

GYNECOLOGIC CANCER INTERGROUP (GCIG)

BY-LAW NUMBER – 2016-1

A By-Law relating generally
to the conduct of the affairs of
GYNECOLOGIC CANCER INTERGROUP (GCIG)

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BY-LAW NUMBER 2016-1

A By-Law relating generally to the conduct of the affairs of **GYNECOLOGIC CANCER INTERGROUP
(GCIG)**
(the "Corporation")

WHEREAS the Corporation was incorporated by Letters Patent issued under the Act and dated the 24th day of May, 2011.

AND WHEREAS after the date of incorporation the Canada Not-for-Profit Corporations Act ("NFP Act") was passed and it was required that the Corporation comply with the NFP Act.

AND WHEREAS it was considered expedient to update the General By-Law relating generally to the conduct of the affairs of the Corporation to comply via By-Law 2014-1;

AND WHEREAS By-Law 2014-1 contained several provisions that required clarification;

BE IT THEREFORE that By-Law 2014-1 is hereby repealed;

AND BE IT THEREFORE ENACTED as a By-Law of the Corporation as follows:

1 **INTERPRETATION**

1.1 **Meaning of Words**

In this By-Law and all other By-Laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "Act" means the *Canada Not-for-Profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act as amended, and any regulations or statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.5 "Authorized Representative" has the meaning set out in section 9.1;
- 1.1.6 "Board" means the Board of Directors of the Corporation;
- 1.1.7 "By-Law" or "By-Laws" means this By-Law and any other By-Laws of the Corporation as amended and which are from time to time, in force and effect;
- 1.1.8 "Chair-Elect of the Board" has the meaning set out in section 11.1.1;
- 1.1.9 "Chair of the Board" has the meaning set out in section 11.3;
- 1.1.10 "Committee" means any Committee established by the Board pursuant to Article 14;
- 1.1.11 "Corporation" means **GYNECOLOGIC CANCER INTERGROUP (GCIG)**;
- 1.1.12 "Director" means a person who has been elected to the office of Director in accordance with Article 6, or appointed to fill a vacancy in the office of Director in accordance with section 5.5;
- 1.1.13 "documents", includes 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;

- 1.1.14 “Executive Officers” means the persons who hold the offices enumerated in section 11.1;
- 1.1.15 “Government/National Regulatory Authorities Partner” has the meaning set out in section 4.1.2;
- 1.1.16 “Industry Partner” has the meaning set out in Article 10;
- 1.1.17 “Meeting of Members” includes an annual meeting of members or a special meeting of members;
- 1.1.18 “Member” means a group who has been admitted as a Member in accordance with section 4.1;
- 1.1.19 “Member Group” has the meaning set out in section 4.1.1;
- 1.1.20 “Non-Member Director” means a person elected to the Board pursuant to section 6.1.2;
- 1.1.21 “Operations Manager” has the meaning set out in section 11.8;
- 1.1.22 “ordinary resolution” means a resolution passed by a majority of the votes cast on that resolution;
- 1.1.23 “Past-Chair of the Board” has the meaning set out in section 11.1.3;
- 1.1.24 “person” includes an individual, body corporate, partnership, trust and unincorporated organization;
- 1.1.25 “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- 1.1.26 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Canada Not-for-Profit Corporations Act Terms

All terms defined in the Act have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

2 HEAD OFFICE

The head office of the Corporation is the registered office and it shall be in the City of Kingston, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

Provided that a **Special Resolution** of Members is required to make any amendment to the By-Laws of the Corporation to change the province in which the registered office is located.

3 SEAL

There shall be no corporate seal required for the corporation.

4 MEMBERSHIP

4.1 Composition

Membership in the Corporation shall consist of one (1) class of Members. An applicant may be considered for admission to membership if the applicant falls into one (1) of the following sub-categories of membership:

- 4.1.1 Member Group, being a national or international research group performing clinical trials in gynecological cancer; or

4.1.2 Government/National Regulatory Authorities Partner, being a government agency/regulator.

Provided that a **Special Resolution** of Members is required to make any amendment to the By-Laws of the Corporation to:

- 4.1.3 create a new class or group of Members; or
- 4.1.4 change a condition required for being a Member; or
- 4.1.5 change the designation of any class or group of Members or add, change or remove and rights and conditions of any such class or group; or
- 4.1.6 add, change or remove a provision respecting the transfer of a membership.

