
**COMPUTE CANADA
CALCUL CANADA**

GENERAL OPERATING BY-LAW NO. 2

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

COMPUTE CANADA
CALCUL CANADA
(a federal corporation)
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 2

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

COMPUTE CANADA
CALCUL CANADA
(a federal corporation)
(the “Corporation”)

WHEREAS the Corporation was issued a certificate of incorporation by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 27th day of September, 2012;

AND WHEREAS the current General Operating By-law No. 1 was enacted on the October 18, 2012;

AND WHEREAS General Operating By-law No. 1 was amended by special resolution adopted on October 29, 2013;

AND WHEREAS it is determined necessary to replace General Operating By-law No. 1, with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Corporation as follows:

SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any 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.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation.
- (g) “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Members Council” means a council elected by the Members referred to in Section 4.09.

- (i) “Officer” means an officer of the Corporation.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution (by way of example of the Special Resolution referred to in Section 12.01 and Section 12.02).

1.02 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 importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof;
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail; and
- (h) in the event of any discrepancy between the English version and the French translation of the By-laws, the English version shall prevail.

SECTION II GENERAL

2.01 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.

2.02 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 Corporate Secretary of the Corporation shall be the custodian of the corporate seal.

2.03 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. 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 authorized to sign any document may affix the corporate seal thereto.

2.04 Board Policies

The Board may adopt, amend, or repeal board policies relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III
FINANCIAL MATTERS

3.01 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.

3.02 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. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

3.03 Public Accountant

The Members shall, by Ordinary Resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting in accordance with the Act, to conduct an audit of the Corporation's financial statements. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. 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.

3.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days before the day on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting is signed, 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.

3.05 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

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

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION IV MEMBERS

4.01 Classes and Conditions of Membership

- (a) Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to any organization that meets all of the following qualification requirements:
 - (i) it agrees to further the purposes of the Corporation as contained in the Articles;
 - (ii) it agrees with the provisions in the Articles, By-laws and policies of the Corporation;
 - (iii) it is a Canadian institution eligible to receive Canada Foundation for Innovation infrastructure funds;

- (iv) it has one or more researchers who has(have), during the eighteen (18) month period immediately prior to the commencement of the current membership term, utilized an advanced computing system through access provided by the Corporation as designated by the Board from time to time; and
- (v) it has met such additional applicable membership application assessment criteria as may be determined by the Board from time to time.

4.02 Admission to be a Member

Applications for membership in the Corporation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section 4.01 and the applicant has successfully completed a membership application assessment conducted in such manner according to such assessment criteria determined by the Board from time to time, the Board may, in its sole discretion, admit the applicant to be a Member of the Corporation. The Board may, from time to time, delegate the application review and acceptance duties to employees of the Corporation to accept applications on a temporary basis, subject to ratification by the Board. All applicants shall be advised whether the application has been accepted or rejected. All decisions by the Board shall be final and binding without the need to give any reasons for the acceptance or rejection of any application.

4.03 Member in Good Standing

A Member that meets all of the following requirements is a Member in good standing:

- (a) furthers the purposes of the Corporation as contained in the Articles;
- (b) respects and submits to the procedures of the Corporation;
- (c) continues to meet all qualification requirements for Members as set out in Section 4.01;
- (d) pays in full and not be in arrears of membership fees and other assessments determined by the Board from time to time pursuant to Section 4.07; and
- (e) meets such additional requirements as set out in the Corporation's policies from time to time.

4.04 Rights of Members

Each Member in good standing shall have the following rights and the Board may suspend all membership rights of a Member which is not in good standing until such time as may be determined by the Board:

- (a) to receive notice of meetings of Members;
- (b) to appoint one (1) Member Representative to cast one (1) vote at Members' meetings;
- (c) to represent itself to the public as a Member of the Corporation; and
- (d) to have such additional rights and privileges as determined by the Board from time to time.

