

INTERNATIONAL FEDERATION ON AGEING
FEDERATION INTERNATIONALE DU VIEILLISSEMENT
(the “Corporation”)

BY-LAW NO. 1

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance of the Corporation from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for-profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the *Canada Corporations Act*.

TABLE OF CONTENTS

Section 1 – General
Section 2 – Membership – Matters Requiring Special Resolution
Section 3 – Membership Dues and Termination
Section 4 – Meetings of Members
Section 5 – Directors
Section 6 – Meetings of Directors
Section 7 – Officers
Section 8 – Committees
Section 9 – Notices
Section 10 – Indemnities to Directors and Others
Section 11 – By-laws and Amendments
Section 12 – Effective Date

SECTION 1 – GENERAL

1.01 Definitions

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

- (a) "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;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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. Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

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 Treasurer of the Corporation, or any other person designated by the board, shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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 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.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board.

1.06 Banking Arrangements

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.

1.07 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.

SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two (2) classes of members namely, Full Members and Associate Members. The following conditions of membership shall apply:

Full Members

- (a) Full Membership shall be available only to persons who have applied and have been accepted by resolution of the board for Full Membership in the Corporation, subject to the policies of the Corporation;
- (b) the term of membership of a Full Member shall be annual, subject to renewal in accordance with the policies of the Corporation; and
- (c) as set out in the articles, each Full Member is entitled to receive notice of, attend and vote at all meetings of members and each such full member shall be entitled to one (1) vote at such meetings.

Associate Members

- (a) Associate Membership shall be available only to persons and governments that have applied and have been accepted by resolution of the board for Associate Membership in the Corporation, subject to the policies of the Corporation;
- (b) the term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation; and

- (c) subject to the Act and the articles, an Associate Member shall be entitled to receive notice of and attend but will not be entitled to vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members - or, if section 199 of the Act applies, of each applicable class or group of members - is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 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, 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 Changes) of the Act, a special resolution of the members - or, if section 199 of the Act applies, of each applicable class or group of members - is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members.

2.03 Absentee Voting at Members' Meetings Not Permitted

2.03.1 No Voting by Mailed-In or Electronic Ballot

A member entitled to vote at a meeting of members may **not** vote by mailed-in ballot, except as provided in Subsection 5.02(f) below, and may **not** vote by means of a telephonic, electronic or other communication facility.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members - or, if section 199 of the Act applies, of each applicable class or group of members - is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

2.03.2 No Voting by Proxy

A member entitled to vote at a meeting of members may **not** vote by proxy.

SECTION 3 – MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within two (2) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) the member resigns;
- (c) the member is removed from membership in accordance with section 3.03 below;
- (d) the member's term of membership expires;
- (e) the Corporation is liquidated and dissolved under the Act; or
- (f) the member's membership is otherwise terminated in accordance with the articles or by-laws.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.03 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;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (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 Secretary General, 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 Secretary General, 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 Secretary General, the Secretary General, 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.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the Full Members, the Associate Members, 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 chair of the meeting or by resolution of the Full Members.

4.02 Chair of the Meeting

In the event that the President, International Vice President, Treasurer, Regional Vice President for Asia-Pacific, Regional Vice President for Europe, Regional Vice President for Latin America, Regional Vice President for North America and Regional Vice President for Africa are absent from a meeting, or are unable to act as chair of the board, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 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 seven (7) 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.

4.04 Votes to Govern

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. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot.

4.05 Public Accountant

The members shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the public accountant. 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.

SECTION 5 – DIRECTORS

5.01 Number of Directors

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 entitled to vote by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation 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.

