

**INTERNATIONAL CENTRE FOR PROFESSIONAL DEVELOPMENT IN
HEALTH AND MEDICINE (ICPDHM)
(the “Corporation”)**

TABLE OF CONTENTS

ARTICLE 1 GENERAL	1
1.01 Definitions.....	1
1.02 Interpretation	2
1.03 Headings and Table of Contents.....	2
1.04 Invalidity of any Provisions of this By-law	2
1.05 Corporate Seal.....	3
1.06 Execution of Documents	3
1.07 Financial Year End	3
1.08 Banking Arrangements	3
1.09 Annual Financial Statements	3
1.10 Registered Office.....	4
1.11 Resolutions in Writing.....	4
ARTICLE 2 MEMBERSHIP.....	4
2.01 Membership Classes	4
2.02 Membership Obligations	4
2.03 Termination of Membership.....	5
2.04 Discipline of Members	5
2.05 Membership Transferability.....	6
2.06 Other Matters Relating to Membership	6
ARTICLE 3 FUNDAMENTAL CHANGES.....	6
3.01 Amendments to the Articles or By-laws.....	6
ARTICLE 4 MEETINGS OF MEMBERS.....	7
4.01 Calling Meetings of Members	7
4.02 Persons Entitled to be Present	7
4.03 Notice of Member Meeting.....	8

TABLE OF CONTENTS
(continued)

	Page
4.04 Content of Notice of Meeting	8
4.05 Waiver of Notice.....	8
4.06 Annual Meetings	8
4.07 Chair of the Meeting.....	9
4.08 Quorum of Members	9
4.09 Adjournment of Meeting of Members	9
4.10 Votes to Govern.....	9
4.11 Electronic Participation and Voting at Physical Meetings	9
4.12 Meetings Held Entirely By Electronic Means	9
4.13 Requirements for Electronic Voting	10
4.14 Absentee Voting	10
4.15 Scrutineers	11
ARTICLE 5 DIRECTORS	11
5.01 Duties of Directors	11
5.02 Number of Directors	11
5.03 Qualifications of Directors	11
5.04 No Alternate Directors	12
5.05 Election and Term.....	12
5.06 Removal of Directors	12
5.07 Vacancies on the Board	12
5.08 Filling Vacancies Among Directors.....	12
5.09 Borrowing Powers.....	13
5.10 Delegation	13
5.11 By-laws.....	14
ARTICLE 6 MEETINGS OF DIRECTORS	14
6.01 Calling of Meetings	14
6.02 Notice of Meeting	14
6.03 Waiver of Notice.....	15
6.04 Regular Meetings	15
6.05 Adjourned Meetings	15

TABLE OF CONTENTS
(continued)

	Page
6.06 Participation in Meetings by Electronic Means	15
6.07 Quorum of Directors.....	15
6.08 Votes to Govern.....	15
ARTICLE 7 SCIENTIFIC PLANNING COMMITTEES.....	16
7.01 Formation	16
7.02 Member role on SPC	16
7.03 Program Accreditation Submissions.....	16
ARTICLE 8 CONFLICTS OF INTEREST	16
8.01 Disclosure of Interest by Directors, Officers and Members	16
8.02 Time of Disclosure.....	17
8.03 For Transactions Not Requiring Director or Member Approval	18
8.04 Voting.....	18
8.05 Continuing Disclosure	18
8.06 Access to Disclosure	18
8.07 Contracts Not Invalid	18
8.08 Confirmation by Members.....	19
ARTICLE 9 STANDARD OF CARE AND LIABILITY INSURANCE.....	19
9.01 Standard of Care.....	19
9.02 Director and Officer Liability Insurance.....	19
ARTICLE 10 OFFICERS	20
10.01 Officers.....	20
ARTICLE 11 NOTICES	20
11.01 Method of Giving Notices.....	20
11.02 Omissions and Errors.....	21
ARTICLE 12 EFFECTIVE DATE	21
12.01 Effective Date	21

BY-LAW NO. 1

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

INTERNATIONAL CENTRE FOR PROFESSIONAL DEVELOPMENT IN HEALTH AND MEDICINE (ICPDHM)