4.05 Member Representatives

- (a) Each Member in good standing may designate in writing one (1) Member Representative to act on behalf of the Member at meetings of Members.
- (b) The following persons are not eligible to be appointed as a Member Representative by any Member: (i) employees and contractors of the Corporation, and (ii) individuals seconded by the Corporation from other Members of the Corporation.
- (c) Only Member Representatives attending meetings of Members in person or electronically in accordance with Sections 5.13, 5.14, 5.15 or 5.16 may vote. A Member Representative who cannot attend a meeting of Members may not appoint an alternative designate or proxy to act on his/her behalf. However, the appointing Member may revoke the appointment and appoint another qualified individual to be its Member Representative.
- (d) The appointing Member may instruct the Member Representative in relation to the manner and the extent in which the Member Representative may vote or act on behalf of the Member at meetings of Members of the Corporation. Lacking such specific instructions, the Member Representative may act and vote in his/her discretion with respect to any and all matters which may properly come before the meeting of Members or any adjournments thereof.
- (e) Process for Appointment and Notification of the Corporation
 - (i) Each Member Representative must be duly appointed by the Member. The Member shall notify the Corporation in writing of such appointment as soon as possible.
 - (ii) A Member may not appoint alternate persons to be a Member Representative.
 - (iii) All written appointments shall become effective on the latter of the effective date specified on the written appointment, if any, or the date when the written appointment is received by the Corporation.
 - (iv) Once the Corporation is notified of the appointment of the Member Representative, such appointment on record with the Corporation shall be valid until the appointment is changed or revoked in writing by the Member.
 - (v) In the event that a Member wishes to change the appointment of its Member Representative, the Member may do so at any time.
 - (vi) In the event that a Member does not appoint a Member Representative, the Vice President Research or equivalent position of the Member shall be deemed to be the Member Representative. In the event that a Member does not have a Vice President Research or equivalent position and no written appointment is filed with the Corporation by a Member, the rights of the Member at Members' meetings shall be suspended until a written appointment has been filed with the Corporation.
 - (vii) The Corporation may from time to time prescribe the form of written appointment to be completed by Members.

4.06 Term and Renewal of Membership

- (a) The term of Members shall be in effect for a period of one year from the 1st day of April to the 31st day of March in the immediately following year.
- (b) All Members shall be required to renew their annual membership by paying the applicable membership fees.
- (c) Prior to the expiry of the membership term, all Members shall be required to renew their annual membership by paying the applicable membership fees and completing the membership renewal process as determined by the Board. The membership status of a Member may be renewed if the Board is satisfied that:
 - (i) the Member has paid all applicable membership fees and assessments as determined in the discretion of the Board; and
 - (ii) the Member continues to meet all of the qualification requirements set out in Section 4.01.

4.07 Membership Fees and Assessments

- (a) Annual membership fees for Members will be set by the Board from time to time. Members shall be notified in writing of the membership fees and the time the membership fees will be payable.
- (b) From time to time, if additional funds are required to carry on the business and affairs of the Corporation or for any special purpose, the Board may levy special assessments which shall be payable by the Members in such amounts and by such deadline date (that is not less than 60 days) as may be determined by the Board. The amount so determined by the Board shall be final and binding on the Members.
- (c) Annual membership fees must be paid on or before the 31st day of March before the commencement of the membership term. A Member that has paid its membership fees and all outstanding assessments in full on or before the deadline set by the Board will be eligible for membership renewal. Members shall have a grace period of 60 days to pay all such fees in full. A Member that fails to pay in full its membership fees and all outstanding assessments in full within the said 60 days of the due date shall no longer be a Member in good standing and all membership rights shall be suspended forthwith until full payment is made. The membership status of a Member that fails to pay in full its membership fees and all outstanding assessments in full within 120 days of the due date shall automatically be terminated.
- (d) The Corporation may, by policies, set out other matters in relation to the assessment and payment of membership fees and other assessments.