5.02 Nomination of Directors

- a. **Eligibility.** In addition to the qualification criteria in the Act for serving as a director, a nominee for the office of director must be a Full Member of the Corporation or a representative of a body corporate, partnership, trust or unincorporated organization, if that body corporate, partnership, trust or unincorporated organization is a Full Member of the Corporation.
- b. **Nominations Sought.** At least forty-five (45) days prior to the annual meeting at which directors are to be elected, the Corporation shall invite the Full Members and the Associate Members to submit to it the names of persons whom they wish to be considered for election to the board.
- c. **Form of Nomination.** All nominations shall be in writing and shall be accompanied by:
 - (i) the name and contact information of the nominee;
 - (ii) a statement indicating that the nominee is not less than eighteen (18) years of age;
 - (iii) a biographical outline of the nominee and such other detailed information concerning background and experience as deemed necessary by the Nominating Committee; and
 - (iv) the consent of the nominee to stand for election.
- d. **Nominating Committee.** A Nominating Committee shall be established by the board in accordance with section 8.01 hereof for the purpose of proposing a list of candidates for office and with such powers as the board shall see fit. The make-up of the Nominating Committee shall be determined by the board.

- e. Closing Date for Nominations. All nominations must be received by the Nominating Committee not later than thirty (30) days prior to the annual meeting. Subject to the discretion of the Nominating Committee, no nominations will be accepted after such date.
- f. Ballot. The Corporation shall include with the notice of the annual meeting of members a ballot which contains the Nominating Committee's recommended candidates. Full Members shall submit their completed ballots to the Secretary General of the Corporation. All completed ballots must be submitted to the Secretary General not later than seven (7) days prior to the annual meeting. No ballots will be accepted or counted after such date. The Secretary General shall disclose the results of the election of directors at the annual meeting.

5.03 Election and Term

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required. 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 shall be elected and shall retire in rotation. At the first election of directors following the effective date of this by-law, one-quarter (1/4) of the directors shall be elected for a four (4)-year term, one-quarter (1/4) of the directors shall be elected for a three (3)-year term, one-quarter (1/4) of the directors shall be elected for a two (2)-year term and one-quarter (1/4) of the directors shall be elected for a one (1)-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for four (4)-year terms.

5.04 Office of Director

A director ceases to hold office:

- a. upon delivery by the director of a written notice of resignation to the Secretary General of the Corporation, or upon the effective date of resignation indicated in the written notice of resignation, whichever is later;
- b. if at a special general meeting of members a resolution is passed by fifty percent plus one (50% plus 1) of the members present at the meeting that the director be removed from office;
- c. on the director's death; and
- d. when he or she ceases to be qualified for election as a director.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the President, the International Vice President or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. If notice of a meeting is given by mail, notice by mail shall be sent at least fourteen (14) days prior to the meeting. 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.

6.03 Regular Meetings

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

6.04 Quorum

A majority of directors in office, from time to time, but no less than three (3) directors, shall constitute a quorum for meetings of the board.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

6.06 Participation by Electronic Means

If so determined by resolution of the board, the Corporation shall make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the board, and 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 director participating in a meeting of the board may vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.07 Meeting Held Entirely by Electronic Means

If the directors of the Corporation 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, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 7 – OFFICERS

7.01 Appointment and Term

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. Within three (3) months of the effective date of this bylaw, the board shall appoint officers to all of the offices described in 7.02 below. Officers shall be appointed to hold office for a term of two (2) years. If successor officers are not appointed at the expiry of the two (2)-year terms, the incumbent officers shall continue in office until their successors are elected. An officer must be a Full Member of the Corporation, with the exception of the office of Secretary General, who need not be a member 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.

7.02 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, shall have the following duties and powers associated with their positions:

- (a) President – The President, if one is to be appointed, shall be a director. The President shall act as the chair of the board, presiding at all meetings of the board and of the members. The President shall have such other duties and powers as the board may specify.
- (b) International Vice President – The International Vice President, if one is to be appointed, shall be a director. If the President is absent from a meeting, or is

unable to act as chair of the board, the International Vice President shall, when present, preside at all meetings of the board and of the members. The International Vice President shall have such other duties and powers as the board may specify.

