

**By-law No. 1 (General)**

- Objects**
1. The objects of the Corporation are:
    - i) To monitor, promote and advocate positive cancer policies;
    - ii) To monitor and promote public funding for the control and prevention of cancer;
    - iii) To promote and enable public participation in all aspects of cancer-related decision-making; and,
    - iv) To ensure that credible assessments and evaluations of cancer-related activities are produced and made available and accessible to the public.
- Head Office**
2. Until changed in accordance with the Canada Corporations Act, the head office of the Corporation shall be at the City of Toronto, in the Municipality of Metropolitan Toronto in the Province of Ontario.
  3. The operations of the Corporation may be carried on throughout Canada.
- Fiscal Year**
4. The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as may be fixed by resolution of the Board of Directors.
- Seal**
5. The seal, an impression whereof is affixed below, shall be the corporate seal of the Corporation.

Membership

6. Membership in the Corporation shall be limited to persons or organizations interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation. A person or organization is eligible to be a member where they have paid the annual membership fee. Membership in the Corporation shall not be transferable.
7. All members of the Corporation shall be organized into one of the five following regions of Canada based on the location of their primary residence, if they are individuals, or their head office, if they are organizations:
  - i) Pacific (British Columbia, Yukon);
  - ii) Western (Alberta, Saskatchewan, Manitoba, Northwest Territories, Nunavut);
  - iii) Ontario;
  - iv) Quebec; and,
  - v) Atlantic (New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland & Labrador).
8. Membership fees in the Corporation shall be approved by the Board of Directors from time to time.
9. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the President.
10. Any member may be required to resign by a vote of two-thirds (2/3) of the members at an Annual General Meeting or special meeting, provided that notice of intention to terminate has been given to such member not less than fourteen (14) days prior to the meeting at which such resolution will be considered. Grounds for termination include conduct that is inconsistent with furtherance of the objects of the Corporation.

Meetings of  
Members

11. The Corporation shall hold Annual General Meeting of its members in the city where the head office of the Corporation is situated or such other place within Canada on such day in each year and at such time as the Board of Directors decides.
12. Other meetings of the Corporation may be convened by order of the Chair, or by the Board, or where at least ten per cent (10%) of the members entitled to vote at such meeting so request in writing and deposit the requisition at the head office of the Corporation. A special meeting of the Corporation shall be held at any date and time and at any place within Canada.
13. Notice of the time and place of each meeting of members shall be mailed to each member by postal service at least fourteen (14) days before the day on which the meeting is to be held and in exceptional circumstances notice may be sent by electronic means such as email or facsimile no less than 48 hours prior to such meeting. For the purposes of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be that recorded on the books of the Corporation.

No error or omission in giving notice of any meeting of the members or any adjourned meeting of the members 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 or confirm any or all proceedings taken or had thereat.

14. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment thereon.
15. If a majority of the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone, or other electronic communication facilities as permit all persons participating in the meeting to have equal access, to hear each other simultaneously and instantaneously and with all appropriate security measures in place to protect the confidentiality of any matters considered. A member participating in such a meeting by such means is deemed to be present at the meeting for the purposes of quorum and their votes shall be indicated verbally rather than by a show of hands.

16. At every Annual General Meeting, in addition to any other business that may be transacted, the business shall include the:
- i) minutes of the previous meeting;
  - ii) report of the Chair of the Board of Directors;
  - iii) report of the unfinished business from any previous meeting of the Corporation;
  - iv) report of the President;
  - v) report of the auditor and the audited financial statement;
  - vi) report of the nominating committee and the election of directors; and
  - vii) appointment of an auditor to hold office until the next Annual General Meeting.
17. Each member present at an Annual General Meeting or special meeting shall have the right to exercise one vote.

Every question submitted to any meeting of members shall be decided by a majority of members present unless the Act or these by-laws otherwise provide.

At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

**Quorum for  
Meeting of  
Members**

18. Twelve (12) members of the Corporation shall constitute a quorum for a meeting of members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

Directors

19. The affairs of the Corporation shall be managed by a Board of Directors consisting of up to twenty-one (21) directors, until changed by resolution of the Board of Directors. There shall never be fewer than five (5) directors.
20. The Board shall be comprised of five (5) directors elected by the members of the Corporation, each of whom shall reside in each one of the five different regions and who shall be responsible for bringing forward to the Board information on the activities in their region. The remaining directors shall be considered directors-at-large. At least twenty-five percent (25%) of the directors shall be cancer survivors.
21. Directors shall be individuals of the full age of eighteen years of age with power under law to contract and shall, at the time of their election or appointment or within one week thereafter and throughout their term as a director, be members of the Corporation.