4.2 Application for Membership

An applicant for membership shall complete and submit to the Membership Committee, if any, otherwise to the Board, an application for membership in such form as may be approved from time to time by the Board. The Membership Committee, if any, otherwise the Board, shall consider each Application and provide its assurance on qualification to the Board, who shall then consider and admit any successful applicant to membership.

4.3 Liaisons

Various international associated groups may send one (1) liaison representative to a meeting of Members as a non-voting participant. (for instance: ENGOT, IGCS, BIG, WSN, ISSTD, IGCS, LCIG, H&NCIG, etc). Such groups shall not be considered as Members and shall not be entitled to any further rights or benefits of membership.

4.4 Observers

A potential Member or interested group may send one (1) representative to a meeting of Members as an observer for up to one (1) year, **repeatable at the discretion of the Executive Officers and/or the Board**. Following which, such potential Member would **be advised** to apply for membership in order to continue any further participation. Such potential Member shall not be considered as a Member and shall not be entitled to any further rights or benefits of membership other than as provided in this section 4.4.

4.5 Voting

Members have the right to vote at any meeting of Members. Each Member is entitled to one vote through its elected Director, or another proxy representative, in accordance with Article 8.8, if its elected Director is absent during a vote.

No person who is not the elected Director of a Member, including, but not limited to, Executive Officers, Non-Member Directors, observers, liaisons and industry representatives, shall be entitled to vote in any proceedings of the Corporation.

Notwithstanding anything else in Article 4, the Chair of a meeting of the Members may vote if the vote would otherwise result in a tie.

Voting at a meeting of Members shall be made in accordance to Article 8.9.

4.6 Transfer of Membership

Membership in the Corporation is not transferable.

4.7 Revocation of Membership

Any Member may be expelled from the Corporation by a two-thirds (2/3) vote taken by ballot of the Directors present and entitled to vote at a meeting of the Board called for that purpose; usually upon recommendation by the Membership Committee.

4.8 Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.8.1 if a Member, in writing, resigns as a Member of the Corporation;
- 4.8.2 if a Member ceases to exist for any reason;
- 4.8.3 if a Member ceases to possess any of the qualifications for membership developed by the Board from time to time, as determined by the Board;
- 4.8.4 if a Member is expelled from the Corporation pursuant to section 4.7; or
- 4.8.5 if an assessment under the authority of section 4.9 remains unpaid for more than one hundred and eighty (180) days after notice of the assessment has been given to the Member.

Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of section 4.9 prior to termination of the membership.

4.9 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by Special Resolution. Notice of an assessment shall be given to each Member in writing by one of the methods set out in section 21.1.

4.10 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

5 BOARD OF DIRECTORS

5.1 Board

The affairs of the Corporation shall be managed by a Board composed of a minimum of three (3) Directors and a maximum of fifty (50) Directors and non-member Directors. The number of Directors shall be fixed from time to time by Special Resolution.

Provided that a Special Resolution of Members is required to make any amendment to the By-Laws of the Corporation to increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles, subject to the provisions of section 133 of the Act.

5.2 Election of Directors

Directors shall, subject to the provisions of section 5.3, be elected by the Directors entitled to vote in the manner set out in Article 6 and each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office for the term of office shown in section 6.2 or until the successor of the Director has been elected and qualified.

5.3 Qualifications

Each Director shall:

- 5.3.1 be a representative of a Member who nominated the person to office, pursuant to section 6.1.1, or a Non-Member Director elected pursuant to section 6.1.2;
- 5.3.2 be an individual who is at least eighteen (18) years of age; and
- 5.3.3 not be an undischarged bankrupt or a person who has been declared incapable by a court in Canada or in another country.

If a person ceases to be qualified as provided in this section 5.3, becomes bankrupt or is declared incapable, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.5.

5.4 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the Members of the Board, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

5.5 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors of the Corporation; provided that any outgoing Director shall be replaced by a person nominated by the Member from which the outgoing Director originated. If no quorum of Directors exists, the remaining Directors shall forthwith call a Special General Meeting of Members to fill the vacancies on the Board in the manner aforesaid.

