

Bylaws of The Heather Cutler Foundation

A by-law relating generally to the conduct of the affairs of The
Heather Cutler Foundation (the “Corporation”)

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

CHARITABLE PURPOSES STATEMENT

The Corporation operates exclusively for charitable purposes as defined in the Income Tax Act and common law, specifically for the advancement of health through education, research, advocacy and support related to pancreatic cancer care and treatment.

PRIVATE BENEFIT PROHIBITION

No part of the income or capital of the Corporation shall be available for the personal benefit of any member, director, officer, or other person, except as reasonable compensation for services rendered or reimbursement of reasonable expenses incurred in the performance of their duties.

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;
- “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;
- “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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.

Corporate Seal

The corporation may have a corporate seal in the form approved by the board. If a corporate seal is approved by the board, the secretary of the corporation shall be the custodian of the corporate seal.

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.

Financial Year End

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

Financial Arrangements

Banking Arrangements

The banking business of the corporation shall be conducted at a bank, trust company, or other financial institution in Canada or elsewhere, as determined by the board of directors.

Banking Authorization and Financial Controls

1. Dual Signing Authority: All banking transactions, including the opening of bank accounts, signing of checks, and execution of financial transactions shall require authorization by two (2) signing officers as designated by the board of directors.

2. Transaction Thresholds:

- a. Transactions under \$1,000 may be authorized by any single designated signing officer
- b. Transactions of \$1,000 or more shall require two (2) signing officers
- c. Transactions of \$5,000 or more shall require board approval in addition to dual signing authority

3. Board Approval Requirements: The establishment of new banking relationships, credit facilities, or investment accounts shall require board approval by ordinary resolution.

4. Financial Oversight: All banking transactions shall be properly documented, and records shall be maintained in accordance with the corporation's financial policies and applicable legislation.

5. Regular Reporting: Monthly financial reports including bank reconciliations shall be provided to the board of directors.

Borrowing Powers

The directors of the corporation may, without authorization of the members, borrow money on the credit of the corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf and 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.

Annual Financial Statements

The corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, 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.

Transparency and Community Engagement

Organizational Transparency Commitment

The Corporation is committed to high standards of transparency and accountability in all its operations, communications, and engagements with the communities it serves, while ensuring compliance with applicable privacy legislation.

Publication and Communication Standards

All Corporation publications, educational materials, and public communications shall be:

- a.** Written to maintain accessibility for broad public comprehension;
- b.** Supported by credible academic sources, research findings, or evidence-based best practices;
- c.** Made accessible to the public through appropriate channels;

d. Reviewed for accuracy, clarity, and alignment with the Corporation's charitable purposes before publication.

Community Engagement Framework

The Corporation shall maintain a systematic approach to community engagement that reflects the Corporation's core values while ensuring compliance with privacy legislation including the Personal Information Protection and Electronic Documents Act (PIPEDA) and relevant provincial privacy laws.

Regular Community Engagement Activities

The Corporation shall conduct community engagement activities at regular intervals as operationally feasible, which may include:

- a.** Focus groups with Canadians living with pancreatic cancer, caregivers, and healthcare providers;
- b.** Surveys and feedback mechanisms to assess community needs and priorities;
- c.** Consultation sessions with relevant stakeholders to inform program development and policy positions;
- d.** Public forums or virtual meetings to discuss emerging issues in pancreatic cancer care and advocacy.

Information Requests and Privacy Protection

The Corporation shall maintain clear procedures for responding to information requests while ensuring:

- a.** Compliance with applicable privacy legislation;
- b.** Protection of confidential and personal information;
- c.** Reasonable administrative processes that do not create excessive burden;
- d.** Timely responses to legitimate requests for public information.

Membership Conditions

Subject to the articles, there shall be one class of members in the corporation. Membership in the corporation shall be available only to individuals interested in furthering the corporation's purposes and 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. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the corporation. Pursuant to subsection ^{197(l)} (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 ^{197(l)(e)}, (h), (l), or (m).

Digital Engagement Options

The Corporation may offer digital engagement options to support accessibility and remove geographic barriers to participation. These digital options shall:

- 1.** Be offered as alternative methods of participation, not as separate membership classes;
- 2.** Provide equivalent rights and opportunities as in-person participation;
- 3.** Include appropriate accessibility accommodations for varying technological capabilities;
- 4.** Ensure no member benefits or privileges are restricted based on method of engagement.

The Corporation shall ensure that digital engagement supports its mandate to eliminate geographic and technological barriers while maintaining inclusive participation for all members regardless of their preferred method of engagement.

Transferring Membership

A membership may only be transferred to the corporation. Pursuant to Section ¹⁹⁷⁽¹⁾ (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the by-laws.

Notice of a 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 telephonic, electronic, or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery. Pursuant to subsection ¹⁹⁷⁽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.

