

**OFFSHORE ENERGY RESEARCH ASSOCIATION OF NOVA SCOTIA
BY-LAWS**

1.0 Interpretation

1.1 Definitions. In these By-Laws, in all other By-Laws of the Corporation, and all resolutions of the Corporation hereafter passed, unless otherwise defined, the terms noted below shall have the following meaning:

- a. "Academic Member" means a university or community college that agrees to participate in the Corporation on an ongoing basis and has been accepted for membership in the Corporation by the Voting Members of the Corporation;
- b. "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;
- c. "Associate Member" means a Member who is not an Academic Member or a Provincial Government Member who agrees to participate in the Corporation on an ongoing basis and who has been accepted for membership in the Corporation by the Voting Members of the Corporation;
- d. "Board of Directors" means the Board of Directors of the Corporation;
- e. "By-Law" means this by-law and other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. "Corporation" means Offshore Energy Research Association;
- g. "Director" means an individual appointed or elected to the Board of Directors;
- h. "Executive Director" means the chief administrative officer of the Corporation who is not a Director;
- i. "Mandate" means the scope of the Corporation's authority to act as set out in subsection 2.1 of these By-Laws;
- j. "Members" means Academic Members, Provincial Government Members and Associate Members, and "Member" means any one of such Members;
- k. "Membership" means being a Member of the Corporation;
- l. "Member's Representative" means an officer, senior manager or employee of an organizational Member that is appointed to act on behalf of the Member;
- m. "Officer" means an individual elected or appointed to an office of the Corporation, including but not limited to the offices of Chairperson, Vice-Chair, Executive Director, Secretary and Treasurer;

- n. "Provincial Government Member" means a government organization of the Province of Nova Scotia, which shall include a department or agency, that agrees to participate in the Corporation on an ongoing basis and has been accepted for membership by the Voting Members of the Corporation;
- o. "Research Proposals" means research and development proposals presented to the Corporation for funding;
- p. "Special Resolution" means a resolution of the Voting Members passed by not less than two-thirds (2/3) of the votes cast by Voting Members who voted in respect of that resolution or signed by all of the Voting Members entitled to vote on that resolution; and
- q. "Voting Members" means the Members of the Corporation that have the right to attend meetings of the Members of the Corporation and to vote on the business transacted at such meetings.

1.2 Interpretation. In this By-Law, in all other By-Laws, and in all resolutions of the Corporation hereafter passed unless the context otherwise requires:

- a. all terms 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 or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations; and
- c. the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the remaining provisions.

2.0 Organization

2.1 Mandate. The Mandate of the Corporation is to:

- a. foster research and development related to offshore petroleum, renewable energy resources and their interaction with the marine environment, and the diffusion of that knowledge, including research work that:
 - i. assesses the potential impacts of petroleum exploration, development and production on the marine environment;
 - ii. assesses the potential impacts of renewable energy technologies, exploiting ocean currents, wind, tides and waves on the marine environment;
 - iii. builds geoscience knowledge about Nova Scotia's offshore oil and gas potential; and

- iv. reduces the technical and engineering barriers to development of discovered reserves,
- b. and, where consistent with 2.1(a), above, to encourage building research capacity in Nova Scotia.

2.2 Corporate Seal. The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation.

2.3 Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Halifax, in the Province of Nova Scotia.

2.4 Financial Year. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

2.5 Books and Records. Subject to the Act, the Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

2.6 Availability of Minutes of the Board of Directors. Subject to the Act, which Act restricts the information that Members are entitled to receive, the minutes of the Board of Directors shall be available to the Members of the Corporation each of whom shall receive a copy of such minutes when requested.

2.7 Wind-up and Dissolution. In the event of the dissolution or winding-up of the Corporation, all of its remaining assets after the payment of its liabilities shall be used for the benefit of carrying on or promoting energy-related research and its application in Canada. Specific distribution to one or more qualified donees, as defined in the *Income Tax Act R.S.C., 1985, C.1* as amended from time to time, shall be made at the discretion of the Board of Directors after consulting the Members. None of the assets shall be distributed to the Members. None of the Members will have responsibility for any residual liabilities of the Corporation upon dissolution of the Corporation.

