

**A By-Law Relating Generally to the Conduct of the Affairs of
Planned Parenthood - Newfoundland and Labrador Sexual Health Centre Inc.
(the "Corporation")**



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

SECTION 1 – GENERAL

1.01 Definitions

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

- a. "Act" means the Corporations Act, R.S.N., 1990, c. C-36 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the Board of Directors of the Corporation and "director" means a member of the board;
- d. "by-law" 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;
- e. "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;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 224 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.



1.02 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Name of the Corporation

The name of the Corporation shall be Planned Parenthood - Newfoundland and Labrador Sexual Health Centre Inc. (hereinafter referred to as the Corporation).

1.04 Registered Office

The registered office of the Corporation shall be located in the city of St John's in the province of Newfoundland Labrador, Canada, or at such place therein as the Board of Directors of THE CORPORATION direct.

1.05 Corporate Seal

The Corporate Seal of the Corporation shall be prescribed by the Board of Directors of the Corporation and shall bear the words Planned Parenthood - Newfoundland & Labrador Sexual Health Centre Inc.

The Board of Directors shall provide for the safe custody of the Corporate Seal. The Corporate Seal shall never be used except by the authority of the Board of Directors or of a Committee of the Board empowered by the Board of Directors in that behalf. Every instrument to which the Corporate Seal shall be attached shall be signed by any two (2) of the President, Vice-President, Treasurer, Executive Director, or by some other person appointed by the Board of Directors for that purpose.

1.06 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 the President, Vice-President, Treasurer, Executive Director, or by some other person appointed by the Board of Directors for that purpose.



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In addition, the Board of Directors 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 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.

1.07 Financial Year End

The financial year end of the Corporation shall be March 31st.

1.08 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 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.

1.09 Annual Financial Statements

The Corporation shall publish a notice to its members stating that the annual financial statements and documents provided in subsection 258.(1) (Annual Financial Statements) of the Act are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office, by electronic means, or by prepaid mail.

1.10 Auditors

The members, at each Annual Meeting of Members, shall appoint an auditor to audit the accounts. Such auditors shall hold office until the next annual meeting. Remuneration of the auditor shall be approved by the Board of Directors.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation,



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namely, Active members and Affiliate members. The Board of Directors may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board of Directors by resolution.

The following conditions of membership shall apply:

- a. Persons who become members of the Corporation shall be deemed to agree and consent to all rules and regulations of the Corporation, including rules for continuation of membership, as may be established by the Corporation from time to time;
- b. Membership is not transferable,
- c. The Corporation reserves the right to refuse to accept applications for membership;
- d. All members of the Board of Directors, Committees of the Board, sub-committees, taskforces, working groups, and volunteers must be Class A - Active members.

Class A - Active Members

- a. Active members shall be individuals interested in furthering the objects of the Corporation, who have a right to vote in the Corporation, who have applied for new membership no less than 1 week prior to the date of the AGM and who have paid annual membership dues.
- b. Active members shall pay dues and receive such benefits as may be directed by the Board of Directors.
- c. Subject to the Act and the articles, each Active voting member is entitled to receive notice of, attend, and vote at all meetings of members. Each such Active member shall be entitled to one (1) vote at such meetings.

Class B - Affiliate Members

- a. Affiliate members shall be organizations or agencies with complementary objectives, who do not have a right to vote in the Corporation, who have applied and been accepted by the Board of Directors, and who have paid annual



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membership dues.

- b. Affiliate members shall pay dues and receive such benefits as may be directed by the Board of Directors.
- c. Subject to the Act and the articles, an Affiliate non-voting member shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation.

Pursuant to subsection 279.(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 279.(1)(e) or (n).

SECTION 3 - MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing 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 (March 31), the members in default shall automatically cease to be members of the Corporation. The membership dues shall be decided by resolution at the annual meeting of members.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- 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 Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the President or Vice-President, in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below 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.

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.