5.6 Removal of Directors

The Directors entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special General Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director; provided that any removed Director shall be replaced by a person nominated by the Member from which the outgoing Director originated.

5.7 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration. Responsibility for Acts

The Directors, while in office, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6 ELECTION OF THE BOARD

6.1 Election

Subject to the provisions of the Act, the Board shall consist of and be elected by the Directors entitled to vote in the following manner:

- 6.1.1 one (1) Director nominated from each Member in office pursuant to section 4.1; provided, however, that the Member from which the Chair-Elect, the Chair of the Board or the Past-Chair of the Board is elected to those offices shall be entitled to nominate and the Directors entitled to vote shall elect one (1) additional voting person on the Board for the period for which the Chair-Elect, the Chair of the Board or the Past-Chair is in office; and

6.1.2 up to SIX (6) additional Non-Member Directors who are not otherwise representatives of a Member.

6.1.3 Following completion of their terms, Past Chairs of GCIG will be offered the option of becoming Non-Member Directors in order that GCIG benefit from their experiences and corporate memories. If declined, Past Chairs may return to become representatives of Members at the discretion of Members.

6.2 Term of Office

The term of office of Director shall be one (1) year, to expire at the next Annual Meeting following election, provided that a person who holds the office of Chair-Elect of the Board, Chair of the Board and Past-Chair of the Board shall hold office as a Director for the term of office set out in sections 11.1.1, 11.1.2 and 11.1.3 respectively.

6.3 Re-Election

A Director, if otherwise qualified pursuant to section 5.3, is eligible for re-election. There shall be no limit on the number of terms that a Director may be re-elected to office by the Board.

6.4 Elections

At each Annual Meeting the number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 6.2.

6.5 Nominations

Candidates for the office of Director shall include:

6.5.1 one (1) nominee from each Member, and each Member shall notify the Chair of the Board of its nominee for election to the Board as herein provided; and

6.5.2 in the case of Non-Member Directors, the persons whose names are put in nomination by the Executive Committee (if any), or by written notice delivered to the Chair by any Directors entitled to vote as herein provided.

Any such nominations shall be delivered at any time before the close of business thirty (30) days prior to the date of the meeting of Members at which the election of Directors is held.

6.6 Election Method

Where:

6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.6.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.7 Forms

The Board may prescribe the form of nomination paper and the form of a ballot. Directors will sign "Director's Consent" forms annually. Proxies will co-sign (with Directors) "Proxy Consent" forms when delegated as such.

6.8 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed in accordance with the Act or becomes disqualified by being declared incapable by a court in Canada or in another country or by being a bankrupt.

7 MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the Board and of the Executive Committee (if any) may be held at any place within or outside the geographic location of the head office, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board, the Past Chair of the Board, the Secretary or any two (2) Directors.

7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of Board meetings shall be given to each Director by one of the following methods:

- 7.2.1 by telephone, facsimile, email or other electronic method not less than five **(5)** days before the meeting is to take place, excluding the date on which notice is given; or
- 7.2.2 by prepaid letter post not less than ten **(10)** days before the meeting is to take place, excluding the date on which notice is given, the giving of which shall be in accordance with section 21.1.

The declaration of the Secretary or the Chair of the Board that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a debriefing meeting following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business. In the event that such Board meeting is held immediately following the Annual Meeting, or the meeting date is determined and announced at the Annual Meeting, no further notice of the meeting shall be required to be given.

7.4 Meetings by Electronic Conference

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the **chair of the meeting shall call roll to establish quorum**, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Each Director entitled to vote shall have one (1) vote on all questions arising at any meeting of the Board.

Questions arising at any meeting of the Board shall be decided by a majority vote.

In the case of an equality of votes, the Chair of the meeting shall have a casting vote.

At all meetings of the Board, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by any Director.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.6 Signed Resolutions Valid

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

A copy of every resolution signed in accordance with this Article 7.6 shall be kept with the minutes of the meetings of Directors and, unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

8 MEETINGS OF THE MEMBERS

8.1 Attendance at Meetings of Members

At any meeting of Members, a Director is entitled to attend and be heard and, the following persons shall be entitled to be in attendance on behalf of each Member:

8.1.1 for each Member, up to six (6) individuals, including:

Investigators, statisticians, data manager/operations, translational researcher, pathologist, etc.

