

BY-LAW NO. 1

being the General By-law of

CANADIAN GOLDEN RETRIEVER ADOPTION SERVICE INC.

(hereinafter referred to as the “Corporation”)

ARTICLE 1 INTERPRETATION

1.1 **Definitions.** In this By-law, unless the context otherwise specifies or requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**By-law**” means any By-law of the Corporation from time to time in force and effect; and

“**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-law of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

1.2 **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 HEAD OFFICE

2.1 **Head Office.** The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

ARTICLE 3 SEAL

3.1 **Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE 4 DIRECTORS

4.1 **Duties and Number.** The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors, trustees or governors. The precise number of directors on the board from time to time shall be determined by the members at an annual meeting of members, but in any event shall be no less than three (3) and no more than fifteen (15); at all times, at least two of the directors shall not be employees of the Corporation or any of its affiliates.

4.2 **Qualifications.** Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director. The following persons are disqualified from being a director of the Corporation:

- (a) anyone who has been declared incapable by a court in Canada or in another country;
- (b) a person who has the status of bankruptcy; and
- (c) a person who is an ineligible individual under the *Income Tax Act* (Canada).

4.3 **Election and Term.** Subject to the provisions of this By-law, directors shall be elected yearly by the members at an annual meeting. A director's term of office shall be up to three years; the terms of the directors shall be staggered so that at each annual meeting of members, at least one director shall retire. A director can serve for a maximum of two (2) consecutive terms. Unless determined otherwise by resolution of the board, a director that has served the maximum number of terms must wait at least one year from the last date of his/her term of office until he/she is eligible for re-election as a director. If the set number of directors is not elected by the members at an annual meeting of members, the directors shall have the authority to elect the remaining number of directors to hold office until the next annual meeting of members, provided that no more than one-third ($1/3^{\text{rd}}$) of the total number of directors appointed by the members can be appointed by the directors.

4.4 **Vacancies.** The office of a director shall automatically be vacated:

- (a) if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be incapable;
- (d) if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if the director ceases to be a member;
- (f) if at a special meeting of members, a resolution is passed by at least a majority of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (g) if the director dies.

4.5 **Filling Vacancies.** A vacancy occurring in the board of directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with Section 4.4(f) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall *see* fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member,
- (c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.6 **Executive Committee.** The board of directors may establish an executive committee comprised of such directors as the board may from time to time determine. Subject to Section 138(2) of the Act, the executive committee shall exercise such powers as are authorized by the board of directors. Subject to the By-law and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its

meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Subject to the Act, the provisions of Sections 5.1, 5.2, and 5.6 shall apply to the executive committee. Any executive committee member may be removed by resolution of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

4.7 **Other Committees.** The board of directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and, subject to Section 138(2) of 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. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

4.8 **Remuneration of Directors.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

ARTICLE 5 MEETING OF DIRECTORS

5.1 **Place of Meeting.** Meetings of the board of directors may be held at any place within or outside Canada.

5.2 **Notice.** A meeting of directors may be convened by the Chairperson of the board. The Vice-Chairperson of the board, the President if a director, a Vice-President who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Unless sent by mail, forty-eight (48) hours' notice of such meeting shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Article 14 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

5.3 **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

5.4 **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.5 **Regular Meetings.** The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of 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 meetings.

5.6 **Quorum.** A majority of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

5.7 **Voting.** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

5.8 **Telephonic or Electronic Participation.** If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

5.9 **Resolutions in Writing.** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

ARTICLE 6 POWERS OF DIRECTORS

6.1 **Administer Affairs.** The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as

hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

6.2 **Expenditures.** The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

6.3 **Borrowing Power.** Subject to the proviso that the corporation will not incur debts other than debts for current operating expenses, debts incurred in connection with the purchase and sale of investments and debts incurred in the course of administering charitable activities. The board of directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue, reissue, sell, pledge, or hypothecate debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (d) give a guarantee on behalf of the Corporation;
- (e) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation;
- (f) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the board of directors,
- (g) employ and pay salaries to employees and consultants on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority;
- (h) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation; and
- (i) delegate the powers conferred on the directors under this Section to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

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

6.5 **Agents and Employees.** The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution.

ARTICLE 7 OFFICERS

7.1 **Appointment.** The board of directors may annually or more often as may be required, appoint a Chairperson of the board, a Vice-Chairperson of the board, a President, an Executive Director, a Secretary, one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. A director may be appointed to any office of the Corporation but none of the said officers need to be a director or member of the Corporation except that the Chairperson of the board and the Vice-Chairperson of the board shall be directors of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer, that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

7.2 **Vacancies.** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal;

- (f) that officer's death; or
- (g) that officer becoming an ineligible individual under the *Income Tax Act* (Canada).