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 GENERAL

1.01 Definitions

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

- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23, as amended, restated or in effect from time to time and includes the Regulations;
- (b) “affiliate” means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) “board” means the board of directors of the Corporation;
- (e) “by-law” means this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect
- (f) “director” means a member of the board;
- (g) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (h) “member” means a member of the Corporation;
- (i) “National Standards” means the National Standards for Support of Accredited CPD Activities as published by the Royal College of Physicians and Surgeons of Canada, as amended, supplemented or replaced from time to time;

- (j) “ordinary resolution” means a resolution passed by a simple majority of the votes cast on that resolution, or such greater majority as may be specified in the articles;
- (k) “person” means an individual or entity;
- (l) “proposal” means a proposal submitted by a member that meets the requirements of section 163 of the Act;
- (m) “Regulations” means *Canada Not-for-profit Corporations Regulations, SOR/2011-223* and any other regulation made under the Act, as amended, restated or in effect from time to time;
- (n) “soliciting corporation” has the meaning given to it in the Act;
- (o) “special business” means business transacted at either a special meeting of members or 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;
- (p) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (q) “special resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution, or such greater majority as may be specified in the articles.

1.02 Interpretation

In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified in section 1.01 of this by-law, words and expressions defined in the Act shall have the same meanings when used in this by-law.

1.03 Headings and Table of Contents

The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

1.04 Invalidity of any Provisions of this By-law

- (a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to section 17(3) of the Act, no act of the Corporation, including a transfer of property

to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.

1.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the directors. If a corporate seal is approved by the directors, the secretary of the Corporation shall be the custodian of the corporate seal.

1.06 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chief Executive Officer. In addition, the directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- (b) Notwithstanding the foregoing, any officer or director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the articles, by-laws, resolutions and minutes of meetings of the Corporation.
- (c) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.07 Financial Year End

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

1.08 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other entity carrying on a banking business in Canada or elsewhere as the directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the directors may by resolution from time to time designate, direct or authorize.

1.09 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act to the members, give a notice to its members stating that the annual financial statements and documents provided in section 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office.

1.10 Registered Office

The directors may change the location of the Corporation's registered office within the province specified in the articles.

1.11 Resolutions in Writing

- (a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of directors, is as valid as if it had been passed at a meeting of the board or such committee of directors.
- (b) 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.

ARTICLE 2 MEMBERSHIP

2.01 Membership Classes

Subject to the articles, there shall be one class of members. Membership in the Corporation shall be available only to physicians licensed to practise medicine in a Canadian or foreign jurisdiction and who are interested in furthering the Corporation's purposes, who have applied for and been accepted into membership in the Corporation by ordinary resolution of the directors or in such other manner, and subject to such other criteria, as may be determined by the directors from time to time. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members.

Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendments to this section 2.01 of this by-law if those amendments affect those membership rights or conditions described in sections 197(1)(e), (h), (l) or (m) of the Act.

2.02 Membership Obligations

Members shall be required to contribute to activities of the Corporation in one or more of the following ways and in accordance with such policies and procedures as may be established by the directors from time to time:

- (a) participate in implementation science research initiatives coordinated by the Corporation such as by:
 - (i) contributing to data collection by the Corporation from their own practice;
 - (ii) participating in the design of studies including as members of any committee established by the board for such purpose;
 - (iii) participating in data analyses and interpretation;

- (iv) participating in the dissemination of research results;
- (b) contribute to and be recognized as authors in peer reviewed publications;
- (c) present data arising from the Corporation's research at national and international professional conferences and meetings and through other educational platforms;
- (d) participate and contribute to needs assessment in their area of interest or expertise;
or
- (e) serve on or contribute to a scientific planning committee for educational programs as established by the board.

2.03 Termination of Membership

Subject to the articles, the membership of a member is automatically terminated on the earliest of the date on which:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in section 2.01 of this by-law;
- (c) a member fails, in the determination of the board, to adequately participate in the activities of the Corporation pursuant to section 2.02 of this by-law;
- (d) the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the later of the date of delivery or the date specified in the resignation;
- (e) the member is expelled pursuant to a special resolution passed at a meeting of the members called for the purpose of reviewing the status of one or more members;
- (f) the member is expelled in accordance with section 2.04 of this by-law or such member's membership is otherwise terminated in accordance with the articles or by-laws;
- (g) the member's term of membership expires; or
- (h) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

2.04 Discipline of Members

The directors shall have authority to suspend or expel any member on the following grounds:

- (a) violating any provision of the articles, by-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the directors; or
- (c) for any other reason that the directors consider to be reasonable, having regard to the purpose of the Corporation.