2.8 Amendments to the By-Laws. Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of Members where it may be confirmed, rejected or amended by the Voting Members by Special Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Voting Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Voting Members at the meeting. This section does not apply to a By-Law that requires a Special Resolution of the Voting Members according to subsection 197(1) (Fundamental Changes) of the Act because such By-Law amendments or repeals are only effective when confirmed by Members.

3.0 Membership

3.1 Eligibility. Membership in the Corporation shall be available to individuals, corporations, entities, persons, and organizations who are interested in furthering the Mandate of the Corporation, and who have accepted in writing the conditions for membership as established by the Board of Directors from time to time, and whose application for admission as a Member has been approved by a Special Resolution of the Voting Members of the Corporation at an annual general meeting or special meeting of the Members.

3.2 Membership Fees. There shall be no Membership fees or dues unless otherwise directed by the Board of Directors.

3.3 Application for Membership. Applicants may seek Membership in the Corporation by making application in accordance with directions and procedures established by the Board of Directors or a committee appointed by the Board, who shall review applications for membership and consult with the Executive Director, other Members, Officers, or external references to determine whether the applicant satisfies the membership criteria and has the ability to make a significant contribution to the Corporation. The Board of Directors shall make a recommendation to the Members regarding whether the applicant satisfies the Membership criteria and has the ability to make a significant contribution to the Corporation. The ultimate decision on whether to admit a Member rests with the Voting Members.

3.4 Voting Members. Unless otherwise admitted as a Non-Voting Member in accordance with section 3.5 of these By-Laws, the Members of the Corporation shall be Voting Members. Each Voting Member shall have the right to attend meetings of the Members and vote on the business transacted at such meetings.

3.5 Non-Voting Members. The Board of Directors may admit certain members in the category of Associate Member who are entitled to attend Members' meetings, but who do not have the right to vote on the business transacted at such meetings. Unless an Associate Member is admitted specifically as a Non-Voting Member of the Corporation, Associate Members are Voting Members.

3.6 Transferability. Membership shall not be transferable.

3.7 Withdrawal.

- a. **Voluntary Withdrawal.** Any Member may withdraw from the Corporation with three (3) months notice by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
- b. **Termination.** Any Member may be required to resign by a Special Resolution of the Voting Members at an annual or special general meeting.

3.8 Fundamental Change. Pursuant to Section 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Voting Members is required to make any amendments to

provisions in the By-Laws affecting membership rights and/or conditions described in paragraphs 197(1)(d) to (h), (l) or (m) of the Act.

4.0 Members' Meetings

4.1 Time and Place of Meetings. Meetings of the Members of the Corporation shall be held at the head office of the Corporation or at any other place in Canada as the Board or Directors may determine and on such a day as the Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada.

4.2 Annual General Meeting. The annual Members' meeting, hereinafter referred to as the "annual general meeting", shall be held at least once every calendar year and within six (6) months of the end of the Corporation's financial year end, and not more than fifteen (15) months after holding the preceding annual general meeting. At every annual general meeting, in addition to any other business that may be transacted, the following business shall be required to be transacted:

- a. the report of the Directors shall be presented,
- b. the financial statements and report of the auditors thereon shall be presented, and
- c. the appointment of Directors and the appointment of the auditors for the ensuing year.

All other business to be transacted at the annual general meeting shall be special business.

4.3 Special General Meetings. Other meetings of the Members, hereinafter referred to as "special general meetings", may be convened at any time by order of the Chairperson, Vice-Chair, or the Board of Directors. The Board of Directors shall be required to call a special general meeting of Members on the written requisition of Voting Members carrying not less than 5% of the voting rights. The Members may consider and transact any business, either special or general at such meetings.

4.4 Notice.

- 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.

Notice of a meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment of the decision to be taken.

- b. Notice of each meeting of Members must remind the Voting Members that they have the right to vote by proxy.
- c. Notice of any annual general meeting shall list the individual appointees of each Academic Member and Provincial Government Member to the Board of Directors, as well as the individuals nominated by the Board of Directors for election to the Board of Directors. Such notice of meetings shall also state that a Member may propose any other person as a nominee for election to the Board of Directors and the form of nomination shall be attached to the notice. The name of such nominee shall be added to the list of individuals nominated by the Board of Directors, in the appropriate nominating category, provided that such nomination is delivered to the Chairperson at an annual general meeting and the nominee for election is either present at such meeting or consents to act as a director in writing. The Chairperson of the annual general meeting shall also call for nominations from the floor at the annual general meeting.
- d. For the purpose of sending notice to any Member, Director or Officer of any meeting or otherwise, the address of the Member, Directors or Officer shall be his or her last address recorded on the books of the Corporation.
- e. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Voting Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

4.5 Waiver of Notice. Any Member may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or passed at any meeting of the Members. Any attendance of any such person at a meeting of the Members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special general meeting, or any adjournment thereof, shall invalidate such meeting or make void any proceedings taken thereat.

