her last address shown on the records of the Corporation or if telegraphed. The secretary may change the address on the records of the Corporation of any Member in accordance with any information believed by her to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box and a telegraphed notice shall be deemed to have been given when it is delivered to the appropriate communication company or agency or its representative for dispatch.
- 9.2 Computation of Time: In computing the date when notice must be given under any provision of the Articles or by-laws requiring a specified number of day's notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.
- 9.3 Omissions and Errors: The accidental omissions to give any notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 9.4 Waiver of Notice: Any Member, director, officer or auditor may waive any notice required to be given under the Articles or by-laws of the Corporation and such waiver, 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 of such notice.

9.5 Signatures to Notices: The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly stamped, typewritten or printed.

9.6 Invalidity of any Provision hereof: The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law

#### ARTICLE 10 : EXECUTION OF DOCUMENTS

10.1 Signing Officers: 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. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. 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. All contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formality.

#### ARTICLE 11: BORROWING POWERS

- 11.1 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 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

#### ARTICLE 12: EFFECTIVE DATE

12.1 Effective Date - Subject to its being confirmed by the Members, this by-law shall come into force when enacted by the Board, subject to the provisions of the Act.

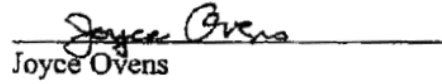
Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental

change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

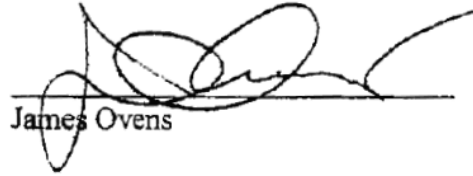
ENACTED by the Board on the 7<sup>th</sup> day of 2014 MARCH, 2014; and confirmed by the Members of the Corporation on the 7<sup>th</sup> day of March, 2014.



Clyde John Cowan



Joyce Ovens



James Ovens