Each Member is responsible for selection of its own six (6) representatives and responsible for attendance coverage of sub-specialties.

Each Member is required to provide data manager/operations and/or statistician representation at least once per calendar year

Chairs of Committees and Working Groups may attend as exempt from their Members' allotted six (6) representatives. If the Committee/Working Group Chair cannot attend, this privilege is extended to the co-Chair.

8.1.2 for each Industry Partner, up to two (2) representatives; and

8.1.3 for each Government/National Regulatory Authorities Partner, up to six (6)

8.1.4 For each Observer and Liaison, one (1) representative.

Notwithstanding those entitled to be in attendance on behalf of any Member, only Directors entitled to vote in accordance with Article 4.5 shall be counted for the purpose of meeting the quorum requirements for each meeting of Members, set out in section 8.6. For further clarification, the Chair of a meeting shall also count towards quorum requirements.

8.2 Annual Meeting

The Annual Meeting of the Members shall be held each year within or outside the geographical location of the head office, at a time, place and date determined by the Board, for the purpose of:

- 8.2.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;
- 8.2.2 electing such Directors as are to be elected at such Annual Meeting;
- 8.2.3 appointing the auditor or public accountant and fixing or authorizing the Board to fix the remuneration therefor; and
- 8.2.4 the transaction of any other business properly brought before the meeting.

8.3 Meetings by Electronic Conference

If all persons who are Directors entitled to vote consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the **chair of the meeting shall call roll to establish quorum**, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

8.4 Special General Meeting

The Board may at any time call a Special General Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A Special General Meeting of Members may also be called by the Directors or the Chair of the Board upon the written requisition of a majority of the Directors entitled to vote.

8.5 Notice of Meetings

Notice of the time, place and date of meetings of Members and sufficient information for a Member to make a reasoned judgment shall be given at least ten **(10)** days before the date of the meeting, excluding the date on which notice is given, to each Directors entitled to vote (and in the case of an Annual Meeting to the auditor of the Corporation) by sending the notice by any one of the methods set out in section 21.1.

8.6 Quorum

A quorum for the transaction of business at meetings of the Members shall be the smallest whole number that is not less than a majority of all of the Directors entitled to vote, and present in person or represented by proxy (with at least two (2) persons present in person), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

8.6.1 Provided however that where:

- 8.6.1.1 less than a majority, but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- 8.6.1.2 the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present,

and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.

Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 8.6.1.2, the numbers of persons present required for quorum shall be divided by two.

If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business

8.7 Voting by Members

Each Directors entitled to vote, in accordance with Article 4.5, on any matter proposed for consideration shall have one (1) vote on all questions arising at any meeting of the Members. Unless otherwise required by the provisions of the Act or the By-Laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members. In the case of an equality of votes, the chair of the meeting shall have a casting vote.

8.8 Proxies

Every Directors entitled to vote at meetings of Members, may by means of a proxy appoint a person who must be an Authorized Representative of a Member, as nominee for the Director, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

A proxy shall be in writing, and any notice calling a meeting of Members shall include a form of proxy, or a reminder of a voting Member's right to use a proxy.

A proxy shall be executed by the Director entitled to vote or the attorney of the Member authorized in writing, or, if the Member is a corporate body, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.

Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and **shall be deposited with the secretary of the meeting before any vote is called under its authority**, or at such earlier time and in such manner as the Board may prescribe.

Provided that a **Special Resolution** of Members is required to make any amendment to the By-Laws of the Corporation to change the method of voting by Members not in attendance at a meeting of Members.

8.9 Show of Hands

At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a ballot is required by the Chair or requested by any Directors entitled to vote.

Upon a show of hands, every Directors entitled to vote, or proxyholder for a Directors entitled to vote, present in person shall have one (1) vote.

Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.10 Chair

In the absence of the Chair of the Board, the Past-Chair of the Board and the Chair-Elect of the Board, the Directors entitled to vote and present at any meeting of Members shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to be chair.

8.11 Ballot

If at any meeting a ballot is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was requested. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.

8.12 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any reconvened meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any reconvened adjourned meeting.