The directors shall, from time to time, establish procedures to be followed in the event that the board or a committee of directors determine that a member should be expelled or suspended from membership in the Corporation, including for example the provision of notice and reasons for the proposed suspension or expulsion and an opportunity for the member to be heard prior. A final decision by the board, or a committee of the directors, as applicable, shall be final and binding on the member, without any further right of appeal.

2.05 Membership Transferability

A membership may not be transferred.

2.06 Other Matters Relating to Membership

The directors may from time to time make, or amend, policies regarding membership and fees, copies of which policies shall be available to members upon request.

ARTICLE 3 FUNDAMENTAL CHANGES

3.01 Amendments to the Articles or By-laws

Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or the by-laws to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;

- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133 of the Act, increase or decrease the number of directors or the minimum or maximum number of directors fixed by the articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

ARTICLE 4 MEETINGS OF MEMBERS

4.01 Calling Meetings of Members

Pursuant to section 160 of the Act and the Regulations:

- (a) The directors shall call an annual meeting of members:
 - (i) not later than 18 months after the Corporation comes into existence; and
 - (ii) subsequently, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year.
- (b) The directors may at any time call a special meeting of members.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the articles to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution

of the members. See Sections 4.11 and 4.12 of this by-law regarding rules for electronic participation and voting at meetings of members.

4.03 Notice of Member Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, the directors and the public accountant of the Corporation (if any is appointed), by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic (including email) or other communication facility to each member who has given written consent to receive notice by electronic means and is 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.

4.04 Content of Notice of Meeting

Notice of a meeting of members at which special business is to be transacted shall:

- (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

4.05 Waiver of Notice

Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.06 Annual Meetings

At every annual meeting of members, in addition to any special business that may be transacted:

- (a) the report of the board, if any, the financial statements, and the report of the public accountant, if any, shall be presented to the members;
- (b) if any audit engagement or review engagement is required, the members shall appoint a public accountant to audit or review the accounts of the Corporation for report to the members at the next annual meeting of members; and
- (c) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).

4.07 Chair of the Meeting

The chairperson of the board or, in the chairperson's absence, the vice-chair of the board or, in the vice-chair's absence, the president of the Corporation shall be the chair of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.08 Quorum of Members

Subject to the Act, a quorum at any meeting of the members shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.09 Adjournment of Meeting of Members

Pursuant to section 162(7) of the Act, if a meeting is adjourned for less than 31 days, it is not necessary for any member to be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.

4.10 Votes to Govern

Subject to ARTICLE 3, at any meeting of members every matter shall, unless otherwise provided by this by-law, the articles or by the Act, be determined by a majority of the votes cast on the matter. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have, in addition to any original vote that he or she may be entitled to as a member or as a representative of a member corporation, a second or casting vote.

4.11 Electronic Participation and Voting at Physical Meetings

- (a) Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- (b) Any person participating electronically in a meeting of members pursuant to section 4.11(a) of this by-law and entitled to vote at such meeting may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of section 4.13 of this by-law.

4.12 Meetings Held Entirely By Electronic Means

- (a) If the directors or members call a meeting of members, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means

of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- (b) Any vote at a meeting held entirely by electronic means in accordance with section 4.12(a) of this by-law may be held, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of section 4.13 of this by-law.

4.13 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic or other communication facility in accordance with section 4.11(b) of this by-law and section 4.12(b) of this by-law if the facility:

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

4.14 Absentee Voting

- (a) A member entitled to vote at a meeting of members may vote:
 - (i) by mailed-in ballot or telephonic, electronic or other communication facility, if the Corporation has a system that:
 - (A) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (B) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted, or
 - (ii) by proxy, if the proxyholder and any alternate proxyholders (who are not required to be members) are appointed in writing by the member to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, provided, however, that a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A member may revoke a proxy:
 - (i) by depositing an instrument in writing at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

- (ii) by depositing an instrument in writing with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; or
 - (iii) in any other manner permitted by law.
- (c) If a form of proxy is created by a person other than the member, the form of proxy must comply with the requirements of section 74(2)(d) of the Regulations.

4.15 Scrutineers

The chair of any meeting of members may appoint one or more persons to act as scrutineer(s) at such meeting and in that capacity to report to the chair such information as to attendance, representation, voting (including the collection, counting and reporting of results) and other matters at the meeting as the chair shall direct.

