

A by-law relating generally to the conduct of the affairs of

MOMS STOP THE HARM SOCIETY

(the "Corporation")

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

A. Interpretation

1. Definitions

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

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

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

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Intellectual Property" means all trademarks, logos, copyrighted materials and all other proprietary information and materials owned by the Corporation;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

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

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

"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. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

B. **Membership**

3. **Membership Classes and Conditions**

Subject to the articles, the membership shall be composed of the classes set out below. Membership in the Corporation in any class shall be available only to individuals interested in furthering the Corporation's purposes, who have provided current contact information including a current email address, who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board, and who have paid any membership dues payable by such class membership.

- a. **Network Members:** are members who have the right to attend a meeting of members but may not vote. This class of membership does not pay membership dues. This class of members may be divided into regional groups upon board resolution and is composed of individuals who:
 - i. have experienced the death of a loved one or friend to substance-use related causes;
 - ii. have a loved one or friend with lived or living experience with substance use;
 - iii. is using substances or has used substances;
 - iv. is an ally to the Corporation's purposes.
- b. **Advocacy Members:** are members who have agreed to volunteer their time to work with the board to achieve the Corporation's purposes through various advocacy activities. This class of members have the right to attend a meeting of members but may not vote and does not pay membership dues.
- b. **Voting Member:** are active network members or active advocacy members have applied to the Board to become a voting member and have paid any member due required to be paid. This class of members have the right to attend a meeting of members and may vote.
- c. **Honorary Member:** The Directors may, by unanimous vote, confer an honorary membership on a person deemed to merit such an honour through service to the Corporation. Honorary members are not required to pay

membership dues and shall have all membership privileges except the right to vote.

4. Transferring Membership

A membership may only be transferred to the Corporation.

5. Membership Dues

Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

8. Termination of Membership

A membership in the Corporation is terminated when:

- a. A member fails to comply with the Members Code of Conduct attached hereto as Schedule "A".
- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the Chair of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

9. Effect of Termination of Membership

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

10. Discipline of Members

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

C. Member Meetings

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each voting member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each voting member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

If the Board of Directors has determined to hold a general meeting by electronic means, in full or in part, the notice of that meeting must inform members that participation will be by electronic means and provide instructions on how this may be done.

12. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

13. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

14. Place of Members' Meeting

Subject to compliance with the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

15. Persons Entitled to be Present at Members' Meetings

Persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted on the invitation of the chair of the meeting or by resolution of the members.

16. Chair of Members' Meetings

In the event that the Chair and the Vice-Chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

17. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

18. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a simple majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

19. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

20. Members' Meeting Held Entirely by Electronic Means

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

D. Board of Directors

21. Number of Directors

The board shall consist of the minimum number of directors specified in the articles up to a maximum of 20 directors. Should the Corporation be a soliciting corporation in accordance with the Act, the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

1. Terms of Office

Directors shall be elected to serve a two (2) year term on a staggered basis and may serve no more than two (2) consecutive terms, except that:

- a. The most recently retired Chair shall be eligible to be appointed for up to two (2) additional one (1) year terms as a director, in order to serve as Immediate Past Chair, even if he/she has reached the two (2) year term limit as a director. Directors must stand for election when they move from one term to another term.
- b. Directors who have served the maximum length of term as a director shall not be eligible for re-election for a period of one (1) year following retirement, and then may serve only one additional two-year term.

- c. Where the Corporation fails to hold an annual general meeting in accordance with the Act, the directors then in office shall be deemed to have been elected or appointed as directors on the last day on which the annual general meeting could have been held pursuant to these Bylaws and they may continue to hold their respective offices until the day on which the next annual general meeting is held.

E. Meetings of Directors

23. Attendance at Director Meetings

Only those members who have been elected to be a director may attend meetings of the board of directors. Voting members may review meeting minutes by written request to the Secretary. The Chair may invite guests to speak regarding certain issues related to society and board governance.

