

BYLAWS

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

CONDITIONS OF MEMBERSHIP

2. The members of the corporation will be comprised of the following:

- (a) those individuals who, from time to time, are directors of the corporation or Planned Lifetime Advocacy Network (“**PLAN**”), a British Columbia society, each of whom shall automatically be admitted to membership of the corporation upon their election or appointment as a director of the corporation or PLAN, as the case may be, without need for making a further application for membership; and
- (b) those individuals who have been admitted to membership by the board of directors in accordance with these bylaws.

3. Each member will be entitled to receive notice of, attend and, subject to these by-laws, vote at all meetings of members.

4. In order to be eligible to be admitted as, and to remain, a member of the corporation pursuant to bylaw 2(b), an individual must demonstrate, to the satisfaction of the board of directors of the corporation, in their sole discretion, an interest in furthering the goals, purposes and objectives of the corporation.

5. An eligible person may apply in writing to the directors of the corporation for membership in the corporation in accordance with these Bylaws and on acceptance by the directors and payment of the accompanying membership dues, if any, will be a member. The directors may, in their sole discretion, accept or refuse a written application for membership.

6. Applications for membership in the corporation must:

- (a) be in writing and, if applicable, on an application form approved by the directors from time to time and be submitted to the corporation at the registered address of the corporation or to an authorized representative of the corporation;
- (b) include any documents or other information as the directors of the corporation may require to confirm eligibility for membership;
- (c) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the corporation by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant; and
- (d) be accompanied by any membership dues which are payable.

7. Membership is not transferable.

8. There shall be no membership fees or dues unless otherwise directed by the board of directors.

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 secretary of the corporation.

10. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

11. Membership in the corporation will automatically cease upon the members ceasing to meet the criteria for membership including, in the case of members admitted pursuant to bylaw 2(a), ceasing to be a director of at least one of the corporation or PLAN.

BOARD OF DIRECTORS

12. The property and business of the corporation shall be managed by a board of not less than four (4) and not more than ten (10) directors of whom a majority shall constitute a quorum. The number of directors shall be determined from time to time by a majority of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, at least 18 years of age, with power under law to contract. Directors need not be members.

13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.

14. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

15. Directors shall be elected by the members at the annual meeting of members and the term of office shall normally be two (2) years. However, the members may by resolution determine that some or all vacant directors' positions shall have a term of less than two (2) years, the length of such term to be determined by the members in their discretion.

16. Directors may be elected to three consecutive terms, but then must cease to be a director for at least one year before being eligible for re-election.

17. The office of director shall be automatically vacated:

- (a) if the director resigns his or her office by delivering a written resignation to the secretary of the corporation;
- (b) if the director becomes bankrupt or suspends payment or compounds with creditors;
- (c) if at a special general meeting of members a resolution is passed by 75% of the members present at the meeting that the director be removed from office;
- (d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the remaining directors by majority vote, may, by appointment, fill the vacancy.

18. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

19. If all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

20. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

21. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

22. 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.

23. Officers, agents, employees and committee members shall be paid such remuneration for their services, if any, as the board of directors may from time to time determine.

DIRECTOR INDEMNITY

24. Every director and officer of the corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the provisions of the *Canada Corporations Act*, or any statute that may be substituted therefor, no director or officer shall be liable for the acts, neglects or defaults of any other director or officer or employee of the corporation or for joining in any receipt or act for conformity or for any loss, damage or expense to the corporation arising through the insufficiency or deficiency to title to any property acquired for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the corporation shall be deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such office or in relation thereto.

25. Subject to the provisions of the *Canada Corporations Act*, or any statute that may be substituted therefor, the corporation shall indemnify a director or officer, or former director or officer, or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the corporation and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The corporation shall also indemnify such person in such other circumstances as the *Canada Corporations Act* or any other law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

POWERS OF DIRECTORS

26. The directors of the corporation 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, may generally 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.

27. 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. 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.

28. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

29. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers must be directors of the corporation.

30. The officers shall be appointed by the directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.

31. The officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

32. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the corporation and of the board of directors. Subject to the authority of the board of directors, the president shall have the general and active management of the affairs of the corporation, and shall see that all orders and resolutions of the board of directors are carried into effect.

33. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed by the board of directors.

34. The treasurer 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. The treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

35. The secretary shall be responsible for making the necessary arrangements for the issuance of notices of meetings of the board of directors, members and committees of the board, the keeping of minutes of all meetings of the board of directors, members and committees of the board, the custody of all records and documents of the corporation except those required to be kept by the treasurer or some other officer or agent appointed for that purpose, the custody of the seal of the corporation, the maintenance of the register of members and the conduct of the correspondence of the corporation.

36. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

37. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the 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 or officers appointed by resolution of the board of directors.

MEETINGS

38. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the directors may determine and on such day as the directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

39. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5 percent of the voting rights. The quorum for the transaction of business at a general meeting is three (3) members or 10 percent of the members, whichever is greater, present in person or by electronic means, to the extent permitted by the board of directors, provided that if the corporation has fewer members than is required under this by-law, the quorum for the transaction of business at a general meeting is all of the members.

40. Not less than fourteen (14) days' written notice shall be given to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

41. Each member present at a meeting shall have the right to exercise one vote. Voting by proxy is not permitted.

42. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation 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. For 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 his last address recorded on the books of the corporation.

MINUTES OF BOARD OF DIRECTORS

43. Minutes of meetings of the board of directors shall not be available to the general membership of the corporation but shall be available to the directors, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

44. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

45. Unless otherwise ordered by the board of directors the fiscal year-end of the corporation shall be March 31.

COMMITTEES

46. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

AMENDMENT OF BY-LAWS

47. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law 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 at a meeting duly called for the purpose of considering such 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.

AUDITORS

48. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

49. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

50. 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 meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

51. In these by-laws and in all other by-laws of the corporation 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.