ARTICLE 5 DIRECTORS

5.01 Duties of Directors

The directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner.

5.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If a minimum and maximum number of directors is provided for in the articles, the directors may, from time to time, fix the number of directors and the number of directors to be elected at annual meetings of the members since the members have delegated such powers to the directors at the date of incorporation. If the Corporation is a soliciting corporation, the Corporation shall have at least three directors, at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Qualifications of Directors

- (a) The following persons are disqualified from being a director:
 - (i) anyone who is less than 18 years of age;
 - (ii) anyone who has been declared incapable by a court in Canada or in another country;
 - (iii) a person who is not an individual; and

- (iv) a person who has the status of a bankrupt.
- (b) A director is required to be a member.

5.04 No Alternate Directors

No person shall act for an absent director at a meeting of the board or a committee of directors.

5.05 Election and Term

Subject to the articles, the members will, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the fourth annual meeting of members following the election.

5.06 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board pursuant to section 5.08 of this by-law.

5.07 Vacancies on the Board

A director ceases to hold office:

- (a) if the director has resigned from office by delivering a written resignation to an officer of the Corporation or chairperson of the board;
- (b) if, at a meeting of members, an ordinary resolution is passed by members (or the relevant class of members, if applicable) that the director be removed from office;
- (c) if the director has the status of a bankrupt;
- (d) if the director is declared incapable by a court in Canada or another country;
- (e) on the death of such director; or
- (f) if the director ceases to be a member.

5.08 Filling Vacancies Among Directors

- (a) A quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure of the members to elect the number or minimum number of directors provided for in the articles.

- (b) If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- (c) A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.09 Borrowing Powers

Unless the articles otherwise provide, the directors may without authorization of the members, from time to time:

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

5.10 Delegation

- (a) Subject to the articles and by-laws:
 - (i) the board may from time to time delegate to a director or a committee of directors, all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation, except that the board shall not delegate authority to:
 - (A) submit to the members any question or matter requiring the approval of members;
 - (B) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - (C) issue debt obligations except as authorized by the directors;
 - (D) approve any financial statements of the Corporation;
 - (E) adopt, amend or repeal by-laws; or
 - (F) establish or modify contributions to be made, or dues to be paid, by members,

- (ii) the powers specified in section 5.09 may be delegated to a director, a committee of directors or an officer of the Corporation.
- (b) Any committee of directors may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

5.11 By-laws

Pursuant to section 152 of the Act:

- (a) Unless the articles otherwise provide, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in section 3.01 of this by-law.
- (b) The directors shall submit every such by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend such by-law, amendment or repeal.
- (c) Subject to section 5.11(e) of this by-law, the by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.
- (d) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under section 5.11(b) of this by-law or if it is rejected by the members.
- (e) If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.

ARTICLE 6 MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chairperson of the board at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in ARTICLE 11 of this by-law to every director not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. 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 sections 5.10(a)(i)(A) to and including 5.10(a)(i)(F) of this by-law.

6.03 Waiver of Notice

A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director 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.

6.04 Regular Meetings

The directors 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 directors fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The board shall meet at least once a year and such meeting shall be held in conjunction with an annual meeting of members.

6.05 Adjourned Meetings

Any meeting of directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place providing a quorum is present at the adjourned meeting. Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.06 Participation in Meetings by Electronic Means

If all the directors have consented, one or more directors may participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.07 Quorum of Directors

A majority of the number of directors fixed by the directors (as contemplated in Section 5.02 of this by-law) constitutes a quorum, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.08 Votes to Govern

Except as may be otherwise specified in this by-law or otherwise required by the Act or the articles, at all meetings of the board or a committee of directors, every question shall be decided by a

majority vote of directors. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall not have a second or casting vote.

ARTICLE 7 SCIENTIFIC PLANNING COMMITTEES

7.01 Formation

Each scientific planning committee (“**SPC**”) shall be established and operated in compliance with the National Standards and comprised of such individuals as may be determined by applicable officer(s) of the Corporation, and confirmed by the board. Each SPC shall include at least one member of the Corporation.

7.02 Member role on SPC

In addition to any other responsibilities held by the member of the Corporation that participates in a SPC, such member shall be familiar, and ensure the SPC is operating in compliance, with the National Standards.