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.

7.3 **Remuneration of Officers.** The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

7.4 **Removal of Officers.** Officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

7.5 **Duties of Officers May be Delegated.** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

7.6 **Powers and Duties.** All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) **Chairperson of the board.** The Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.
- (b) **Vice-Chairperson of the board.** If the Chairperson of the board is absent or is unable or refuses to act, the Vice-Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.
- (c) **President.** The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson of the board and/or Vice-Chairperson of the board if none be appointed or if the Chairperson of the board and the Vice-Chairperson of the board are absent or are unable or refuse to act; provided, however, that unless the President is a director the President shall not preside as chairperson at any meeting of directors or of committees of directors, if any, or at any meeting of members.
- (d) **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President;

provided, however, that a Vice-President who is not a director shall not preside as chairperson at any meetings of the board of directors or of committees of directors, if any, and that a Vice-President who is not a director shall not preside at any meeting of members.

- (e) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act.
- (f) **Treasurer.** The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the board of directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board of directors, receiving proper vouchers thereof and render to the board of directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.
- (g) **Assistant Secretary and Assistant Treasurer.** The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.
- (h) **Executive Director.** The board of directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day to day operations and administration of the Corporation. The Executive Director shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

ARTICLE 8 CONFLICT OF INTEREST

8.1 **Conflict of Interest.**

- (a) Any director or officer of the Corporation who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation, or

- (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation,

shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Corporation.

- (b) The disclosure required by (a) above, shall be made, in the case of a director:

- (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
- (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
- (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
- (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.

- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:

- (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
- (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Corporation's activities, would not require approval by the directors or Members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

- (e) A director required to make a disclosure under Section 8.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance under Section 151 of the Act; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section 8.1, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 8.1(a)(ii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) Even if the conditions under Section 8.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:
 - (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and

- (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed by the Members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 8.1 but a court may upon the application of the Corporation or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Corporation for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

ARTICLE 9

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 **Standard of Care.** Every director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-law.

9.2 **Limitation of Liability.** Provided that the standard of care required of the director or officer under the Act and the By-law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

9.3 **Indemnification of Directors and Officers.** The Corporation may indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.4 **Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

9.5 **Advances.** With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE 10 MEMBERSHIP

10.1 **Entitlement.** Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation.

10.2 **Membership Conditions.** Subject to the Articles, there shall be one (1) class of members in the Corporation. The following conditions of membership shall apply:

- (a) Only individuals may be members of the Corporation;
- (b) Individuals must be directors of the Corporation to qualify for admission as members; and
- (c) As set out in the Articles, each member shall be entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one (1) vote at such meetings.

10.3 **Resignation.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors.

In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

10.4 **Termination of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist

- (a) upon death or dissolution of the member;
- (b) when the member's period of membership expires (if any);
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-law;
- (d) when the member ceases to be a director; and
- (e) if at a meeting of the board, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member shall be granted the opportunity to be heard at such meeting.

10.5 **Membership Dues.** Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

ARTICLE 11 MEMBERS' MEETINGS

11.1 **Time and Place of Meetings.** Subject to compliance with the Act, the annual meetings of the members shall be held on such date in each year and at such time as the directors may determine at any place within Canada or, if all of the members so agree, outside Canada.

11.2 **Annual Meetings.** At every annual meeting, which shall be held no later than fifteen months after the last preceding annual meeting but not later than six months after the end of the Corporation's preceding financial year, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented and the directors shall be elected and public accountant appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

11.3 **Special Meetings.** Other meetings of the members may be convened by order of the Chairperson of the board, the Vice-Chairperson of the board, the President if a director, or a Vice-President who is a director and member, or by the board of directors at any date and time and at any place within Canada or, if a majority at any date and time and at any place within Canada or, if a majority of the members so agree, outside Canada. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the board of directors does not call a meeting within twenty-one

(21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11.4 Proposals at Annual Meeting. A member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual meeting (a "**Proposal**"). Any such 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. The Corporation shall include the Proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the Proposal and the name and address of the member. 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.

11.5 Notice. Written notice shall be given at least twenty-one (21) days prior to any meeting of members, in the manner specified in Article 14, to each voting member, each director, and to the public accountant of the Corporation. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy. A notice shall include any Proposal submitted to the Corporation under Section 11.4. The notice of meeting shall also specify whether the members are entitled to vote by mail ballot and if so, the form of mail ballot shall be attached to the notice.