Any member whose membership has been terminated will submit all data (including, but not limited to, documents, statistics, passwords, and account information) and any projects, complete or incomplete, to the Corporation no later than 14 days after receipt of notice, without retaining any copies of the above mentioned materials.

3.03 Discipline of Members

The Board of Directors 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 of Directors in its sole discretion;
- c. For any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Corporation, the President or Vice-President shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President or Vice-President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the President or Vice-President 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 of Directors shall consider such submissions in arriving at a final decision. The President or Vice-President shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board of Director's decision



shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Notice of Meeting of Members

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 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 telephone, electronic, social media or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Any proposed changes to the By-laws must accompany the aforementioned notice of Annual Meeting of Members. Pursuant to subsection 279.(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.02 Annual Meeting of Members

The Corporation shall have an Annual Meeting of Members who shall be entitled to:

- a. Receive reports from the Board of Directors and Committees of the Board, as may be appropriate;
- b. Consider and amend policy decisions made by the Board of Directors;
- c. Consider and amend the Constitution and By-Laws. Such amendments shall be approved by the members present holding two thirds of the votes cast;
- d. Approve the financial statement, Auditor's report, and budget for the coming year, including setting membership dues;
- e. Appoint the Auditors for the coming year; and
- f. Elect Directors to fill vacancies on the Board of Directors and on the Nominating



Committee.

The Board of Directors shall schedule the Annual Meeting of Members to be held after the completion of the fiscal year, at a time to allow for the completion of the Auditor's report.

4.03 Special Meeting of Members

The Board of Directors shall call a Special Meeting of Members in accordance with Section 241 of the Act, upon written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. If quorum is not present within 30 minutes after the scheduled time of the meeting, the meeting shall be dissolved.

4.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, 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 only on the invitation of the chair of the meeting or by resolution of the members.

4.05 Chair of the Meeting

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

4.06 Quorum

A quorum at any meeting of the members shall be the greater of 10 members or 10% of the members entitled to vote at the meeting. Quorum must be present at the opening of a meeting of members, and the members present may not proceed with the business of the meeting if a quorum is not present throughout the meeting.

4.07 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the



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question. Only members in attendance can cast a vote, and votes by proxy will not be accepted at any meeting of members. The Chair of the meeting shall not vote except where there is an equality of votes. 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 shall have a casting vote.

SECTION 5 – DIRECTORS

The property and business of the Corporation shall be governed by a Board of Directors who is accountable to the members. The Board of Directors shall be composed of no fewer than six and no more than eight Directors, including the Officers, plus the Executive Director as ex-officio.

5.01 Election and Term

Subject to the articles, the members shall elect the Directors at each Annual Meeting of Members at which an election of directors is required. Staggered terms may be provided by resolution by the Board of Directors.

All Director candidates shall be nominated and elected giving consideration to diversity as identified in the Charter of Rights and Freedoms and provincial legislation; and the expertise required for the changing needs of the Corporation.

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. Thus, the term of office of a Director shall be two years. Directors may stand for re-election for one consecutive term.

Former Directors who have fulfilled two consecutive terms on the Board of Directors are not eligible for re-election for a period of one year from the date of completion of their second term, except in special circumstances approved by the Board of Directors. This provision applies retroactively and includes time served on the Board of Directors previous to the enactment of this provision.

Directors who miss three consecutive meetings will be removed from the board with notice, unless in the event they are on an approved leave from the Board of Directors.

5.02 Vacancy in Office



In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any Director of the Corporation. Unless so removed, a Director shall hold office until the earlier of:

- a. the Director's term of office expiring,
- b. the Director's successor being appointed,
- c. the Director's resignation,
- d. the Director's removal from office at an Annual Meeting of Members. Such removal by way of a resolution shall be approved by the members present holding two thirds of the votes cast;
- e. the Director's ceasing to be a member, or
- f. the Director's death.