- (c) Secretary General – If appointed, the Secretary General shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Secretary General shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Secretary General shall prepare and send out notices of upcoming meetings. The Secretary General shall receive ballots completed by Full Members voting for directors, compile the results of the ballots, and disclose the results at the next annual meeting of members. The Secretary General shall have such other duties and powers as the board may specify.
- (d) Regional Vice President for Asia-Pacific – The Regional Vice President for Asia-Pacific, if one is to be appointed, shall be a director. If the President, International Vice President and Treasurer are absent from a meeting, or are unable to act as chair of the board, the Regional Vice President for Asia-Pacific shall, when present, preside at all meetings of the board and of the members. The Regional Vice President for Asia-Pacific shall have such powers and duties as the board may specify.
- (e) Regional Vice President for Europe – The Regional Vice President for Europe, if one is to be appointed, shall be a director. If the President, International Vice President, Treasurer and Regional Vice President for Asia-Pacific are absent from a meeting, or are unable to act as chair of the board, the Regional Vice President for Europe shall, when present, preside at all meetings of the board and of the members. The Regional Vice President for Europe shall have such powers and duties as the board may specify.
- (f) Regional Vice President for Latin America – The Regional Vice President for Latin America, if one is to be appointed, shall be a director. If the President, International Vice President, Treasurer, Regional Vice President for Asia-Pacific, and Regional Vice President for Europe are absent from a meeting, or are unable to act as chair of the board, the Regional Vice President for Latin America shall, when present, preside at all meetings of the board and of the members. The Regional Vice President for Latin America shall have such powers and duties as the board may specify.
- (g) Regional Vice President for North America – The Regional Vice President for North America, if one is to be appointed, shall be a director. If the President, International Vice President, Treasurer, Regional Vice President for Asia-Pacific, Regional Vice President for Europe and Regional Vice President for Latin America are absent from a meeting, or are unable to act as chair of the board, the Regional Vice President for

North America shall, when present, preside at all meetings of the board and of the members. The Regional Vice President for North America shall have such powers and duties as the board may specify.

- (h) Regional Vice President for Africa – The Regional Vice President for Africa, if one is to be appointed, shall be a director. If the President, International Vice President, Treasurer, Regional Vice President for Asia-Pacific, Regional Vice President for Europe, Regional Vice President for Latin America and Regional Vice President for North America are absent from a meeting, or are unable to act as chair of the board, the Regional Vice President for Africa shall, when present, preside at all meetings of the board and of the members. The Regional Vice President for Africa shall have such powers and duties as the board may specify.
- (i) Treasurer – The Treasurer, if one is to be appointed, shall be a director. If the President and International Vice President are absent from a meeting, or are unable to act as chair of the board, the Treasurer shall, when present, preside at all meetings of the board and of the members. The Treasurer, or his or her designate, shall keep, or cause to be kept, proper accounting records as required by the Act. The Treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the Treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the board, whenever required, an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and the Treasurer shall have such other duties and powers as the board may specify.

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 the Secretary General 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. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

7.03 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:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment),
or

- (d) such officer's death.

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.

SECTION 8 – COMMITTEES

8.01 Committees

The board may from time to time establish 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, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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 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 address as shown in the records of the Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (c) if sent to such person by 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 Part 17 of 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 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 General 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 General to be reliable. The declaration by the Secretary General 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.

9.02 Invalidity of any provisions of this by-law

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.

9.03 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-law 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.

SECTION 10 – INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION 11 – BY-LAWS AND AMENDMENTS

11.01 By-laws and Amendments

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members - or, if section 199 applies, of each applicable class or group of members - according to subsection 197(1) (Fundamental Changes) of the Act.

SECTION 12 – EFFECTIVE DATE

12.01 Effective Date

This By-law shall come into force on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

CERTIFIED to be By-Law No. 1 of the Corporation, passed by the Board of the Corporation by resolution on the 25TH day of MAY, 2013, and confirmed by the Full Members and Patrons of the Corporation by special resolution on the 25TH day of MAY, 2013, and to be effective on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

DATED as of the 25TH day of MAY, 2013.



ROBERT REID

Regional Vice President for Oceania



HISASHI HOZUMI

Regional Vice President for Asia

This By-Law No. 1 came into force on JULY 5TH, 2013, the date of continuance as reflected on the Certificate of Continuance issued by Industry Canada under the *Canada Not-for-profit Corporations Act*.