

Neurological Sciences Foundation of Canada Inc.

Bylaw No. 5

Approved by the Board – June 18, 2007

Sanctioned by the membership – June 18, 2007

Approved April 2011

Article 1 - Definitions and Interpretation

Section 1.1 Definitions

- 1.1.1 “Act” means the *Manitoba Corporations Act*, or any statute that may be substituted therefor, as amended from time to time;
- 1.1.2 “Board” means the Board of Trustees of the Foundation;
- 1.1.3 “Federation” means the Canadian Neurological Sciences Federation (CNSF), and/or, Fédération des sciences neurologiques du Canada (FSNC);
- 1.1.4 “Foundation” means the Neurological Sciences Foundation of Canada Inc., (NSFC);
- 1.1.5 “Member” means those who are eligible to vote at Member Meetings of the Foundation;
- 1.1.6 “Member Meeting” means an annual or special general meeting of the Members of the Foundation;
- 1.1.7 “Super Majority Vote” means an affirmative vote by at least 3/4 of those present and entitled to vote at a meeting;
- 1.1.8 “Trustee” means a member of the Board.

Section 1.2 Interpretation

- 1.2.1 If any doubt shall arise as to the construction or interpretation of any provision of the bylaws, the decision of the Board shall be binding.
- 1.2.2 In these bylaws and in all other bylaws of the Foundation hereafter passed unless the context otherwise requires, 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.

Article 2 - Corporate Seal and Offices

Section 2.1 Corporate Seal

- 2.1.1 The corporate seal of the Foundation shall have the corporate name inscribed thereon, and shall be in such form and design as determined by a Super Majority Vote of the Board.
- 2.1.2 The custody of the seal shall be entrusted to the CEO or another officer whom the Board may designate.

Section 2.2 Offices

- 2.2.1 The registered office of the Foundation shall be located in the City of Winnipeg, in the Province of Manitoba.
- 2.2.2 The business of the Foundation may from time to time be carried on in other places as the Board may by resolution deem expedient.

Article 3 - Membership

Section 3.1 Categories

- 3.1.1 Membership in the Foundation shall comprise the Board of Trustees as described herein, and the Board of Directors of the Federation.
- 3.1.2 Membership in the Foundation is non-transferable.
- 3.1.3 There shall be no membership fees or dues unless otherwise directed by the Members.

Section 3.2 Resignation

- 3.2.1 Any Member may withdraw from the Foundation by delivering to the Foundation a written resignation.
- 3.2.2 Any Member may be required to resign by a Super Majority Vote of the Members at any Member Meeting called for that purpose provided that any such Member shall be granted an opportunity to be heard at such meeting.
- 3.2.3 A Member shall automatically cease to be a Member of the Foundation when he or she ceases to be a Trustee of the Foundation or a Director of the Federation.

Article 4 - Board of Trustees

Section 4.1 Powers, Duties and Responsibilities

- 4.1.1 The affairs of the Foundation shall be governed by a Board of Trustees, which shall supervise, control and direct all its activities.
- 4.1.2 The Board shall actively pursue the objectives and mission of the Foundation and may adopt such policies for the conduct of its business as may be deemed advisable.
- 4.1.3 The Board of Trustees, when acting together in the capacity as a Board, may exercise all the powers and do all the acts and things that the Foundation may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Foundation in a Member Meeting, subject nevertheless to all laws affecting the Foundation and these bylaws.
- 4.1.4 The Board may hire, supervise, guide, assess and dismiss the CEO of the Foundation, and determine his or her remuneration.

- 4.1.5 The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.
- 4.1.6 Subject to these bylaws, the Board is hereby authorized, from time to time to:
- a) borrow money upon the credit of the Foundation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b) to limit or increase the amount to be borrowed;
 - c) to issue or cause to be issued bonds, debentures or other securities of the Foundation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
 - d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Foundation, and the undertaking and rights of the Foundation.
- 4.1.7 The Board may delegate to any committee or Officer any or all powers, duties and authority of the Board, which may lawfully be granted.

Section 4.2 Composition

- 4.2.1 The Board of Trustees shall comprise up to 20 Trustees elected by the Members of the Foundation from amongst the member organizations of the Federation.
- 4.2.2 The CEO of the Federation shall be entitled to notice of and to attend meetings of the Board but shall not be entitled to vote on any matter before the Board.
- 4.2.3 Trustees must be individuals, who are at least 18 years of age, and with power under law to contract.

Section 4.3 Term of Office

- 4.3.1 Trustees shall take office on July 1, and shall serve a term of 1 year or until their successors are elected.
- 4.3.2 Trustees may be re-elected as frequently as may be decided by the Members.

Section 4.4 Board Vacancies

- 4.4.1 Any vacancy on the Board may filled by an appointment of the Board.