24. Calling of Meetings of Board of Directors

Meetings of the board may be called by the Chair, the Vice-Chair or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

25. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

26. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of

Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

27. Voting at Meetings of the Board of Directors

The question shall be decided by consensus of the members present in person or by electronic means. If consensus is not reached then the board may decide to hold a vote and the question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

F. Committees

28. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors:

- d. Special Committees The board may appoint special committees for specific purposes and may limit membership. special committees will report to the Board and their mandates will expire with the completion of the tasks assigned.
- e. Standing Committees Standing committees have continuing duties advising the board. All Directors are ex officio members of all standing committees and may observe any meeting, but they may not vote unless they are regular members of the committee.
- f. Executive Committee - The executive committee is a standing committee of the Board. It consists of the Chair, Vice-Chair and Secretary and Treasurer. The executive committee manages the operations of the board of directors.

29. General Terms of Reference

These provisions apply to all committees subject to any specific terms of reference mandated by the Board for a specific committee:

- a. subject to Section 138 of the Act, the Board may assign various functions to one or more committees;
- b. the Board will appoint committee chairs;
- c. each committee will follow good governance standards, including, at least:
 - i. providing 10-days or longer notice before each meeting, although notice may be waived unanimously by committee members;

- i. agreeing upon the agenda;
 - ii. whether held in person, or if electronically, providing procedures and facilities so all members may communicate with each other throughout the meeting;
 - iii. keeping minutes, which will be amended (as necessary) and approved at the next following meeting; and
 - iv. maintaining the confidentiality of all non-public Corporation information;
- d. committees may appoint sub-committees or taskforces and may direct them to perform various duties and functions. Members of sub-committees need not be Directors or members of the appointing Committee;
 - e. at any time, the Board may rescind the mandate of any committee or subcommittee, may make changes to the terms of reference or membership and may remove any member;
 - f. standing committees will develop annual workplans and commentary for each fiscal year. The workplans will identify objectives, measurement metrics and performance milestones. Standing committees will present their workplans to the Board for approval;
 - g. each standing committee will report to the Board in person annually and at quarterly meetings by briefing notes; and
 - h. committee chairs may request administrative assistance from Corporation employees through the Chair.

G. Regional Chapters

30. Role

A regional chapter contributes to the strategic plan and annual operating plan and implements programs and services to support approved plans and deliver value to members. Regional chapters are accountable to the Chair.

1. Formation, Function and Discontinuance

The board may establish or approve regional chapters to carry out programs consistent with the mission, strategic direction and policies of the Corporation upon the terms and conditions set out in section 30 below and such additional terms and conditions as the board may determine at such time. The board may combine, subdivide or discontinue regional chapters at its discretion upon discussion.

2. Terms and Conditions

All regional chapters shall abide by the following terms and conditions:

- a. The governing documents of each regional chapter shall be established by the board and any proposed amendments must be brought to the board for approval prior to taking effect.

- b. Each regional chapter shall conduct its activities consistent with and in furtherance of the Corporation's purposes and have the limited, revocable, non-exclusive license to use the Corporation's Intellectual Property solely in connection with such activities.
- c. All members of the regional chapters must be members in good standing of the Corporation. The regional chapters may create supplemental requirements for membership in same if such requirements are consistent with the requirements of membership in the Corporation and are approved by the board.
- d. Each regional chapter shall maintain reasonable records related to all of its programs, activities, and operations and shall send to the board copies of such records forthwith upon request at least twice per year.

33. Property Ownership

The Corporation owns all right, title, and interest to the Intellectual Property. Use of the Intellectual Property shall create no rights for the regional chapter in or to the Intellectual Property. All rights, title, interest, property and assets held or used by any regional chapter are held for and on behalf of the Corporation or as a licensee thereof. If any regional chapter should be discontinued they shall immediately discontinue its use of the Intellectual property and take all steps necessary to transfer all of the Corporation's property and assets to the Corporation forthwith.