4.7 Attendance at Meetings. Every Member shall be entitled to attend the annual general meeting and special general meetings of the Corporation, and any reconvened meetings thereof.

4.8 Quorum. Two-thirds (2/3) of Voting Members of the Corporation present in person or represented by proxy at an annual or special general meeting will constitute a quorum. Notwithstanding the foregoing, there shall not be quorum at any meeting of the Members where Provincial Government Members by themselves constitute a majority of the

members present at that meeting. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

4.9 Voting. Each Voting Member that is present in person or represented by proxy at a meeting shall have the right to exercise one (1) vote. A Voting Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Voting Member of the Corporation. Every Member that is an organization shall appoint a representative to act on its behalf and shall file the name of the Member's Representative, until revoked, with the Secretary of the Corporation.

4.10 Determination of Questions. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes cast by the Voting Members present in person or represented by proxy, except where the vote or consent of a greater number of Voting Members is required by the Act or these By-Laws. In the event of an equality of votes, the Chairperson shall not have a casting vote and the motion shall be rejected.

4.11 Written Resolutions. Except for matters required by the Act to be dealt with at a meeting of the Members, all of the business which the Corporation may transact at an annual or special general meeting may be transacted by resolution in writing and signed by every Voting Member who is entitled to vote, and is as valid as if it were transacted at a meeting of the Members satisfying all the requirements of the Act and By-Laws respecting meetings of Members. Such written resolutions may be signed by the Voting Members in as many counterparts as may be necessary, and delivered by facsimile, email or other electronic means, each of which so signed and delivered shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument.

4.12 Teleconference. The Members may meet by teleconference, videoconference or other electronic means, provided that (i) all Members shall have access to such facilities, (ii) either a majority of the Members consent to such meeting being held by teleconference, videoconference or other electronic means, or the holding of meetings by such means has been approved in advance by a resolution passed by a majority of the Voting Members at a meeting of the Members, and (iii) the meeting is held via secure facilities accessible only by those entitled and invited to attend the meeting. Teleconference, videoconference or other electronic facilities must permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and all communications and voting to occur in real time. A Member participating in such a meeting by such means is deemed to be present in person at the meeting. At the commencement of such a meeting, the Chairperson shall take a roll call and confirm the attendance of each Voting Member participating in the meeting to establish quorum. Voting on matters at a meeting duly called and held by teleconference, videoconference or other electronic means shall be recorded by the Chairperson who, after having called for the vote of each Voting Member, shall tabulate the votes and confirm to the meeting whether a resolution was passed or rejected.

4.13 Adjournment. If a quorum is not present at the time appointed for a meeting of the Members or within such reasonable time thereafter, the Voting Members present

may adjourn the meeting to a fixed time and place, but may not transact any other business. If quorum is not achieved at such adjourned meeting, the Voting Members present may transact the business for which the original meeting had been called.

5.0 Board of Directors

5.1 Number. The Board of Directors shall comprise of a minimum of three (3) Directors at least two of who are not Officers or employees of the Corporation or its affiliates (as defined in the Act). The number of Directors shall be determined from time to time by a simple majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Voting Members at the next annual general meeting of Members.

5.2 Election and Term of Directors. Directors shall be elected and/or re-elected for a one (1) year term at an annual general meeting of Members. At the dissolution of each annual general meeting, Directors shall retire from office and their successors, who are elected in accordance with these By-Laws, shall take office as of the dissolution of the annual general meeting. There is no limit to the number of times a Director may be re-elected.

5.3 Composition of the Board and Election. Directors must be individuals, eighteen (18) years or age, with power under law to contract. Each Academic Member and each Provincial Government Member shall have the right to appoint one (1) Director to the Board of Directors. The Voting Members shall elect any additional Directors as may be necessary to complete the number of Directors comprising the Board of Directors from time to time. At no time shall the appointees of the Provincial Government Members constitute by themselves a majority of Directors.