Members Calling a Meeting of Members

The board of directors shall call a special meeting of members in accordance with Section ¹⁶⁷ of the Act, 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.

Absentee Voting at Meeting of Members

Pursuant to section ¹⁷¹⁽¹⁾ (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic, or other communication facility if the corporation has a system that: enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted. Pursuant to subsection ¹⁹⁷⁽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 this method of voting by members not in attendance at a meeting of members.

Membership Dues

There shall be no dues payable by members for membership in the corporation.

Termination of Membership

A membership in the corporation is terminated when:

- the member dies or resigns;
 - the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - the member's term of membership expires; or
 - the corporation is liquidated and dissolved under the Act.
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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.

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:

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

- 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 president, 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 president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled. 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.

Proposals Nominating Directors at Annual Meetings of Members

Subject to the Regulations under the Act, 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.

Cost of Publishing Proposals for Annual Meetings of Members

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.

Place of Meeting of Members

Meetings of the members will be held at the registered office of the corporation.

Persons Entitled to be Present at Meeting of Members

The only 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 only on the invitation of the chair of the meeting or by resolution of the members.

Chair of Meetings of Members

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

Quorum at Meetings of Members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority 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.

Voting at Meetings of Members

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

Participation by Electronic Means at Meetings of Members

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.

Meeting of Members 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.

Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation, 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.

Term of Office of Directors

At the first election of Directors following the approval of this by-law, one-third (1/3) of directors shall be elected for a three-year term, one-third (1/3) of directors shall be elected for a two-year term, and one-third (1/3) of directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

Director Eligibility Requirements

In addition to any qualifications required under the Act, a person is eligible for appointment or election as a director of the Corporation only if the individual:

1. Is at least 18 years of age;

2. Has not been found to be incapable by a court in Canada or elsewhere;
3. Does not have the status of bankrupt;
4. Demonstrates alignment with the Corporation's mission, values, and policies, including digital security and confidentiality obligations;
5. Provides consent to background screening procedures, including verification of identity, criminal record check, and conflict of interest declaration, as may be determined by the board from time to time.

The board reserves the right to delay, deny, or revoke director onboarding where eligibility criteria are not met.

Conflict of Interest

1. A director or officer who has, directly or indirectly, an interest in a proposed or existing contract, transaction, or arrangement with the Corporation shall disclose the nature and extent of such interest to the board in accordance with the Act.
2. A director with a conflict of interest shall abstain from voting on any resolution involving the matter and may be required to leave the meeting during discussions, at the discretion of the board or committee chair.
3. The Corporation shall maintain a Conflict of Interest Policy consistent with this provision, which all directors and officers shall review and acknowledge during onboarding.

Calling of Meetings of the Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board, 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.

Notice of Meeting of the Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the corporation not less than 14 days before the time when the meeting is to be held by one of the following methods:

- Delivered personally to the latest address as shown in the last notice sent by the corporation;
- Mailed by prepaid ordinary mail to the director's recorded address;
- By telephonic, electronic, or other communication facility at the director's recorded address for that purpose;
- By 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 a meeting need specify the purpose or business to be transacted except matters referred to in subsection 138(2) (Limits on Authority) of the Act.

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.

Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

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.

Commitment to Representative Committee Composition

The Corporation shall work toward establishing committees that reflect diverse perspectives essential to its mission, recognizing that recruiting qualified individuals with specialized expertise requires time and sustained outreach efforts.

Committee Representation Goals

The Board shall work toward developing committee membership that strives to include representation from relevant stakeholder groups, which may include but is not limited to:

- Canadians living with pancreatic cancer and their caregivers;
- Oncologists and other specialized healthcare providers;
- Family physicians and primary care providers;
- Medical students and healthcare trainees;
- Policymakers and individuals with expertise in healthcare policy and advocacy;
- Members of the public representing diverse backgrounds, life experiences, and geographic regions;
- Representatives who can speak to the local context and healthcare needs of different provinces and territories;
- Business and industry experts;
- Fundraising and philanthropy professionals;
- Legal and compliance advisors;
- Communications and media specialists;
- Researchers;
- Social workers and psychosocial support providers.

The inclusion of persons from these categories in any given committee shall be determined based on the committee's specific needs, objectives, and availability of qualified individuals.

Recruitment and Development Strategy

The Board shall:

- Develop and implement strategies for achieving representative committee composition as feasible;
- Maintain records of recruitment efforts and progress toward representation goals;
- Review committee composition annually and adjust recruitment strategies as necessary;

- Ensure that committee formation supports the Corporation's commitment to equity, accessibility, and inclusion while respecting human rights legislation;
- Recognize that achieving ideal committee composition may require phased implementation and ongoing effort.