4.08 Resignation and Termination of Membership

- (a) The interest of a Member in the Corporation is non-transferable.
- (b) Members may resign at any time from membership in the Corporation by notifying the Corporation. A resignation shall be effective the latter of the date specified in the resignation or the date when the notification is received by the Corporation. The Member

shall remain liable for payment of any membership fees and assessments due and payable by such Member prior to the effective date of the resignation

- (c) A Member's membership shall automatically terminate upon occurrence of any of the following:
- (i) the effective date of the resignation;
 - (ii) the expiry of the term of membership and either (a) the Member does not apply for renewal or (b) the Member's application for membership renewal is rejected by the Board because the Member did not meet all of the applicable qualifications of Membership set out in Section 4.01 as determined in the sole discretion of the Board;
 - (iii) the failure to pay in full the membership fees and all outstanding assessments in accordance with Section 4.07;
 - (iv) the failure to maintain all of the applicable qualifications of Membership set out in Section 4.01 as determined in the sole discretion of the Board;
 - (v) the removal from membership (because the Member did not meet all of the applicable qualifications of Membership set out in Section 4.01 as determined in the sole discretion of the Board) by at least two-thirds (2/3) of the votes cast at a meeting of the Board called for that purpose;
 - (vi) on dissolution of the Corporation.

4.09 Members Council

There shall be a "Members Council" elected by the Members. The Members Council shall consist of eight (8) persons, with two (2) persons representing each of the four (4) geographical regions in Canada from which Members of the Corporation come. The role of the Members Council is to provide coordinated advice to and to facilitate effective communication between the Board and the Members.

SECTION V MEETINGS OF MEMBERS

5.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held 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 fiscal year. The annual meeting shall be held 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.

5.03 Special Meetings

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. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special general meeting of Members, unless the exceptions in the Act are met. 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.

5.04 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

5.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Where the Corporation provides notice electronically referred to in Section 5.06(a)(ii) and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requested by in the manner set out in Section 5.06(a)(i).
- (c) 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 21 to 60 days before the day on which the meeting is to be held.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

5.07 Proposals at Annual Meetings

Subject to compliance with the Act (including submitting the proposal within the time frame required by the Act), a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, provided that the statement and the proposal shall together not exceed five hundred (500) words. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting. Notwithstanding the forgoing, a proposal does not need to be brought forward if it falls within the exceptions set out in section 163(6) of the Act and the Board shall, within twenty-one (21) days after the day on which it receives the proposal, notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

5.08 Record Date

The Directors may fix, as a record date for any purpose, including determining Members entitled to receive notice of a meeting of Members and to vote at the meeting in accordance with the Act and the Regulations.

5.09 Waiving Notice

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

5.10 Persons Entitled to be Present

- (a) The persons entitled to be present and vote at a meeting of Members are Member Representatives.
- (b) Other persons entitled to be present and speak at a meeting of Members are the Directors, Officers and the public accountant of the Corporation, as well as such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Corporation.
- (c) Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

5.11 Chair of the Meeting

The chair of Members' 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, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.12 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required by the Act) shall be a simple majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Member Representatives 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 Member Representatives present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (b) For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means, or by mailed-in ballots (if the mailed-in ballots are returned to the Corporation prior to the meeting).

5.13 Participation at Meetings by Electronic Means

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 Members in order that 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 and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

5.14 Meeting Held by Electronic Means

Notwithstanding Section 5.13, if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting 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.

5.15 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 5.13 and Section 5.14 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

5.16 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

5.17 Votes to Govern

At any meetings of the 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 question. In case of an equality of votes, the motion fails.

5.18 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 or required. 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 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.

5.19 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.

5.20 Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.21 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Act, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

5.22 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 number of days that is 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.

SECTION VI DIRECTORS

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

6.02 Number

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors.

6.03 Qualifications and Board Composition

- (a) Each Director shall be an individual who is not less than 18 years of age, has the power under law to contract, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is in full agreement with the governing documents of the Corporation; and meets such other qualifications as determined by policies adopted by the Board from time to time.
- (b) At least two of the Directors must not be Officers or employees of the Corporation or its affiliates. A majority of the Directors must not be employed or directly related to organizations that meet both of the following criteria as determined in the discretion of the Board:
 - (i) it is a Canadian institution eligible to receive Canada Foundation for Innovation infrastructure funds; and
 - (ii) it has one or more researchers who has(have), during the eighteen (18) month period immediately prior to the election, utilized an advanced computing system through access provided by the Corporation as designated by the Board from time to time.
- (c) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

6.04 Election and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required.
- (b) The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third (3rd) annual meeting next following or until their successors are elected.
- (c) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not

elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

- (d) The Directors shall be elected and shall retire in rotation every three (3) years. Members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired and each Director so elected shall hold office until the close of the third (3rd) meeting of Members after his or her election.
- (e) The maximum number of terms for each Director is two (2) consecutive full terms. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.