5.4 Nominations. Subject to subsection 5.3, the Board of Directors, on the advice of the Nominating Committee (if one has been convened), shall compile a list of nominees for additional Directors to complete the number of Directors comprising the Board of Directors from time to time, which shall be submitted to the Members no later than fourteen (14) days before the annual general meeting. In compiling such list, the Nominating Committee or the Board of Directors, as applicable, may consult with the Officers, Members and the potential nominees. Nominees for Directors shall be chosen having regard to their knowledge and skill in any area which will assist the Board of Directors, including, among other things, in the areas of finance, legal, research management, regulatory, technology, human resources, and skill development.

5.5 Chairperson. The Board of Directors shall appoint from their number, at the first meeting of the Board of Directors following an annual general meeting, a chairperson who shall act, when present, as the chairperson at all meetings of the Board of Directors and meetings of the Members, with all the commonly accepted powers of that position, including making rulings, recognizing speakers, and generally controlling the process of the meeting in accordance with the agenda. If the Chairperson is unable to attend a meeting (i.e. Director's Meeting, meeting of the Members, etc.) the Directors or Members, as the case may be, may appoint from those present a Director or Member to act as Vice-Chair to chair the meeting. The Chairperson shall not be an appointee of a Provincial Government Member.

5.6 Vacancies. In the event of any of the following, the office of Director shall be automatically vacated:

- a. if at a special general meeting of Members, an ordinary resolution is passed by the Voting Members that a Director be removed from office;
- b. if a Director has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- c. if a Director is found by a court of competent jurisdiction to be of unsound mind;
- d. if a Director becomes bankrupt or suspends payments or compounds with his creditors or is declared insolvent;
- e. if a Director who is an appointee of a Member is no longer a representative or employed by that Member organization; or
- f. on death.

If any vacancy shall occur for any reason contained in this paragraph, each Member that has the right to appoint a Director to the Board of Directors, shall have the right to appoint a replacement Director within thirty (30) days of such vacancy, failing which the Board of Directors shall, by simple majority vote, fill the vacancy.

5.7 Remuneration for Directors. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position. A Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Directors from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore.

5.8 Retiring Directors. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. Retiring Directors shall be eligible for re-election or re-appointment.

6.0 Directors' Meetings

6.1 Place and Notice of Meetings.

- a. Meetings of the Board of Directors may be held at any time and place to be determined on no less than fourteen (14) days written notice by mail or by electronic means, such as e-mail or facsimile sent to each Director. There shall be at least one (1) meeting per year of the Board of Directors.
 - i. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
 - ii. Notice of meetings may be given by electronic means, including by e-mail or facsimile.

6.2 Error or Omission in Notice. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.3 Voting. Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of the Directors then present. In the event of an equality of votes, the Chairperson shall not have a casting vote and the motion shall be rejected.

6.4 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 of Directors. Notwithstanding the forgoing, there shall not be quorum at any meeting of the Board of Directors where appointees of the Provincial Government Members constitute a majority of the Directors present at that meeting. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws of the Corporation.

6.5 Directors May Require a Meeting. A majority of Directors in office, or if there are only three Directors, then two (2) Directors, may require the Secretary to call a meeting of the Board of Directors in the event that the Chairperson is unable or unwilling to do so. The Secretary, when so directed, shall convene a meeting of the Board of Directors.

6.6 Written Resolutions. Except for matters required by the Act to be dealt with at a meeting of the Board of Directors, all of the business which the Directors may transact at a meeting may be transacted by resolution in writing and signed by every Director, and is as valid as if it were transacted at a Board of Directors meeting satisfying all the requirements of the Act and By-Laws respecting meetings of Directors. Such written resolutions may be signed by the Directors in as many counterparts as may be necessary, and delivered by facsimile, email or other electronic means, each of which so signed and delivered shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument.