11.6 Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11.7 Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

11.8 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, and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the Chairperson or with the consent of the meeting.

11.9 Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Articles or any other By-law) shall be persons present being two in number and being or representing by proxy two members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and

place but may not transact any other business and the provisions of Section 11.5 shall apply to such adjournment.

11.10 **Chairman of the Meeting.** In the event that the Chairperson of the board and the Vice-Chairperson of the board are absent, the President is absent or is not a director and there is no Vice-President present who is a director and a member, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

11.11 **Adjournment.** The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.12 **Participation at Meetings by Telephone or Electronic Means.** Any person entitled to attend a meeting of members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can 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 a particular member or group of members voted.

11.13 **Meeting Held by Electronic Means.** If a meeting of members is called, the person calling the meeting, or the board of directors, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

11.14 **Mail Ballots.** Where a notice of meeting states that the members may vote by mail ballot, the form of mail ballot shall be attached to the notice of meeting and the notice shall specify that the mail ballot must be completed, signed by the member and received by the Secretary of the Corporation (at the address specified) at least seventy-two (72) hours before the meeting at which the member wishes to record his or her vote. Any votes received by mail ballot after that time shall not be counted for the purposes of the meeting. Except where the Act requires a meeting, mail ballots may be used.

11.15 **Voting of Members.** At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by the By-law. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled in person, by proxy, by mail ballot, or otherwise to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.16 **Proxies.** In addition to voting in person, every member entitled to vote at a meeting of members may vote by appointing in writing a proxyholder or one or more alternate proxyholders who need not be members, as the member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed by the member in accordance with the process set by the board from time to time;
- (c) the form of a proxy shall be provided by the Corporation and if a form of proxy is created by a person other than the member it shall comply with the Act; and
- (d) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.

11.17 **Resolution in Lieu of Meeting.** Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by a public accountant:

- (a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and

- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

11.18 **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.

ARTICLE 12 EXECUTION OF INSTRUMENTS

12.1 **Execution of Instruments.** Any cheque of the Corporation over \$1,000, and all other contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by any two (2) directors or officers. Any cheque of the Corporation under \$1,000 shall be signed by any one (1) director or officer. All cheques, contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ARTICLE 13 CHEQUES, DRAFTS, NOTES, ETC.

13.1 **Banking.** 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.

13.2 **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

ARTICLE 14 NOTICES

14.1 **Service.** Any notice or other document required by the Act, the Regulations, the Articles or the By-law to be sent to any member or director or to the public accountant shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or pdf or any other electronic, telephonic, or other communication facility to any such member or director at their latest address as shown in the records of the Corporation and to the public accountant at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

14.2 **Signature to Notices.** The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

14.3 **Computation of Time.** Where a given number of days' notice or notice extending over a period is required to be given under the By-law or Articles of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

14.4 **Proof of Service.** With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or public accountant or publication of any notice or other document shall be binding on every member, director, officer or public accountant of the Corporation as the case may be.

ARTICLE 15 RULES AND REGULATIONS

15.1 **Rules and Regulations.** The board of directors may prescribe such rules and regulations not inconsistent with the By-law relating to the management and operation of the Corporation and other matters provided for in these By-law as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ARTICLE 16 BY-LAWS

16.1 **By-laws.** The board of directors may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary Articles, and may from time to time by By-law amend, repeal or re-enact the By-law. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of the board of directors until the next meeting of members where it may be confirmed, reject, 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 shall remain effective in the form in which it was confirmed. The By-law, amendment, or repeal shall cease to have effect if it is not submitted to the members at the next meeting of members following the board of directors meeting at which it was passed, or if it is rejected by the members at the meeting.

This Section does not apply to a By-law amendment that requires a special resolution in accordance with the Act because such amendments are only effective when confirmed by the members.

Upon the enactment of this By-law, all previous By-laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-law prior to its repeal. All directors, officers, and person acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the members and of the board of directors with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ARTICLE 17 PUBLIC ACCOUNTANT

17.1 **Public Accountant.** The members shall at each annual meeting appoint a public accountant to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the board of directors.

ARTICLE 18
FINANCIAL YEAR

18.1 **Financial Year**. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determined.

ENACTED this 5th day of June, 2014.

WITNESS the seal of the Corporation.

“Viive Tamm”

Chair

“Jane Riddell”

Vice-Chair