Appointment of Officers

The board may designate the offices of the corporation, appoint officers on an annual or more frequent basis, 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.

Officers of the Corporation

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the offices of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- Chair of the Board – If appointed, shall preside at all meetings of the board of directors and members, and shall have other duties and powers as the board specifies.
- Vice-Chair of the Board – If appointed, shall preside at meetings of the board and members if the Chair is absent or unable to act, and shall have other duties and powers as the board specifies.
- President – Shall be the chief executive officer responsible for implementing strategic plans and policies, subject to board authority.
- Secretary – Shall attend meetings, record minutes, issue notices, and maintain custody of records.
- Treasurer – Shall oversee financial matters, with duties and powers as specified by the board.
- Other Officers – Duties and powers determined by board mandate and organizational needs.

Officer Vacancies

In the absence of a written agreement to the contrary, 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 the officer's successor being appointed, resignation, ceasing to be a director (if a necessary qualification), or death. The directors may appoint a replacement to fill such vacancy.

Emergency Authority and Oversight

Emergency Authority Requirements

In the event of a security incident, operational risk, reputational threat, or other emergency requiring immediate action, emergency measures may be authorized only under the following conditions:

- **Dual Authorization:** Authorized by two (2) officers or directors, including at least the Chair, Vice-Chair, or President.
- **Time Limitation:** Limited to 48 hours from authorization.
- **Immediate Notification:** All board members notified within 24 hours detailing emergency nature, actions taken, duration, and rationale.
- **Board Ratification:** Emergency measures reviewed for ratification, amendment, or revocation at next board meeting or within 72 hours, whichever is sooner.
- **Automatic Expiry:** Measures automatically expire after 48 hours unless ratified by board resolution.
- **Documentation:** All actions documented in writing.

Limitations

Emergency authority shall not override statutory requirements, member approvals, exceed financial authority limits, or bind the corporation beyond the emergency period without board approval.

Enhanced Director and Officer Indemnification

- **Scope:** The Corporation shall indemnify current/former directors, officers, or volunteers against reasonable costs in proceedings related to their role if acting honestly and lawfully.
 - **Advancement of Expenses:** The Corporation may advance legal expenses with a written undertaking for repayment if indemnification is not ultimately available.
 - **Insurance Coverage:** Directors' and officers' liability insurance maintained.
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Privacy and Data Protection Framework

- **Compliance:** Adherence to privacy legislation (PIPEDA, PIPA).
 - **Data Collection/Use:** Collected for charitable purposes, with enhanced consent for sensitive data.
 - **Interprovincial Transfers:** Privacy impact assessments and safeguards required.
 - **Donor Privacy:** Protected with opt-out options and deletion rights.
 - **Data Breach:** Documented response plans and timely notifications.
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Advocacy Activities and Political Boundaries

- **Non-Partisan Requirement:** Advocacy must remain strictly non-partisan.
- **Permitted Advocacy:** Policy dialogue, research, and public awareness campaigns related to pancreatic cancer.
- **Government Relations:** Evidence-based and non-partisan.
- **Political Limitations:** Adherence to CRA guidelines, avoiding support/opposition of political parties/candidates.
- **Annual Review:** Ensuring compliance.

Volunteer Management and Protection

- **Canadian Code Compliance:** Adherence to the Canadian Code for Volunteer Involvement, ensuring respectful treatment and value recognition for volunteers.
- **Volunteer Screening:** Implementation of clear, consistent screening processes, including criminal record checks as necessary.
- **Orientation and Training:** Provision of orientation and ongoing training aligned with the Corporation's mission, policies, and volunteers' roles.
- **Volunteer Insurance Coverage:** Maintenance of appropriate volunteer accident insurance, ensuring coverage under the Corporation's general liability policy.
- **Record Management:** Standardized documentation practices for volunteer records, complying with privacy and employment legislation.

Research and Collaboration Framework

- **Collaborative Research Agreements:** Entering into formal research partnerships with institutions, agencies, or organizations aligned with pancreatic cancer objectives.
- **Data Sharing Protocols:** Implementing appropriate privacy safeguards, data use agreements, and ethical research compliance measures.
- **Intellectual Property Rights:** Clearly defining ownership and usage rights for collaborative research outputs.
- **Multi-Phase Project Authorization:** Board approval required for multi-year projects with annual reviews and ongoing budget allocation.
- **Publication and Dissemination:** Research findings published openly, with appropriate attribution and confidentiality adherence.

Employment Standards and Staff Relations

- **Compliance:** Adherence to all federal and provincial employment standards including minimum wage, overtime, and termination regulations.

- **Accessibility:** Meeting required accessibility standards for employees and volunteers with disabilities.
- **Health and Safety:** Establishing and maintaining comprehensive occupational health and safety policies.
- **Pay Equity:** Commitment to equal pay for equal value, maintaining pay equity consistent with applicable legislation.
- **Professional Development:** Providing ongoing professional development and specialized training opportunities for staff and volunteers.