8.13 Resolution in Lieu of Meeting

Except where a written statement is submitted by a Director under subsection 131(1) or by a Public Accountant under subsection 187(4) of the Act, each of which concern resignation, removal or replacement of a Director or Public Accountant respectively, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and

a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Directors entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.

A copy of every resolution referred to in this Article 8.13 shall be kept with the minutes of the meetings of Members and, unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9 AUTHORIZED REPRESENTATIVE OF A MEMBER

9.1 Appointment by Members

A Member shall, from time to time, appoint a person who shall be its Authorized Representative. Such **Member shall provide the details and contact information of the Authorized Representative from time to time to the Secretary, who shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to attend.**

9.2 Rights of Authorized Representative

Any Authorized Representative of a Member and only the Authorized Representative, shall be entitled to receive notice of, to attend, to speak at, and vote, if holding the Director's proxy, at any meeting of the Members.

10 INDUSTRY PARTNERS

10.1 Industry Partners

An Industry Partner shall be any organization that is recommended by a Member, vetted by Executive Committee & Membership Committee and recommended for acceptance as an Industry Partner by resolution of the Board.

10.2 Industry Partners are not Members

Industry Partners are not considered to be Members of the Corporation, and shall not be entitled to any benefits of membership.

10.3 Privileges

Industry Partners shall have such privileges as may be determined by the Board from time to time.

10.4 Dues/Assessments

Any dues/assessment may only be levied against any Industry Partner if authorized by resolution of the Board. Notice of an assessment shall be given to each Industry Partner in writing by one of the methods set out in section 21.1.

11 OFFICERS

11.1 Executive Officers Named

There shall be the following Executive Officers:

- 11.1.1 a Chair-Elect of the Board, who shall be elected by and from the Board every two (2) years from candidates nominated by such Members elected to choose the Chair-Elect by the Board at a meeting of the Board called for that purpose. The Chair-Elect shall then take office on such date as may be determined by the Board, and shall hold office for a one (1) year term;
- 11.1.2 a Chair of the Board shall be the person who last held the office of the Chair-Elect, and shall hold office for a term of two (2) years;
- 11.1.3 a Past-Chair of the Board shall be the person who last held the office of Chair of the Board, and shall hold office for a term of two (2) years;
- 11.1.4 a Secretary and a Treasurer, (or a Secretary-Treasurer), who may, but need not be, a Director, appointed by the Board to serve at the pleasure of the Board. For greater certainty, the offices and duties of the Secretary and Treasurer may be combined as the Secretary-Treasurer.

11.2 Chair-Elect of the Board

The Chair-Elect of the Board shall have such powers and duties from time to time prescribed by the Board.

11.3 Chair of the Board

The Chair of the Board shall supervise and control the operations of the Corporation, including without limitation, the following:

- 11.3.1 act as Chair of any meeting of the Executive Committee, Board, Members and General Assembly;
- 11.3.2 act as the official spokesperson of the Corporation;

11.3.3 approve expenditures of the Corporation;

11.3.4 oversee the activities and personnel of the Secretariat.

The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the Board or incident to the office.

11.4 Past-Chair of the Board

During the absence or inability to act of the Chair of the Board, the duties and powers of the office may be exercised by the Past-Chair of the Board. If the Past-Chair of the Board exercises any of those duties or powers, the absence or inability to act of the Chair of the Board shall be presumed with reference thereto. The Past-Chair of the Board shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office. Following completion of term, the Past Chair will be offered non-member Director status.

11.5 Secretary

The Secretary shall act as secretary of each meeting of the Corporation, the Board and Executive Committee (if any); shall attend all meetings of the Corporation, the Board and the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to the Members and to the Directors and the Executive Committee (if any); shall be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

11.6 Treasurer

The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee (if any); shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefor; shall render to the Board or Executive Committee (if any), whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to the office.

11.7 Delegation of Duties

Except as may otherwise be required by law, any Officer may delegate the duties of the office to another person; provided, however, that the delegating Officer remains responsible ensuring that such duties are carried out.