No spouse, child, parent, brother, or sister of any person who is a member of the Board or an employee of the Corporation shall be eligible for election or appointment to the Board.

No person may be elected or appointed to the Board or continue to be a director effective immediately where:

- i) he or she is an undischarged bankrupt;
  - ii) he or she is found by a court to be mentally incompetent or of unsound mind;
  - iii) by notice in writing to the President of the Corporation he or she resigns as a director.
22. Failure of a director to attend three consecutive meetings of the Board may be deemed to constitute resignation of that director and the Board may by resolution accept such resignation. Exceptions may be made for those directors whose attendance is affected by a significant illness.

Any director may be removed from that office before the expiration of his/her term by resolution passed by two-thirds (2/3) of the votes cast at a special meeting of the Corporation called for that purpose.

Staggered  
Terms for  
Directors

23. The first elected directors shall hold office for initial terms of one (1), two (2), and three (3) years, with one-third (1/3) of the initial terms being for staggered terms of one (1), two (2) and three (3) years respectively so that approximately one third (1/3) of the elected directors' terms shall each end in the year 2002, in 2003 and in 2004. Upon the expiry of the initial terms, all directors shall subsequently hold office for a three (3) year term.
24. A director may serve two consecutive terms. The same person may be re-appointed or re-elected as a director for up to one additional term or part thereof provided that at least one (1) year has passed since his or her second term ended.
25. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and a successor is elected.
26. Subject to all the requirements of Section 57 of this By-law, nominations for election as director at the Annual General Meeting of the Corporation may be made only by:
  - i) the nominating committee of the Board which shall nominate candidates for election; or
  - ii) members of the Corporation, provided that each nomination by a member is made in writing and signed by at least two members in good standing, accompanied by a written declaration signed by the nominee stating that he or she will serve as a director in accordance with this By-law if elected, and submitted to and received by the Secretary at least seven (7) days before the date of the Annual General Meeting.
27. From time to time in the event of a vacancy on the Board, the Board may by majority vote, appoint an individual member to fill the vacancy and the member so appointed shall serve the remainder of the term of the director that he or she replaces.
28. The directors shall serve without remuneration but they may be paid reasonable out-of-pocket expenses incurred in the performance of his or her duties as a director or officer of the Corporation.

Powers Of  
Directors

29. The directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
30. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees, including to the President. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The directors of the Corporation may from time to time

- i) borrow money upon the credit of the Corporation;
- ii) limit or increase the amount to be borrowed;
- iii) to issue or cause to be issued bonds, debentures or other securities of the Corporation 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;
- iv) to secure any such bond, debenture or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently owned or acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation

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.

31. The Board of Directors shall take such steps as it deems requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
32. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The Board of Directors shall hire and appoint and may at any time revoke or suspend the appointment of the President. The remuneration of the President and all agents and employees shall be approved from time to time by the Board.
33. Remuneration paid to individual officers shall be fixed by the Board of Directors by resolution.
  - i) The Board of Directors may from time to time, as it deems necessary, appoint one or more persons with particular expertise to be special advisors to the Board. Such special advisors shall advise the Board of Directors on the matters and within the parameters as requested by the Board. The Board of Directors may revoke any such appointment at any time.
  - ii) Special advisors to the Board of Directors shall serve without remuneration but they may be paid, with prior approval of the Board, reasonable out-of-pocket expenses incurred in the performance of their advisory role.