6.05 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment took place or within ten (10) days after it if such person is not present at the meeting, or
- (c) the individual was not present at the meeting when the election or appointment took place and acted as a Director pursuant to such person's election or appointment.

6.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 6.08, or no longer fulfils all of the qualifications to be a Director set out in Section 6.03 as determined in the sole discretion of the Board.

6.07 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.

6.08 Removal

The Members may, by Ordinary Resolution, passed at a 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.

6.09 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number 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.

6.10 Remuneration of Directors

As required by the Articles, 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. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

6.11 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

SECTION VII
MEETINGS OF DIRECTORS

7.01 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.

7.02 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

7.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of 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) of the Act that is to be dealt with at the meeting.

7.04 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.

7.05 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.

7.06 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, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

7.07 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 6.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.08 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 for the purposes of the Act 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.

7.09 No Alternate Directors

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

7.10 Chair of the Meeting

The chair of 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, the Directors who are present shall choose one of their number to chair the meeting.

7.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or at 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; or
- (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;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 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.

7.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, 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 or committee of Directors.

7.15 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.

7.16 Disclosure of Interest

(a) Disclosure

Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the director:

- (i) is a party to the contract or transaction;
- (ii) is a Director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (iii) has a material interest in a party to the contract or transaction.

(b) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(c) Procedure Where Disclosure

The Chair of Board meetings shall request any Director who has made a disclosure referred to in Section 7.16(a) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

7.17 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

7.18 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 subsection 138(2) of the Act. Unless otherwise determined by the Board, such 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.

SECTION VIII
OFFICERS

8.01 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 this By-law otherwise provides. Two or more offices may be held by the same person.

8.02 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 thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and the Members.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, 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, if any, shall, when present, preside at all meetings of the Board and the Members.
- (c) **Chief Executive Officer (CEO)** - The CEO shall be the Chief Executive Officer of the Corporation and 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. The Chief Executive Officer shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the Chief Executive Officer, or when the Board meets in camera.
- (d) **Corporate Secretary** – If appointed, the Corporate Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Corporate Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; and be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

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

8.03 Term of Office

Save and except the Chief Executive Officer, officers 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 annual general meeting. There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-election to his or her Officer position at the end of his or her term on a consecutive basis thereafter provided that such Officer continues to meet the qualification requirements to be an Officer. The Chief Executive Officer shall hold office at the discretion of the Board.

8.04 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 expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.11.

8.06 Agents and Attorneys

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

8.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 7.16.

- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 7.16(a), Section 7.16(b) and Section 7.16(c).
- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

8.08 Chief Science Officer

One (1) Chief Science Officer shall be appointed by the Board of Directors based on recommendations from the Chief Executive Officer and the Advisory Council on Research from time to time and the Chief Science Officer shall be assigned such duties as may be decided by the Chief Executive Officer or the Board from time to time. The Chief Science Officer will report to the Chief Executive Officer. The Chief Science Officer will be responsible for ensuring the interests of the research community are represented effectively in the organization. The Chief Science Officer will also help define the scientific goals for the corporation, ensure that these goals are pursued and help measure their success. For greater certainty, the Chief Science Officer is an officer of the Corporation for operational purposes and is not an "Officer" of the Corporation for purposes of the Act.

SECTION IX
COMMITTEES

9.01 General

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 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.

9.02 Advisory Council on Research

Notwithstanding the power of the Board to establish or dissolve committees from time to time pursuant to Section 9.01, there shall be an Advisory Council on Research at all times.