6.7 Teleconference. The Board of Directors may meet by teleconference, videoconference or other electronic means, provided that (i) all Directors shall have access to such facilities, (ii) either a majority of the Directors consent to the meeting by teleconference, videoconference or other electronic means, or the holding of such meeting by such means has been approved in advance by resolution passed by the Directors at a meeting of the Board of Directors, and (iii) the meeting is held via secure facilities accessible only by those entitled and invited to attend the meeting. Teleconference, videoconference or other electronic facilities must permit all Directors participating in the meeting to hear each other simultaneously and instantaneously, and all communications and voting to occur in real time. A Director participating in such a meeting by such means is deemed to be present in person at the meeting. At the commencement of such a meeting, the Chairperson shall take a roll call and confirm the attendance of each Director participating in the meeting to establish quorum. Voting on matters at a meeting duly called and held by teleconference, videoconference or other

electronic means shall be recorded by the Chairperson who, after having called for the vote of each Director, shall tabulate the votes and confirm to the meeting whether a resolution was passed or rejected.

7.0 Powers of the Board of Directors

7.1 Agents and Employees. Subject to the Act and these By-Laws, the Board of Directors may appoint such agents, engage such employees, set the terms of their engagement, and delegate some of its authority to committees and Officers as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board or Directors at the time of such appointment or such delegation.

7.2 Financial. The Directors shall have the power to establish policies and procedures in relation to the finances of the Corporation and to authorize expenditures on behalf of the Corporation from time to time. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the Mandate of the Corporation in accordance with such terms as the Board of Directors may prescribe.

7.3 Borrowing Powers. The powers of the Directors to borrow money, grant security, provide guarantees, and issue, sell or pledge debt obligations shall be in accordance with the Act, and the Directors may, by resolution, delegate such powers to a Director, a committee of Directors or an Officer.

7.4 Grants and Donations. The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Mandate of the Corporation.

7.5 Research Activities. The Board of Directors, through workshops or conferences and in consultation with appropriate experts, shall establish the strategic directions and priorities for research activities to be funded by the Corporation and communicate these directions and priorities to the Research Advisory Committee of the Corporation. The Board of Directors will receive recommendations from the Research Advisory Committee in relation to the scientific merit and fit of Research Proposals with these priorities and shall consider such recommendations and make a decision regarding such Research Proposals.

8.0 Officers

8.1 General. The Officers of the Corporation shall be a Chairperson, Vice-Chair, Executive Director, Secretary, and Treasurer and any such other Officers as the Board of Directors may by By-Law or resolution determine. Any two offices may be held by the same person. Officers need not be Directors or Members. The Executive Director shall not be an appointee of a Provincial Government Member.

8.2 Appointment of Officers. The Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual general meeting of Members.

8.3 Term of Office. The Officers of the Corporation shall hold office for one (1) year from the date of their appointment or election or until their successors are elected or appointed in their stead. There is no limit to the number of one year terms that an Officer may serve. Officers shall be subject to removal by resolution of the Board of Directors at any time.

8.4 Vacancies. If the office of any Officer becomes vacant as a result of any of the following events, the Board of Directors may by resolution appoint a person to fill such vacancy:

- a. the Officer resigns by delivering a written resignation to the head office of the Corporation, which resignation shall be effective at the time the resignation is received by the Executive Director or any other Officer or Director of the Corporation or at the time specified in the resignation, whichever is later;
- b. the Officer is removed by a simple majority vote of the Board of Directors;
- c. the Officer is found by a court of competent jurisdiction to be of unsound mind;
- d. the Officer becomes bankrupt or suspends payments to his creditors or is declared insolvent; or
- e. the Officer dies;

8.5 Executive Director. The Executive Director shall:

- a. be the chief administrative officer of the Corporation;
- b. have the general supervision of the management of the business and affairs of the Corporation;
- c. oversee and ensure that all orders and resolutions of the Board of Directors are carried into effect and report on the same to the Directors at meetings of the Board of Directors;
- d. perform such other duties as may be prescribed by the Board of Directors; and
- e. not be a Director of the Corporation.

Subject to the Act and these By-Laws, the Executive Director may, from time to time, delegate such powers and duties set out in this section to other Officers of the Corporation.

8.6 Chairperson. The Chairperson shall be appointed in accordance with and have the duties ascribed in Section 5.5 of these By-Laws.

8.7 Vice-Chair. If the Chairperson is absent or is unable or refuses to act, the Vice-Chair shall perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon him by the Board or Directors.