Meetings of the  
Board of Directors

34. Meetings of the Board may be held either at the head office of the Corporation or at any place within Canada. Provided a majority of the Board of Directors approves the Board or any Board committee or working group may hold a particular meeting by means of conference telephone, or other electronic communication facilities as permit all persons participating in the meeting to have equal access, to hear each other simultaneously and instantaneously and with all appropriate security measures in place to protect the confidentiality of any matters considered. Persons participating in a meeting by such means shall indicate their votes verbally rather than by a show of hands.
35. Notice of any meeting of the Board shall be given, other than by mail sent by postal service, to each director no fewer than forty-eight (48) hours prior to such meeting, including electronic means such as e-mail and facsimile. Mailed notice sent by postal service shall be sent at least fourteen (14) days prior the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.
36. There shall be at least three (3) meetings per year of the Board of Directors.
37. The Board of Directors shall meet annually with the President to undertake strategic planning and to review the vision of the Corporation and other employees, members, agents and other persons may be invited to participate.
38. Board meetings may be convened by the Chair, or by the Secretary if three (3) directors so request in writing and specify the business to be transacted at such meeting. A meeting of the Board shall be held without notice immediately following the Annual General Meeting.

Quorum

39. A quorum for Board meetings shall be a majority of the directors in office. Directors attending the meeting via conference telephone or other electronic means are deemed to be present for the purposes of quorum. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
40. Business arising at any meeting of the Board shall be decided by a majority of the directors present at such meeting. Subject to Section 34 herein, votes shall be taken by a show of hands, in which case the chair of the meeting shall not have a vote, and if there is an equality of votes the chair of the meeting shall vote in order to break the tie. Each director is authorized to exercise one (1) vote. A proxy vote may not be cast at a meeting of the Board. Written resolutions may not replace a meeting of the Board.
41. A declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution, vote or motion.
42. All Board meetings shall be open to the members except as set forth in this by-law. All persons attending a Board meeting, other than directors, shall have observer status only and cannot address the Board or ask questions at such meeting unless they have made a prior request to the chair of the meeting and such request has been accepted. The chair of the meeting shall decide whether the requesting party should address the Board or one of the Board committees or working groups. When sensitive or confidential matters are to be addressed at a meeting of the Board, the chair of the meeting may call a closed meeting or may declare an open meeting to be closed from which persons who are not directors shall be excluded.

Indemnities to  
Directors and  
Others

43. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors, administrators, and estate and effects, respectively, shall from time to time and all times be indemnified and saved harmless out of the funds of the Corporation, from and against:
- i) all costs, charges and expenses whatsoever that such director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her or him, in or about the execution of the duties of her or his office or in respect of any such liability;
  - ii) all other costs, charges and expenses that she or he sustains or incurs in or about or in relation to the affairs thereof, except costs, charges or expenses that are occasioned by her or his own willful neglect or default.

Officers

44. The officers of the Corporation shall be a Chair, Vice-Chair(s), a Past Chair, the President and such other officers as the Board of Directors may determine. At a Board meeting held immediately after the Annual General Meeting of the Corporation, the Board of Directors shall elect a Chair, and appoint the Vice-Chair(s). All officers except the President shall be directors. Any officer of the Corporation shall cease to hold office upon resolution of the Board removing such officer from office with or without cause. If any office becomes vacant, for any reason, the Board of Directors may appoint an eligible person to fill the vacancy and the person so appointed shall serve the remainder of the term of the officer that he or she replaces.
45. The officers of the Corporation shall hold office for two (2) years from the date of election or appointment or until their successors are elected or appointed in their stead. Upon the end of their term as officers, all officers shall step down from their office. A person may be elected or appointed as an officer of the Corporation provided that at least one (1) year has passed since their last term as officer ended however, no person may serve as Chair for more than two terms in total.

Chair

46. The Chair shall manage the Board in fulfilling its governance responsibilities. The Chair shall ensure the effectiveness and integrity of the Board's operations by ensuring:
- i) the accomplishment of the Corporation's strategic plan and mission;
  - ii) compliance with all statutory and fiduciary requirements;
  - iii) accountability, communication and responsiveness to the Corporation's members; and,
  - iv) leadership and vision consistent with the Corporation's core values.
47. The Chair shall be responsible for:
- i) presiding at all meetings of the Corporation and the Board;
  - ii) establishing the agenda for Board meetings;
  - iii) appointing the chairs of Board committees and Working groups;
  - iv) serving as a member of all Board committees and Working groups except the Nominating Committee;
  - v) appointing directors and other persons to Board committees and Working groups or delegating such responsibility to the chairs of Board committees or Working groups;
  - vi) reporting to each Annual General Meeting of the members of the Corporation concerning the management and operations of the Corporation; and,
  - vii) performing such other duties as may be determined by the Board of Directors.