7.03 Program Accreditation Submissions

The board, or such one or more directors as the board may designate, shall review and approve each program accreditation package prior to submission to an applicable organization.

ARTICLE 8 CONFLICTS OF INTEREST

8.01 Disclosure of Interest by Directors, Officers and Members

- (a) A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors the nature and extent of any of the following interests:
 - (i) if the director or officer, in respect of a material contract or material transaction, whether made or proposed, with the Corporation, is:
 - (A) is a party to the contract or transaction;
 - (B) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (C) has a material interest in a party to the contract or transaction.
 - (ii) without limitation to the directors and officers fiduciary and other duties to the Corporation, if the director or officer:
 - (A) is involved in any fashion with a competing organization;

- (B) believes there are facts or circumstances that could reasonably inhibit such director or officer from acting in the best interests of the Corporation for any reason or from maintaining confidentiality of information of the Corporation.
- (b) If a member is a member of a Scientific Planning Committee (SPC), he or she shall disclose to the Corporation in writing all information required to be disclosed pursuant to then-current National Standard Element 3 (Conflict of Interest) of the National Standards, and such other information as may be required to be disclosed pursuant to applicable standards of any foreign jurisdiction under which such member is regulated.
- (c) If a member is disseminating information to third parties in connection with his or her involvement with the Corporation (including as an Author, Exhibitor, Facilitator, Moderator, Speaker as defined in the National Standards) the member shall disclose such information as is required to be disclosed to participants pursuant to the National Standards, and such other information as may be required to be disclosed pursuant to applicable standards in of any foreign jurisdiction under which such member is regulated.

8.02 Time of Disclosure

- (a) The disclosure required by section 8.01 of this by-law shall be made, in the case of a director:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the director was not, at the time of the meeting referred to in section 8.02(a)(i), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
- (b) The disclosure required by section 8.01 of this by-law shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or

- (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

8.03 For Transactions Not Requiring Director or Member Approval

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meeting of the board, the nature and extent of their interest.

8.04 Voting

A director required to make a disclosure under section 8.01 of this by-law shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the Corporation or an affiliate;
- (b) is for indemnity or insurance; or
- (c) is with an affiliate.

8.05 Continuing Disclosure

For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred in sections 8.01(a)(i)(B) or 8.01(a)(i)(C) of this by-law;
- (b) the director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the director's or the officer's interest in the party.

8.06 Access to Disclosure

The members may examine the portions of any minutes of meetings of the board or of committees of directors that contain disclosures under this, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

8.07 Contracts Not Invalid

A contract or transaction for which disclosure is required under section 8.01 of this by-law is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the

contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this by-law;
- (b) the directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

8.08 Confirmation by Members

Even if the conditions of section 8.07 of this by-law are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under section 8.01 of this by-law, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

ARTICLE 9 STANDARD OF CARE AND LIABILITY INSURANCE

9.01 Standard of Care

Every director and officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.02 Director and Officer Liability Insurance

The Corporation shall, from time to time in amounts as determined by the directors, purchase and maintain insurance for the benefit of a director or officer of the Corporation, or 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, against any liability incurred by the individual in the individual's capacity as a director or officer of the Corporation.

ARTICLE 10 OFFICERS

10.01 Officers

The directors may designate the offices of the Corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in section 5.10 of this by-law.

ARTICLE 11 NOTICES

11.01 Method of Giving Notices

- (a) 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, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the directors or to the public accountant shall be sufficiently given:
 - (i) 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 sent by the Corporation in accordance with section 128 (Notice of directors) or section 134 (Notice of change of directors) of the Act; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given when deposited in a post office or public letter box; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- (c) The designated officer of the Corporation may change or cause to be changed the recorded address of any member, director, officer or public accountant in accordance with any information believed by such designated officer to be reliable. The declaration by such designated officer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

11.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer 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.

ARTICLE 12 EFFECTIVE DATE

12.01 Effective Date

Subject to matters requiring a special resolution of the members (which shall be effective as of the date of such special resolution), the making, amending or repeal of any by-law shall be effective from the date of (or, if applicable, the date specified in) the relevant resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If such by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors on the _____ day of February, 2022 and confirmed, without variation, by the members by special resolution on the same date.

Dated as of the _____ day of February, 2022.

DocuSigned by:

Anatoly Langer

A19F206656B548F...
Anatoly Langer – Director, Chief Executive Officer

46713756.6