11.8 SECRETARIAT:

11.8.1 Operations Management team

The Board may contract an Operations Manager (one or two persons), who shall, subject to the direction of the Board and/or the Executive Officers, supervise and control the operations of the Corporation. The Operations Manager(s) shall be considered Officers of the Corporation. The Operations Manager(s) shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any Committee of the Board (including the Executive Committee) and the Members of the Corporation, except those portions of annual Board meetings where the terms of employment, compensation or disciplinary action of the Operations Manager(s) are evaluated and refreshed. . The Operations Manager(s) may, but is not required to, hold the office of Secretary, Treasurer, or Secretary-Treasurer if determined by and at the pleasure of the Board.

11.8.2 Book-keeper:

The Board may contract a Book-keeper who shall, subject to the direction of the Board and/or the Executive Officers, supervise and control the financial business and accounting of the Corporation in collaboration with and under the supervision of the Operations Manager(s). Terms of employment, compensation and other matters will be evaluated and refreshed annually.

11.8.3 Webmaster:

A webmaster for the Corporation's website will be contracted and compensated by one (1) National Regulatory Authority Member (NCI US). The webmaster will supervise, manage and control all activity on the Corporation website in collaboration with and under the supervision of the Operations Manager(s).

11.9 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

11.10 Holding More Than One Office

Except for the offices of Chair of the Board, Chair-Elect of the Board and Past-Chair of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office (in particular and without limitation, the offices of Secretary and Treasurer).

11.11 Removal from Office

Any Officer who is also a Director **may be removed by a two-thirds (2/3) vote** taken by ballot of the Directors present and entitled to vote at a meeting of the Board called for that purpose; provided that any such Officer being considered for removal may not vote on the resolution. If the Officer being considered for removal holds one of the offices set forth in sections 11.1.1, 11.1.2 or 11.1.3, then the Member who nominated the Officer shall be entitled to nominate a replacement, who shall then be elected by the Board for the unexpired term of the removed Officer. All other Officers may be removed by majority vote and the Board shall elect or appoint a replacement, who shall hold office for either the unexpired term of the Officer or at the pleasure of the Board, as applicable.

12 EXECUTIVE COMMITTEE

12.1 Composition

The Board, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of Directors, not less than three (3), as the Board may by resolution determine. The core of the Executive Committee shall be composed of the Executive Officers of the Corporation, the Chair of the Membership Committee and the Chair of the CCRN. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee. Each member of the Executive Committee shall **serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director**. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

12.2 Powers

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem to be in the best interests of

the Corporation in all cases and in which specific directions shall not have been given by the Board.

The Executive Committee shall conduct annual evaluations of the Secretariat (Operations Manager(s), Book-keeper, and Webmaster) and report and make recommendations to the Board. Contracts of Secretariat will be refreshed annually.

12.3 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by such Committee provided that written notice of any such meeting shall be given in the same manner and within the same time frame for meetings of the Board, as set out in section 7.2. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee 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.

12.4 Procedures

Subject to sections 12.5, 12.6 and 12.7 and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a **summary thereof shall be submitted to the Board at least annually.**

12.5 Quorum

The quorum of any meeting of the Executive Committee shall be as determined pursuant to section 12.4 and no business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

12.6 Place of Business

Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside the geographical location of the head office as specified in the notice calling the meeting.

12.7 Other Directors Present

Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Director is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Director shall not be included for the purpose of calculating a quorum.

13 CONFLICT OF INTEREST

13.1 Conflict of Interest

Directors and Officers shall declare any personal interests in contracts and transactions, as required by the Act.

A Director or Officer shall disclose the nature and extent of interest that they have in a material contract or material transaction made or discussed by GCIG. This includes if the Director is a party to the contract or transaction, if they are a Director or Officer of a party entering into the contract or transaction, or if they have a material interest in a party to the contract or transaction. They must do this during the meeting where the contract or transaction is first discussed or considered, or if the interest arises after the initial meeting, or if the person becomes a Director or Officer after the initial

meeting, then at the earliest possible meeting. **Once the disclosure is made, the Director or Officer may not vote on the contract or transaction.**

14 COMMITTEES AND WORKING GROUPS:

14.1 Standing Committees

There may be such Standing Committees and for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.