- Vice-Chair(s) 48. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and the exercise the powers of the Chair, and shall perform any other duties assigned by the Chair or as determined from time to time by Board of Director's resolution.
- President  
(Treasurer) 49. The President shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Corporation subject to direction by the Finance and Audit Committee of the Board taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.
- President  
(Secretary) 50. The President may be empowered by the Board of Directors upon resolution, to carry out the affairs of the Corporation generally and under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board to do so and such person or persons as named in the resolution.

Board  
Committees

51. The Board committees constituted by the Board shall be standing committees, being those committees whose duties are normally continuous; and, working groups, being those special committees appointed at the pleasure of the Board for specific duties and whose powers will expire with the completion of the tasks assigned or at a date specified by Board resolution. The composition and any additional functions of the standing committees to those specified in this by-law shall be as provided by Board resolution.
52. The functions, powers and composition of working groups shall be as provided by Board resolution. Working groups may be established to assist the Board in discharging its responsibilities and in achieving the objects of the Corporation and shall report to the Board. The terms of reference for each working group shall identify the specific task assigned to it and may be amended from time to time by Board resolution to allow the Board to respond to emergent issues and needs. Each working group shall be chaired by a director and shall include, at a minimum, the President, a member of the Corporation who is not a director or employed by the Corporation, and a person with expertise in the area of the working group's mandate.

Executive  
Committee

53. There shall be an executive committee composed of directors who shall be appointed by the Board of Directors, including at least the Chair, Past Chair, Vice Chair and President. The executive committee shall exercise such powers as are authorized by the Board of Directors, including conducting specific Board functions and making decisions on behalf of the Board as a whole, as directed by the Board in such circumstances as summer recess of the Board or otherwise between meetings. The executive committee must be suitably empowered to act on behalf of the Board between Board meetings on matters that require immediate attention and must promptly provide to all Board members minutes of executive committee meetings. Actions taken by the executive committee on matters that require immediate attention as aforesaid shall be subject to review by the Board at its next meeting. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.
54. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Not less than two members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee shall invalidate such meeting or may void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.

- Nominating Committee**
55. There shall be a nominating committee of the Board of Directors. It shall consist of any two (2) directors.
56. The nominating committee shall be responsible for the overall effectiveness of Board composition. It shall ensure appropriate structures and processes are in place for effective Board composition, recruitment, career dynamics and succession. The nominating committee shall report to the Board of Directors and shall:
- i) establish criteria for selection of suitable persons for nomination to the Board which shall be approved by the Board;
  - ii) develop and administer a process of recruitment and screening prospective directors;
  - iii) review each prospective directors' application to determine their level of interest, skill and potential contribution;
  - iv) on the basis of selection criteria approved by the Board and the eligibility requirements for directors specified in this by-law, select persons suitable for nomination as Board members and submit a slate of candidates to the membership for election at the Annual General Meeting of the Corporation;
  - v) select persons suitable for nomination as Board members to be appointed by the Board of Directors to fill vacancies on the Board which may occur between Annual General Meetings and, as the case may be necessary, submit a slate of candidates to the Board for approval.
- Finance and Audit Committee**
57. There shall be a finance and audit committee of the Board of Directors, as appointed by the Board. The finance committee shall monitor the Corporation's financial position and investments, and shall review and advise the Board regularly on all matters relating to the Corporation's finances, financial and investment policies, the operating budget, revenues and expenses. The finance committee shall work directly with the auditor on behalf of the Board of Directors. It shall exercise such powers and conduct such functions as are authorized by the Board of Directors from time to time.
- Auditors**
58. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

Execution  
of  
Documents

59. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two officers and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint an officer or officers, the President or any person or persons on behalf of the Corporation to sign specific contracts, documents or instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer, the President or person or persons, appointed by resolution of the Board of Directors.
60. The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

Rules and  
Regulations

61. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual General Meeting of members, shall at and from time to time cease to have any force and effect.

- Dissolution**      62. It is specifically provided that in the event of dissolution or winding-up of the Corporation, all of its remaining assets after payment of liabilities shall be distributed to appropriate cancer care institutions or charities.
- Amendment of By-Laws**      63. The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

The undersigned certifies that this is a true copy of By-law No. 1 (General) of the Corporation approved and adopted by the members of the Corporation at the Annual General Meeting of the Corporation held on May 29, 2006.

Dated at Toronto this \_\_\_\_\_ day of February, 2007.

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