If the office of any Director of the Corporation shall be or become vacant, the Board of Directors may appoint additional directors for a term expiring not later than the close of the next Annual Meeting Of Members. The total number of Directors appointed may not exceed 1/3 of the number of Directors elected at the previous Annual Meeting Of Members. The precise number of Directors to be appointed in this manner may be fixed by ordinary resolution of the Board of Directors.

5.03 Functions and Powers

The Board of Directors shall:

- a. Be responsible for financial management and accounting of the Corporation;
- b. Prepare and approve the annual budget of the Corporation;
- c. Set policy for the Corporation, in the absence of policy direction from the Annual Meeting of Members, and report on such policy decisions to the membership at the next Annual Meeting of Members;
- d. Implement policy, as directed by the membership at the Annual Meeting of Members;
- e. Strike Committees of the Board, as required; assign mandates; and approve



appointments for committee positions;

- f. Provide oversight and guidance to all of the Committees of the Board, sub-committees, taskforces, and working groups;
- g. Cause the Corporation to endorse and support (financially and/or otherwise) all other groups which report to the Board of Directors annually; and
- h. Fill, at pleasure, by appointment any vacancy in the office of a Director or on the Nominating Committee occurring between successive Annual Meetings of Members, until the next Annual Meeting of Members at which point there shall be an election for such position or positions.

The Directors shall:

- a. Be adequately prepared for meetings of the Board of Directors, express their views and ideas, and actively listen to their colleagues;
- b. Support the decisions made by the Board of Directors;
- c. Participate in the Committees of the Board and fundraising activities; and
- d. Act as ambassadors within the community for the Corporation, informing members, stakeholders, and the public of the directions and priorities of the Corporation, and obtaining feedback.

Any director who has been terminated or has resigned from the Board of Directors will submit all data (including, but not limited to, documents, statistics, passwords, and account information) and any projects, complete or incomplete, to the Corporation no later than 14 days after receipt of notice, without retaining any copies of the above mentioned materials.

5.04 Non-remuneration of Directors

No Director shall be paid for serving on the Board of Directors. However, Directors may be reimbursed by the Corporation for reasonable expenses incurred in the conduct of the business of the Corporation.

5.05 Indemnity of Directors

Each Director of the Corporation and their heirs, executors, and administrators, and



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their estate and effects, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. All costs, charges, and expenses whatsoever that such director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter of thing whatsoever, made, done, or permitted by them, in, or about the execution of their office; and
- b. All other costs, charges, and expenses that they sustain or incur, in or about or in relation to the affairs thereof, except such costs, charges, or expenses that are occasioned by their wilful neglect or default.

SECTION 6 - MEETINGS OF DIRECTORS

All meetings of the Board of Directors shall be chaired by the President or the Vice-President, following Roberts' Rules of Order.

A meeting of the Board of Directors may be held by means of telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A Director participating in such a meeting by such means is deemed to be present at such meeting.

All meetings of the Board of Directors shall be open to any member in good standing, excepting discussions of personnel matters.

6.01 Calling of Meetings

Meetings of the board may be called by the President, Vice-President, or any two (2) directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was



sent by the Corporation in accordance with section 175 (Notice of directors) or 183 (Notice of change of directors);

- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

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 189.(3) (Delegation of director's powers) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board of Directors shall meet as often as is deemed necessary and expedient for the successful carrying out of the objects and purposes of the Corporation. Meetings shall be scheduled no less than six times per calendar year, normally on a monthly basis. Agendas of regularly scheduled Board of Directors' meetings shall include, but not be limited to, approval of agenda, approval of minutes, financial matters, reporting from the Executive Director, reporting from the Executive Committee, and new business.

The Board of Directors 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 of Directors fixing the place and time of such regular meetings of the Board of Directors 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 185.(1)(Notice of Meeting of directors) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum



A quorum at any meeting of the Board of Directors shall be at least two (2) of the Officers plus at least three (3) other Directors. Quorum must be present at the opening of a meeting of the Board of Directors, and the Directors present may not proceed with the business of the meeting if a quorum is not present throughout the meeting.