14.1.1 Provided however that, until otherwise determined by the Board, there shall be the following Standing Committees:

- 14.1.1.1 Harmonization (Statistics and Operations) Committee;
- 14.1.1.2 Translational Research Committee;
- 14.1.1.3 Ovarian Cancer Committee;
- 14.1.1.4 Cervix Cancer Committee (including Vagina & Vulva);
- 14.1.1.5 Endometrial Cancer Committee (including GTD);
- 14.1.1.6 Membership Committee
- 14.1.1.7 Rare Tumours Committee
- 14.1.1.8 Symptom Benefit Committee
- 14.1.1.9 Phase II Committee
- 14.1.1.10 Cervix Cancer Research Network (CCRN)

14.2 Combined and Inactive Committees

From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and may permit any Standing Committee to be inactive.

14.3 Ad Hoc Committees and Working Groups

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee (if any) may determine from time to time by resolution.

Working Groups will for example, nurture new trial-related concepts addressing major questions in their domains brought forward by Members and then make a recommendation to the Board. Working Groups shall also have such purposes, including terms of reference, as the Board or Executive Committee (if any) may determine from time to time by resolution.

Without limitation, there may be the following Working Groups:

- 14.3.1 Mega database
- 14.3.2 Quality Assurance
- 14.3.3 Education
- 14.3.4 Consensus Conference, Scientific and Planning Group
- 14.3.5 Brainstorming, Scientific and Planning Group

The existence of each such Ad Hoc Committee or Working Group shall be terminated automatically upon:

- 14.3.6 the delivery of its report;
- 14.3.7 the completion of its assigned task;
- 14.3.8 a resolution to that effect of the Board or Executive Committee by which it was constituted;

whichever first occurs.

14.3.9 Provided however that, in the case of termination pursuant to subsection 14.3.7, the Board or the Executive Committee (as the case may be) **may by resolution continue such Ad Hoc Committee.**

14.4 Leadership:

Leadership of Committees and Working Groups to be by Chair(s) and co-Chair(s) whose nominations, appointments, terms, and Roles & Responsibilities are described within the Corporation's Standard Operating Procedures.

15 INSURANCE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.1 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- 15.1.1 property and public liability insurance;
- 15.1.2 Directors' and Officers' (D & O) insurance;
- 15.1.3 Events property & liability insurance (addended to D & O);

and may include

- 15.1.4 such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that **each Director, Officer, Executive Officer, or other person is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.**

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

15.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects,

omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 15.2.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 15.2.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 15.2.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 15.2.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 15.2.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto;
- 15.2.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

15.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 15.4 herein, or purchasing insurance provided in section 15.1 herein, the Board shall consider:

- 15.3.1 the degree of risk to which the Director or Officer is or may be exposed;
- 15.3.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 15.3.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 15.3.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 15.3.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

15.4 Indemnification of Directors, Officers and Others

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 15.4.1 is a Director; or,
- 15.4.2 is an Officer of the Corporation; or
- 15.4.3 is a member of a Committee; or
- 15.4.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or anybody controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of the Corporation or such body corporate;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- 15.4.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 15.4.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

15.4.7 upon the exhaustion of all available and collectible insurance provided to the protected person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

15.4.8 provided that the protected person has carried out all duties assigned to such protected person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board of Directors from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

16 EXECUTION OF DOCUMENTS

16.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the **Officer** or Officers or person or persons and in the manner from time to time prescribed by the Board.

16.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chair of the Board, Chair-Elect or Past-Chair, or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Executive Officers may from time to time appoint (in writing) any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. 16.3 Books and Records

The Executive Officers shall by familiarity, oversee that all necessary books and records of the Corporation **required by the By-Laws** of the Corporation or by any applicable statute, including the Act, are regularly and properly kept.

17 BANKING ARRANGEMENTS

17.1 Board Designate Bankers

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

17.1.1 operate the Corporation's accounts with the banker;

17.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

17.1.3 issue receipts for and orders relating to any property of the Corporation;

17.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

17.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

17.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

18 BORROWING BY THE CORPORATION

18.1 General Borrowing Authority

Subject to the limitations set out in the By-Laws or in the Letters Patent or Supplementary Letters Patent of the Corporation, the Board may:

18.1.1 borrow money upon the credit of the Corporation;

18.1.2 limit or increase the amount to be borrowed;

18.1.3 issue debentures or other securities of the Corporation:

18.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

18.1.5 secure any such debentures, 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 acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

18.2 Specific Borrowing Authority

From time to time the Board may authorize any Director or Officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

19 FINANCIAL YEAR

19.1 Financial Year Determined

The financial year of the Corporation shall terminate on the **last day of April** in each year or on such other date as the Board may from time to time by resolution determine.