- (a) The mandate of Advisory Council on Research is:
 - (i) to provide direction and guidance to the Board, Chief Executive Officer and Chief Science Officer on the critical issues of the research community including both the academic and industry research communities;
 - (ii) to provide advice on specific issues based on the request of the Board, Chief Executive Officer and Chief Science Officer; and
 - (iii) to perform such other duties as may be determined by the Board from time to time.
- (b) The Advisory Council on Research shall consist of the following members:

- (i) the Chief Executive Officer and Chief Science Officer *ex officio*;
 - (ii) such persons as may be appointed by the Board from time to time from among researchers who are employed by Members in good standing of the Corporation; and
 - (iii) such other persons as may be appointed by the Board from time to time, provided that such persons are not employed or directly related to non-Member organizations that meet both of the following criteria as determined in the discretion of the Board: (a) it is a Canadian institution eligible to receive Canada Foundation for Innovation infrastructure funds, and (b) it has one or more researchers who has(have), during the eighteen (18) month period immediately prior to the appointment to the said Committee, an advanced computing system through access provided by the Corporation as designated by the Board from time to time.
- (c) The chair of the committee shall be elected by the committee members from among the committee members appointed by the Board. The term of office of committee members shall be two (2) years, except the Chief Executive Officer and Chief Science Officer who shall serve *ex officio*.

9.03 International Advisory Committee

Notwithstanding the power of the Board to establish or dissolve committees from time to time pursuant to Section 9.01, there shall be an International Advisory Committee at all times.

- (a) The mandate of International Advisory Committee is:
- (i) to provide direction and guidance to the Board and Chief Executive Officer on the strategic direction of the organization in the context of international activities;
 - (ii) to provide advice on specific issues based on the request of the Board and Chief Executive Officer; and
 - (iii) to perform such other duties as may be determined by the Board from time to time.
- (b) The International Advisory Committee shall consist of the following members:
- (i) the Chief Executive Officer *ex officio*; and
 - (ii) such other persons representing international organizations and having a high level of expertise in advanced computing as may be appointed by the Board from time to time.
- (c) The chair of the committee shall be elected by the committee members from among the committee members appointed by the Board. The term of office of committee members shall be two (2) years, except the Chief Executive Officer who shall serve *ex officio*.

SECTION X
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Duties of Directors and Officers

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. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

10.02 Limitation of Liability

No Director or Officer 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 willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

10.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual 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, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

10.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section 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.

10.05 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION XI NOTICES

11.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or 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 to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (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 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 Corporate 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 Corporate Secretary to be reliable. The declaration by the Corporate

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.

11.02 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.

11.03 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.

11.04 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.

11.05 Waiver of Notice

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

SECTION XII AMENDMENTS

12.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

12.02 Amendment of By-laws

Subject to 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 By-law amend, repeal or re-enact the By-laws but, pursuant to the Articles of the Corporation, no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

SECTION XIII
TRANSITION PROVISIONS

13.01 Effective Date of General Operating By-law No. 2

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the approval by the Members of the Corporation.

13.02 Members

- (a) Upon this By-law coming into effect, all Members of the Corporation immediately prior to the time this By-law comes into effect shall be deemed to have met the conditions of membership set out in Section 4.01 of this By-law and continue to be Members of the Corporation.
- (b) Upon this By-law coming into effect, Member Representatives appointed by Members shall be deemed to have met the provisions set out in Section 4.05; and the mechanism set out in Section 4.05(e)(vi) shall apply to those Members who have not appointed any Member Representatives.

13.03 Directors and Officers

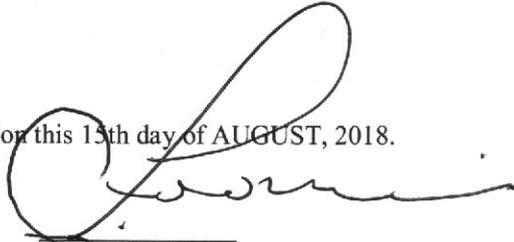
Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

SECTION XIV
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

14.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 1 (as amended) is hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.
- (b) The said repeal of By-law No. 1 (as amended) shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 15th day of AUGUST, 2018.



Chair of the Board



Corporate Secretary

CONFIRMED by the Members of the Corporation this 20th day of SEPTEMBER, 2018.



Corporate Secretary