6.05 Votes to Govern

At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. The Chair of the meeting shall not vote except where there is an equality of votes. In case of an equality of votes, the Chair of the meeting shall have a casting vote.

SECTION 7 - EXECUTIVE COMMITTEE AND OFFICERS

7.01 Members of the Executive Committee

The Officers of the Executive Committee of the Corporation shall be the President, Vice-President, Past President, Treasurer, Secretary, the Executive Director as ex-officio, and such other officers as the Corporation may, in its sole discretion, deem advisable.

All Officers of the Corporation shall be Directors. As such, the President, Vice-President, Treasurer, and Secretary shall be elected from amongst the Directors.

Elections shall take place at the first meeting of the Board of Directors following the Annual Meeting of Members, or at any meeting following any vacancy of any such office before the end of its intended term.

The term for Officers shall be two years. Officers may stand for re-election for one consecutive term.

7.02 Functions and Powers

The Executive Committee shall:

- a. Meet, as required, between board meetings to fulfill functions mandated by the Board of Directors. Any decisions shall be reported at the next meeting of the Board of Directors; and
- b. Perform the functions of the Personnel Committee of the Corporation. As such, the Executive Committee shall make decisions regarding the recruiting, hiring,



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evaluation, and discharge of staff. Such decisions shall be reported at the next meeting of the Board of Directors.

7.03 Description of Officers

The Officers of the Corporation shall have the following duties and powers associated with their positions:

- a. **President** - When present, the President normally shall preside at all meetings of the Board of Directors, the Executive Committee, and the members. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall see that all orders and resolutions of the Annual Meeting of Members are carried into effect.
The President shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Corporation.
The President, unless otherwise decided by the Board of Directors, shall represent the Corporation nationally and internationally.
The President shall have such other duties and powers as the Board of Directors or the Annual Meeting of Members may specify.
- b. **Vice-President** - If the President is absent or is unable or refuses to act, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall have such other duties and powers as the Board of Directors or the Annual Meeting of Members may specify.
- c. **Immediate Past President** - the Immediate Past President shall be a member of the board of directors and an officer on the executive committee. They will provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the President and the President-Elect on an as-needed basis.
- d. **Secretary** - The Secretary shall attend and perform the functions of the secretary of all meetings of the Board of Directors and members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meeting.
The Secretary shall give, or cause to be given, as and when instructed, notices to



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members, Directors, and the public accountant.

The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.

The Secretary shall have such other duties and powers as the Board of Directors or the Annual Meeting of Members may specify.

- e. **Treasurer** - The Treasurer shall be responsible for supervision of the financial affairs of the Corporation.

The Treasurer shall present financial statements and an annual budget to the Executive Committee, the Board of Directors, and to the members.

The Treasurer shall be the chair of the Finance Committee.

The Treasurer shall have such other duties and powers as the Board of Directors or the Annual Meeting of Members may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

7.04 Description of the Office of Executive Director

The Executive Director shall be responsible for the day-to-day operation of the Corporation within the policies and By-laws established by the Board of Directors and the membership.

The Executive Director shall implement the hiring, supervision, evaluation, and dismissal of the staff and contractors, in consultation with the Executive Committee. Such decisions shall be reported at the next meeting of the Board of Directors.

In the event of an emergency where the daily operations of the Corporation are to be affected, if all directors cannot be reached, the Executive Director can have one vote in order to obtain a quorum. Or in the event of a mass resignation of directors and quorum is required immediately to ensure the daily operations of the Corporation, the Executive Director can have one vote in order to reach quorum. This vote cannot be enacted on decisions in which a conflict of interest would arise or appear to arise.

7.05 Vacancy in Office



In the absence of a written agreement to the contrary, the Board of Directors 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. the Officer's term of office expiring,
- b. the Officer's successor being appointed,
- c. the Officer's resignation,
- d. the Officer's removal from office at an Annual Meeting of Members. Such removal by way of a resolution shall be approved by the members present holding two thirds of the votes cast;
- e. the Officer ceasing to be a director, or
- f. the Officer's death.