20 AUDITOR

20.1 Annual Appointment

The Members of the Corporation at each Annual Meeting shall appoint one or more auditors (none of whom shall be a Director, Officer or employee of the Corporation unless the appointment is approved by all of the Directors entitled to vote), to audit the accounts (including the financial statements) of the Corporation and to report thereon to Members at the Annual General Meeting, to hold office until the close of the next Annual General Meeting, and, if an appointment is not so made, **the auditor in office continues in office until a successor is appointed.**

20.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an Annual Meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a Member not less than fourteen (14) days before the Annual Meeting; and the Member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the Members, either by advertisement or by notice in the manner set out in Article 21, not less than seven (7) days before the Annual Meeting.

20.3 Vacancy in the Office of Auditor

The Board may fill any casual vacancy in the office of auditor, but **while the vacancy continues the surviving or continuing auditor, if any, may act.**

20.4 Removal of Auditor

The Members, by a **resolution passed by at least two-thirds (2/3)** of the votes cast at a Special General Meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term.

20.5 Remuneration of Auditor

The remuneration of an auditor appointed by the Members shall be fixed by the Members, or by the Board if authorized to do so by the Members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

21 NOTICE

21.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone or if in writing:

- 21.1.1 by prepaid letter post;
- 21.1.2 by facsimile;
- 21.1.3 by e-mail; or
- 21.1.4 by other electronic method.

addressed to the person for whom intended **at the last address shown on the Corporation's records**; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100);

- 21.1.5 by posting such notice on the Web Site maintained by the Corporation.

Any such notice shall be deemed given:

- 21.1.6 in the case of telephone, at the time of the telephone call;
- 21.1.7 in the case of letter post, on the third day after mailing;
- 21.1.8 in the case of posting on the Web Site, on the date of posting; and
- 21.1.9 in all other cases, when transmitted.

21.2 Special Resolution to Change Notice

A Special Resolution of Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Directors entitled to vote at a meeting of Members

21.3 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

21.4 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance **does not invalidate any resolution passed or any proceedings taken at the meeting.** Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

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

22 BY-LAWS AND AMENDMENTS, ETC.

22.1 Requirements for Amendment of By-Laws

By-Laws of the Corporation may be amended, repealed, altered, or added to by By-Law enacted by a majority of the Board at a meeting of the Board and sanctioned by a majority of the votes cast at a Special General Meeting of the Members duly called for the purpose of considering the said By-Law.

- 22.1.1 Provided that no such repeal, amendment, alteration or addition to the By-Laws shall affect anything theretofore done under or pursuant to the By-Laws;
- 22.1.2 Provided further that the enactment, repeal, amendment, alteration or addition of or to such **By-Law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.**

22.2 Additional Requirements for By-Law Amendment

In addition to the provisions of section 22.1, no By-Law amendment shall be effective unless there is compliance with the following:

- 22.2.1 the proposed amendment is delivered to the head office of the Corporation at least thirty **(30)** days prior to any meeting of Members;
- 22.2.2 **the Corporation notifies each Member on such proposed amendment(s) not less than ten (10) days prior to the meeting of Members.**

22.3 By Whom By-Law Amendments Proposed

By-Law amendments may be proposed by any Directors entitled to vote.

23 EFFECTIVE DATE

23.1 Effective Date

Except for those matters requiring a Special Resolution passed by the Members, this by-law shall be effective when made by a majority of the votes cast at a meeting of the Board. Matters requiring a Special Resolution shall be effective when passed by two-thirds of the Members duly called for the purpose of considering the said By-Law.

ENACTED by the Directors as a By-Law of the **GYNECOLOGIC CANCER INTERGROUP (GCIG)** this _____ day of _____, 2016.

Chair of the Board

Past-Chair of the Board

CONFIRMED by the Members in accordance with the *Not for Profit Corporations Act* on the ____ day of _____, 2016.

Chair of the Board

Past-Chair of the Board