Section 4.5 Meetings

- 4.5.1 The Board shall meet at least twice per year at such times and places and using whatever communication methods as the President may designate, providing such methods are acceptable to a majority of the Trustees.
- 4.5.2 Any or all members of the Board or committees of the Board may participate by telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.
- 4.5.3 The Board may meet by teleconference provided that either a majority of the Board consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Trustees of the Foundation.
- 4.5.4 The Board may meet by other electronic means that permits each Trustee to communicate adequately with each other, provided that:
- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
 - b) each Trustee has equal access to the specific means of communication to be used;
 - c) each Trustee has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.5.5 Trustees shall be given reasonable notice of meetings of the Board, and such notice may be provided by electronic means.
- 4.5.6 No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting, or make void any proceedings taken thereat, and any Trustee may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.5.7 The President may invite an observer as appropriate to report on any matter of interest to the Board.
- 4.5.8 All meetings of the Board shall be chaired by the President. In the absence of the President, a Vice-President shall chair the meeting. In the absence of both the President and the Vice-Presidents, the Board may appoint another Trustee to chair the meeting.

Section 4.6 Special Meetings

- 4.6.1 The President shall call a special meeting of the Board at any time and place specified in a written demand by a majority of the Trustees entitled to vote. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

Section 4.7 Quorum

- 4.7.1 At any meeting of the Board, a quorum shall consist of a majority of those entitled to be present and vote.
- 4.7.2 Trustees who declare a conflict of interest shall nonetheless be counted in determining a quorum.
- 4.7.3 If the number of Trustees present at a Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Section 4.8 Voting Rights and Procedures

- 4.8.1 Only Trustees entitled to vote in accordance with these bylaws and present at any meeting of the Board may vote.
- 4.8.2 In the case of an equality of votes, the motion shall be defeated.
- 4.8.3 Proxies are not accepted at meetings of the Board.
- 4.8.4 Unless otherwise required by the Act or these bylaws, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting.
- 4.8.5 A resolution in writing, signed by all the Trustees entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting. Resolutions of the Trustees may be executed in counterpart with the same effect as if all Trustees had signed the same resolution. Any execution of a resolution of the Trustees may be delivered by fax and each faxed signature shall be deemed to be an original signature.

Section 4.9 Remuneration

- 4.9.1 Trustees shall receive no remuneration for duties performed on behalf of the Foundation.
- 4.9.2 Trustees may be reimbursed for reasonable expenses incurred while performing such duties.

Section 4.10 Removal

- 4.10.1 A Trustee may be removed by a majority vote of the Members at a Member Meeting called for that purpose.
- 4.10.2 A Trustee shall cease to hold office:
- a) by delivering a written resignation to the CEO;
 - b) if he is found by a court to be of unsound mind;
 - c) if he becomes bankrupt; or
 - d) on death.

Article 5 - Nominations and Elections

5.1.1 The nomination process shall be as defined from time to time by the Board.

5.1.2 Trustees shall be elected by the Members at the annual general meeting.

Article 6 - Officers

Section 6.1 Number of Officers

6.1.1 The officers of the Foundation shall be the President, up to three Vice-Presidents, and the CEO.

Section 6.2 Duties of Officers

6.2.1 The duties of officers shall be such as their titles by general usage would indicate, as may be required by law, noting:

- a) The President will call and chair the meetings of the Board and will implement policies governing the Board.
- b) The President shall chair all Member Meetings.
- c) In the event of the President's absence, disability, or refusal to act, one of the Vice-Presidents shall chair the meetings.
- d) The Officers will perform those duties as assigned by the Board from time to time.

Section 6.3 Term of Office

6.3.1 The Officers shall be elected, to a one-year term, by the Board from among their number, and shall remain in office until the election or appointment of their successors, with the exception of the CEO whose term, by resolution of the Board, shall be subject to terms and conditions of employment.

Section 6.4 Vacancies

6.4.1 If the office of the President becomes vacant, the Board may appoint one of the Vice-Presidents as President for the balance of the term.

6.4.2 If the office of the Vice-President becomes vacant, that office may be filled by an appointment of the Board

Section 6.5 Removal of Officers

6.5.1 The Board may, through a Super Majority Vote, remove an Officer:

- a) Whose conduct shall be determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Board or the Foundation;
- b) Who commits a breach of the bylaws or Statutes of the Foundation; and/or,
- c) Who, by virtue of non-attendance, is unable to perform other requirements of his/her position

Article 7 - Committees

- 7.1.1 The Board may cause to be appointed, from time to time, an advisory, special, or standing committee, or task force, or person, to address the business of the Foundation and the fulfilment of its objectives.
- 7.1.2 The Board shall set the composition, mandate, power and term of any appointments made in accordance with Article 7 of these bylaws.

Article 8 - Member Meetings

Section 8.1 Annual and Special General Meetings

- 8.1.1 The annual general meeting of the Foundation shall be held at such time and place as determined by the Board subject to Sub-Section 8.1.3 in these bylaws.
- 8.1.2 Special general meetings of the Foundation may be held upon the call of the Board at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least 50% of the Members within 60 days after the filing of such a request with the CEO. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.
- 8.1.3 Member Meetings may be held in Canada or outside Canada as determined by the Board.