H. Officers

34. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

3. Chair of the Board

Subject to Board resolution, these Bylaws and the Act, the Chair shall be the chief executive officer and is responsible for implementing the strategic plans and policies, and governing the business, activities and affairs of the Corporation. The Chair shall have such other duties and powers as the board may specify. When present, the Chair will preside at all meetings of the Board, Members, Committees they lead, or they may designate another Director or Vice-Chair to preside. During an absence or incapacity, the Chair may nominate the Vice-Chair or other Director to perform their duties; or failing that nomination, the Board may assign those duties to the Vice-Chair or one or more Director(s).

4. Vice-Chair of the Board

32. The Vice-Chair of the board shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the board of directors and of the members. The Vice-Chair shall have such other duties and powers as the board may specify
- or that the Chair may assign.

37. Secretary

The secretary shall attend and be the secretary of all meetings of the board, members and committees. The secretary shall:

- a. enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
- b. the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees;
- a. the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and maintain the register of members however, with the Board's express authorization by resolution, the Secretary may deliver the custody of any document or item to another person;
- b. or cause to be given all notices required to be given to Members and/or Directors; and
- c. perform those other duties as may from time to time be determined by the Board or Chair.

38. Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

5. Treasurer

The treasurer shall

- a. keep such financial records, including books of account, as are necessary to comply with the Act;
- b. keep accounting records in respect of the Corporations financial transactions;
- c. prepare the Corporation's financial statements and making an annual report to the Board, the members and others when required;
- d. making the Corporation's filings respecting taxes;
- e. keep the board apprised of the Corporation's financial position; and
- f. chair any committee that may be struck to deal with the Corporation's finances.

40. Officer Vacancies

The board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.
- e. end of term

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

41. Method of Giving Notice

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

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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

document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

I. Disputes

42. Mediation and Arbitration

Subject to section 43 below, disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

43. Dispute Resolution Mechanism

Subject to section 43 below, in the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

44. Exception

Sections 41 and 42 shall not apply in the event of wilful misconduct, bad faith, or criminal or fraudulent conduct.

J. General

45. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

6. Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

8. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

49. Annual Financial Statements

The Corporation may publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available

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

50. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

51. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

SCHEDULE "A"
TO THE BYLAWS OF THE
MOMS STOP THE HARM SOCIETY (the "Corporation")

MEMBERS CODE OF CONDUCT

This Code of Conduct (the "Code") for members of the MOMS STOP THE HARM SOCIETY sets out the behaviours, highest ethical and professional standards which members are expected to uphold. When interacting with the Corporation, its members, its invitees or the general public as a member of the Corporation, members are expected to conduct themselves as follows:

1. Maintain respect and loyalty to the Corporation, its members and the community, and the Corporation's programs and services.
2. Maintain responsible and respectful sharing of information about the Corporation via social media and public communication channels, protect confidential information and refraining to disclose any portion thereof, except in the manner and to the extent authorized by the Board.
3. Report all information to the Chair and/or the Board that could lead to legal, community, or program and service issues regarding the Corporation;
4. Show courtesy, cooperation and a positive attitude with other members, seek consensus, agree to respect the opinions of others;
5. Advocate on behalf of collective opinions and decisions of the Corporation and the Board of Directors;
6. Adhere to the provisions of the Act, Bylaws and any policies of the Corporation and so conduct themselves as to uphold the reputation, standing and dignity of the Corporation and its members.
7. Treat all persons fairly and with respect; encouraging diversity and inclusivity.
8. Accept that no member may speak for the Corporation, or make any commitments on its behalf, without the authority of the Board.
9. Treat with courtesy and behave in a reasonable manner, in all forms of communications, to all directors and members, fellow members and their guests, and associated personnel concerned with the business of the Corporation or attending any gathering or event of the Corporation including but not limited to:
 - (a) professional and constructive communication, in-person or otherwise;
 - (b) using welcoming and inclusive language;
 - (c) courtesy and civility in handling dissent or disagreement;
 - (d) respect when providing feedback; and

- (e) openness to alternate points of view.
10. Discrimination, harassment, bullying, threatening, or disruptive behaviour will not be tolerated in any form.