8.8 Treasurer. The Treasurer shall ensure compliance with:

- a. all policies of the Board of Directors in respect to financial administration;
- b. the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- c. the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
- d. the disbursement of the funds of the Corporation as may be directed by proper authority, taking proper invoices for such disbursements;
- e. the rendering to the Chairperson and Directors at the regular meetings of the Board of Directors, or whenever they may require it, of an accounting of all the transactions and a statement of the financial position of the Corporation; and
- f. the performance of such other duties as may from time to time be directed by the Board of Directors.

8.9 Secretary. The Secretary:

- a. may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings of the Board of Directors, Members and committees and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
- b. shall give or cause to be given notice of all meetings of the Members and of the Board of Directors;
- c. shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
- d. shall perform such other duties as may be prescribed by the Board of Directors or Chairperson, under whose supervision he shall be.

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

8.11 **Variation of Duties.** Subject to the Act, the Board of Directors may, from time to time, vary, add or limit the powers and duties of the Officers of the Corporation.

8.12 **Remuneration.** Remuneration for all Officers shall be fixed from time to time by the Board of Directors by resolution. The Officers shall also be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

9.0 Committees

9.1 **Appointment of Committees.** The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The members of the committees, including, but not limited to the Research Advisory Committee, shall not be required to be Directors of the Corporation. The Directors shall, by resolution, determine the composition, terms of reference and duties of such committees.

9.2 **Committee Members.** Unless otherwise established by the Board of Directors and/or the By-Laws of the Corporation, the committee members shall hold office until their successors are appointed by the Board of Directors. Committee members may resign by delivering a written resignation to the Chairperson of the Board of Directors and are subject to removal by the Board of Directors. If the office of any committee member of the Corporation shall be or become vacant, the Board of Directors may, by resolution, appoint a person to fill such a vacancy.

9.3 **Remuneration and Reimbursement.** Committee members, as such, shall act without remuneration. However, all Committee members shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

9.4 **Research Advisory Committee.** The Board of Directors shall appoint a Research Advisory Committee as a standing advisory committee to:

- a. provide recommendations as to the scientific merit of research proposals submitted to the Corporation and as to the fit of such research proposals with the Corporation's Mandate;
- b. monitor the progress of the Corporation's research by identifying criteria and process for reviewing progress reports and conducting reviews of those reports; and
- c. make recommendations to the Board of Directors for adjustments to any research proposals funded by the Corporation, including adding projects, terminating projects, allocating and adjusting funds and budgets.

9.5 **Nominating and Governance Committee.** There may be a Nominating and Governance Committee composed of two (2) Directors and one (1) individual who is not a Director, who shall be appointed by a majority of the Board of Directors. If appointed, the Nominating and Governance Committee shall have the responsibility to propose and recommend to the Board of Directors candidates for election or appointment to the Board of Directors, as necessary, and committees of the Board. The Nominating and

Governance Committee will provide for the ongoing assessment by the Board of Directors of its own performance and effectiveness. To the extent possible, the Nominating and Governance Committee shall seek to identify candidates who have the appropriate qualifications, background and expertise as well as the time available to devote to the Corporation's Mandate.

9.6 Investment Committee. There may be an Investment Committee composed of two (2) Directors who shall be appointed by the Board of Directors. If appointed, the Investment Committee shall be responsible for the investment of the Corporation's funds. The Investment Committee shall exercise such powers as are authorized by the Board of Directors for the sound stewardship of the Corporation's funds.

9.7 Executive Committee. There may be an Executive Committee composed of three (3) Directors who shall be appointed by the Board of Directors. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

9.8 Meetings of the Executive Committee. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice may be given by electronic means such as e-mail where the Committee member has consented in advance. Three (3) members of such Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken at such meeting and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such meeting.

10.0 Liability and Indemnity

10.1 Liability. Except as otherwise provided in the Act, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to the Corporation where the insufficiency or deficiency of title to any property acquired by the Corporation or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person including any person with whom or which any monies, securities or affects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies securities or other assets belonging to the Corporation or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same happened by or through the Director's or Officer's own wilful neglect or default.

10.2 Indemnities to Directors and Others. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

10.3 Insurance. The Corporation shall purchase and maintain, or cause to be purchased and maintained, directors' and officers' errors and omissions insurance on commercially reasonable terms.

11.0 Conflicts of Interest

11.1 Conflicts of interest of the Directors and Officers of the Corporation, both real and potential, shall be dealt with in accordance with the Act.