Section 8.2 Notice

- 8.2.1 At least 20 days' notice of Member Meetings shall be given in writing and/or by electronic means.
- 8.2.2 No error or omission in giving notice of Member Meetings or adjourned Member Meetings shall invalidate such meeting, or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 8.3 Quorum

- 8.3.1 At any Member Meeting, at least 2/3 of the Members present in person or by proxy, as verified by the CEO, shall constitute a quorum. Should the number of Members present

in person or by proxy at a Member Meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Section 8.4 Proxies

8.4.1 Any Member may be represented by proxy at Member Meetings of the Foundation by another Member, provided such proxy shall be in writing on the form provided by the CEO, or a facsimile thereof. Members shall be provided with the proxy form at least 20 days before Member Meetings.

Section 8.5 Order of Business

8.5.1 The official business to be conducted at the annual general meeting shall include:

- a) Election of the Board;
- b) Ratification of proposed amendments to the bylaws;
- c) Appointment of auditor; and
- d) Presentation of annual audited financial statements.

8.5.2 All matters of procedure not specifically provided for by these bylaws shall be governed by the latest published edition of Robert's Rules of Order.

Section 8.6 Voting

8.6.1 Each Member present in person or by proxy shall have one vote at Member Meetings.

8.6.2 Unless otherwise specifically provided, a majority of Members present in person or by proxy shall be competent to do and perform all acts that are or shall be directed to be done at any Member Meeting. In the event of a tie, a motion shall be lost.

8.6.3 A resolution in writing, signed by all the Members entitled to vote on that resolution at a Member Meeting is as valid as if it had been passed at a Member Meeting. Resolutions of the Members may be executed in counterpart with the same effect as if all Members had signed the same resolution. Any execution of a resolution of the Members may be delivered by fax and each faxed signature shall be deemed to be an original signature.

Section 8.7 Electronic Meetings

8.7.1 The Members may meet by teleconference or other electronic means that permit Members to communicate adequately with each other, and providing such methods are acceptable to a majority of Members.

8.7.2 Any or all Members may participate in a Member Meeting in accordance with 8.7.1, and a Member Delegate participating in a Member Meeting by such means is deemed to be present at the meeting.

8.7.3 The Members may meet by other electronic means that permits each Member to

communicate adequately with each other, provided that:

- e) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- f) each Member has equal access to the specific means of communication to be used;
- g) each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 9 - Finance

Section 9.1 Financial Year

9.1.1 Unless otherwise ordered by the Board, the fiscal year of the Foundation shall be January 1 to December 31.

Section 9.2 Signing Authority

9.2.1 All transactions on behalf of the Foundation shall be managed and signed by Officers, Trustees, employees, or agents of the Foundation in such manner as shall be determined by resolution of the Board.

Article 10 - Indemnification

10.1.1 Except as otherwise provided in Section 119 of the Act, every Trustee or Officer of the Foundation, or other person who has undertaken or is about to undertake any liability on behalf of the Foundation, or any company controlled by it 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 Foundation, from and against;

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

10.1.2 Except as otherwise provided in Section 119 of the Act, the Foundation may purchase and maintain insurance on behalf of one and all of its Trustees or Officers or former Trustees, Directors or Officers against any liability incurred by them by reason of being or having been Trustees, Directors or Officers of the Foundation, whether or not the Foundation would have the power to indemnify them against such liability or settlement under the provisions of this these bylaws.

Article 11 - Auditors

Section 11.1 Appointment

11.1.1 The Members may, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Foundation for report to the Members at the next annual general meeting, or may dispense with such appointment by a majority vote

Section 11.2 Eligibility

11.2.1 To be eligible for appointment by the Members, the auditor must be licensed or authorized to render an opinion on the financial statements in Manitoba or in any province where a Foundation office is located.

Section 11.3 Term of Office

11.3.1 The auditor shall hold office until the next annual general meeting provided that the Trustees may fill any casual vacancy in the office of the auditor.

Section 11.4 Remuneration

11.4.1 The remuneration of the auditor shall be fixed by the Board.

Article 12 - Dissolution

Section 12.1 Dissolution of the Foundation

12.1.1 In the event that the Foundation is dissolved, and after payment of all indebtedness of the Foundation, the remaining funds, investments, and other assets shall be distributed to registered charities in Canada carrying on similar activities solely in Canada.

12.1.2 No part of the income or capital of the Foundation shall be payable to or otherwise made available for the personal benefit of any of the Members.

Article 13 - Bylaw Amendments

Section 13.1 Amendment of Bylaws

13.1.1 The bylaws of the Foundation may be repealed or amended by a majority vote of the Board, and sanctioned by a Super Majority Vote of the Members present in person or by proxy at a Member Meeting duly called for the purpose of considering the repeal or amendment of the bylaws.

13.1.2 All previous bylaws of the Foundation are hereby repealed, provided that such repeal shall not affect the previous operation of such repealed bylaw or affect the validity of any act or right, privilege or liability acquired prior to its repeal.