Professional Development and Training Framework

- **Commitment to Continuous Learning:** The Corporation prioritizes ongoing professional development for directors, officers, staff, and volunteers to ensure effective community service.
- **Project-Based Training Assessment:** Each major project undergoes a training needs assessment detailing certifications and specialized training required.
- **Board Review and Approval:** Specialized training proposals reviewed by the Board, requiring approval by at least two directors following cost-benefit analysis.

Financial Management and Transparency

- **Annual Financial Reporting:** Filing and transparency of annual financial statements as mandated by the Canada Not-for-Profit Corporations Act.
- **Grant and Donation Management:** Ensuring appropriate tracking and use of grants and donations, respecting donor restrictions and charitable objectives.
- **Audit and Review Requirements:** Annual audits or financial reviews conducted as necessary and determined by regulatory requirements.
- **Investment Policy:** Investments made according to a board-approved policy adhering to legal restrictions.
- **Expense Reimbursement:** Clear policies established for reimbursing expenses consistently to directors, officers, staff, and volunteers.

Public Communications and Media Relations

- **Authorized Spokespersons:** Designation of spokespersons by the Board with guidelines ensuring consistency in public communications.
 - **Social Media Policy:** Social media usage guidelines established to ensure alignment with the Corporation's mission and non-partisanship.
 - **Crisis Communications:** Development and maintenance of a robust crisis communications plan for reputational and emergency scenarios.
 - **Publication Standards:** Public communications must meet accuracy and evidence-based standards consistent with charitable purposes.
 - **Media Relations Protocol:** Established procedures for media inquiry responses ensuring consistent and accurate messaging.
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Governance and Board Development

- **Director Competency Framework:** A competency matrix targeting healthcare policy expertise, financial management, governance, and patient/family perspectives in pancreatic cancer care.
 - **Phased Implementation:** Multi-year implementation plans developed by the Governance Committee, adjusted annually.
 - **Annual Progress Reporting:** Regular updates on diversity and competency milestones, recruitment efforts, and retention strategies presented at annual meetings.
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Technology and Data Security Standards

- **Technology Security Policy:** Policies safeguarding digital systems, sensitive data, and communications aligned with charitable purposes.
 - **Security Requirements:** Implementation of secure document storage, multi-factor authentication, regular compliance monitoring, and secure onboarding/offboarding protocols.
 - **Board Oversight:** Regular review by the Board of significant technology initiatives ensuring compliance with privacy legislation.
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Intellectual Property

- **Recognition and Scope:** Protection of copyrights, trademarks, trade names, and other intellectual properties created by or for the Corporation.
- **Ownership:** Corporation retains ownership of intellectual properties unless specified in board-approved agreements.
- **Copyright and Trademark Protection:** Identification, registration, and protection of intellectual properties under applicable Canadian laws.
- **Board Approval:** Board approval required for significant intellectual property protection actions, including trademark and copyright registrations.

Method of Giving Notice

- Notice given personally, by mail, electronic, or other communication methods as prescribed by the Act.
- Notices deemed delivered upon personal delivery, postal dispatch, or electronic transmission.
- Secretary maintains accuracy of contact records and is responsible for giving notice.

Invalidity of Provisions

The invalidity or unenforceability of any by-law provision does not affect remaining provisions.

Omissions and Errors

Accidental omissions or errors in giving notices do not invalidate any meeting actions founded on such notices.

Whistleblower Protection

- Affirmation of rights to report, without reprisal, concerns regarding fraud, misconduct, unethical behavior, or security breaches.
- Anonymous reporting channels established, retaliation strictly prohibited, with confidential investigations conducted by the Board.

Mediation and Arbitration

- Resolution of internal disputes prioritized through mediation or arbitration rather than litigation.
- Mediators appointed mutually; unresolved issues referred to binding arbitration under applicable provincial arbitration legislation.

Dissolution and Asset Distribution

- Remaining Corporation assets upon dissolution distributed exclusively to qualified donees with similar charitable purposes.
- Assets not distributed to private individuals except as reasonable compensation during dissolution.

By-laws and Effective Date

- By-laws may be amended or repealed by directors' resolution, effective until the next members' meeting.
- Confirmed or rejected by ordinary resolution at the following members' meeting; special resolutions required for fundamental changes.

Compliance Attestation

The Corporation attests these bylaws comply with Canada Revenue Agency charitable registration requirements including exclusive charitable purposes, prohibition of private benefit, non-partisan political activities, proper governance, and asset distribution to qualified donees.

These bylaws will undergo regular review to ensure continued compliance with charitable registration and applicable legislation.

END OF REVISED BYLAWS

Last Revised: July 1, 2025