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.

SECTION 8 - COMMITTEES OF THE BOARD

The Board of Directors 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 of Directors shall see fit.

The general responsibilities of the Committees of the Board shall be to carry out those activities necessary to fulfill the prescribed mandate of the Committee as set by the Board of Directors or the Annual Meeting of the Members.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make.

Any committee member must be an Class A - Active member in good standing and may be removed by resolution of the Board of Directors.

8.01 Finance Committee

The Finance Committee shall ensure the financial integrity of the Corporation by monitoring the financial and accounting affairs of the Corporation on behalf of the Board



of Directors.

The Finance Committee shall be responsible to:

- a. Recommend a proposed budget to the Board of Directors and to the Annual Meeting of Members;
- b. Present to the Board of Directors a comparison of actual income and expenditures of the Corporation against projections for the current year;
- c. Present the annual audited financial statements of the Corporation to the Board of Directors and to the Annual Meeting of Members;
- d. Review the annual budget and make recommendations for revisions to the Board of Directors; and
- e. Review the Corporation's financial policies and make recommendations for revisions to the Board of Directors and to the Annual Meeting of Members.
- f. Quarterly reports shall be submitted by the treasurer and finance committee to the Board of Directors.

The Chairperson of the Finance Committee shall be the Treasurer. The remaining two (2) members shall be Class A - Active members and may be Directors. Members of the Finance Committee shall be appointed by the Board of Directors.

8.02 Nominating Committee

The Nominating Committee shall oversee the nomination process and the election of Directors at the Annual Meeting of Members. The Nominations Committee shall be the Vice-President. The remaining two (2) members shall be Class A - Active members and may be Directors. Members of the Committee shall be appointed by the Board of Directors.

- a. determine the number of upcoming or current vacancies on the Board of Directors;
- b. distribute to all Class A - Active members and other interested parties a call for nominations and applications to stand for election as a Director, recognizing the diversity principles set out in section 5.01 of the By-laws;
- c. submit to the Board of Directors, at least 30 days before the date of the Annual



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- Meeting of Members, the applications of Class A - Active members who were nominated, volunteered, or were recruited to stand for election;
- d. distribute to all Class A - Active members the slate of candidates at least one week before the Annual Meeting of Members.
 - e. Advertise and accept nominations of Class A - Active members in good standing from the floor at the Annual Meeting of Members.

The Chair of the Nominating Committee shall conduct the election of the Directors after the Nominating Committee report and the receipt of nominations from the floor of the Annual Meeting of Members.

Members of the Nominating Committee shall be elected at the Annual Meeting of Members or appointed by the Board of Directors if a vacancy occurs between subsequent Annual Meeting of Members. The term of office shall be two years. The Chairperson of the Nominating Committee shall be member of the Board of Directors.

SECTION 9 - NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, Director, Officer, member of a Committee of the Board, or 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 175 (Notice of directors) or 183 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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. 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 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 secretary may change or cause to be changed the recorded address of any member, Director, Officer, member of a Committee of the Board, or public accountant in accordance with any information believed by the secretary to be reliable.

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.

9.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.03 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.

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

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 Section 10.02 of this by-law.



10.02 Dispute Resolution Mechanism

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, volunteers, or employees of the Corporation as set out in the articles, by-laws, or the Act, and as an alternative to such person instituting a law suit 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.
- d. 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.



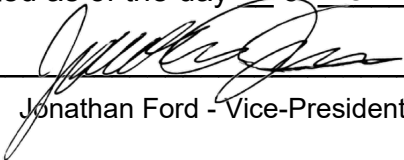
SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board of Directors.

CERTIFIED to be the By-Law of the Corporation, as enacted by the Directors of the Corporation by resolution on the day 29 of October, 2017 and confirmed by the members of the Corporation by special resolution on the day 29 of October, 2017.

Dated as of the day 29 of October, 2017.



Jonathan Ford - Vice-President