

A by-law relating generally to the conduct of the affairs of **LHON Canada** (the "Corporation")

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

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**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;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "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;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 2. Interpretation** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

- 3. Execution of Documents** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors.

In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Financials

- 4. Financial Year End** The financial year end of the Corporation shall be December 31 in each year.
- 5. Banking Arrangements** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of 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 board of directors may by resolution from time to time designate, direct or authorize.

- 6. Borrowing Powers** If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:
- borrow money on the credit of the corporation;
 - issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
 - mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- 7. Delegation of Borrowing Powers** Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation. Such delegated powers can be subject to controls such as dual-signing authority and delegated borrowing thresholds.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

Annual Financial Statements The Corporation will circulate annual financial statements to members in advance of the annual general meeting.

Tuesday, March 3, 2020³The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and

any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Membership (inc. Directors)

- 9. Membership Conditions** Subject to the articles, there shall be one class of members in the Corporation, which includes Directors.

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Transferring Membership A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

- 10. Notice of Members Meeting** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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.

If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

- 12. Members Calling a Members' Meeting** The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the

voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings Pursuant to Section 171(1) of the Act (Absentee Voting), a member entitled to vote at a meeting of members may vote by proxy.

They can do so by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy, subject to the following requirements:

- 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; and
- notice is provided to the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

A proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed.

14. Changes to Member Conditions, Meetings and Voting Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation regarding membership conditions, meetings and notice, or voting.

15. Termination of Membership A membership in the Corporation is terminated when:

- the member dies or resigns;
- the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or

- the Corporation is liquidated and dissolved under the Act.

12. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- violating any provision of the articles, by-laws, or written policies of the Corporation;
- carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

18. Procedures for Discipline of Members In the event that the board determines that a member should be expelled or suspended from membership in the Corporation:

- The president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
- In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify

the member that the member is suspended or expelled from membership in the Corporation.

- If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- The board's decision shall be final and binding on the member, without any further right of appeal.

Meetings

19. Proposals Nominating Directors at Annual Members' Meetings Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

20. Cost of Publishing Proposals for Annual Members' Meetings The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

21. Place of Members' Meeting Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

22. Persons Entitled to be Present at Members' Meetings Members (including directors) and non-members are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according

to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

23. Chair of Members' Meetings In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

24. Quorum at Members' Meetings A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 55 percent 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.

25. Voting at Members' Meetings At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 in addition to an original vote shall have a second or casting vote.

26. Participation by Electronic Means at Members' Meetings A person participating in a meeting by means of telephonic, electronic or other communication facility is deemed to be present at the meeting.

Any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any electronic means that the Corporation has made available for that purpose.

27. Members' Meeting Held Entirely by Electronic Means If the directors or members of the Corporation call a meeting of

members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Board of Directors

28. Number of Directors The board shall consist of the number of directors specified in the articles.

If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

29. Term of Office of Directors Newly elected directors shall be elected for three-year (3) terms, except where an election is held to fill the unexpired portion of a term.

To the extent possible, director appointments will be phased to ensure that terms do not all expire simultaneously.

30. Calling of Meetings of Board of Directors Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

31. Notice of Meeting of Board of Directors Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 21 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

32. Voting at Meetings of the Board of Directors At all meetings of the board, every resolution shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

33. Committees of the Board of Directors The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.

Any such committee may formulate its own rules of procedure, subject regulations or directions of the board may. Any committee member may be removed by resolution of the board of directors.

Officers of the Corporation

34. Appointment of Officers The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

A director may be appointed to any office of the Corporation. An officer may, but need not be, a director. Two or more offices may be held by the same person.

35. Officers of the Corporation Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- **Chair of the Board** – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- **Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- **President** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the

secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

Other Provisions

36. Method of Giving Notice Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- 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 134 (Notice of change of directors);
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

37. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as

aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 38. Invalidity of Provisions of this By-law** The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.
- 39. Omissions and Errors** The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 40. Dispute Resolution Procedure** In the event of a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation, the primary approach for dispute resolution is through private meetings between the parties.

In the event the dispute is not resolved, as an alternative to a law suit or legal action, the dispute or controversy shall be settled by a process of dispute resolution as follows:

Mediation The dispute or controversy shall first be submitted to a panel of mediators whereby:

- the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator;
- the three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;
- the number of mediators may be reduced from three to one or two upon agreement of the parties;
- all costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

Arbitration If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration whereby:

- it will go before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute;
- the parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind;

- the decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law;
- all costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

This procedure relates to a dispute or controversy arising out related to the articles or by-laws, or out of any aspect of the operations of the Corporation. It is without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act.

41. By-laws and Effective Date 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 members by ordinary resolution. 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. 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.