

INNOCENCE CANADA FOUNDATION

BY-LAW NO. 2

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INNOCENCE CANADA FOUNDATION

BY-LAW NO. 2

A By-law relating generally to the conduct of the affairs of the Corporation.

ARTICLE 1: INTERPRETATION

1.1 DEFINITIONS

In this By-law, unless the context otherwise specifies or requires:

- (a) “**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 for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Advisors**” shall have the meaning ascribed thereto in section 5.4;
- (c) “**Annual Meeting**” means the annual meeting of the Members;
- (d) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation, as applicable;
- (e) “**By-law**” means any by-law of the Corporation from time to time in force and effect;
- (f) “**CAA**” means the *Charities Accounting Act* (Ontario);
- (g) “**contracts, documents and instruments in writing**” includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, releases, promissory notes and other evidences of indebtedness, 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;
- (h) “**Corporation**” means *Innocence Canada Foundation*, a body corporate continued under the Act;
- (i) “**Directors**” means the individuals occupying the positions of directors of the Corporation from time to time and “**Director**” means any one of them;
- (j) “**Advisor Emeritus**” means an esteemed senior advisor to the Directors who has contributed significantly to the Corporation;

- (k) “**Executive Director**” means the executive director of the Corporation, if any;
- (l) “**entity**” means a body corporate (which includes a company or other organization with legal personality wherever or however incorporated), a partnership, a trust, a joint venture or an incorporated association or organization;
- (m) “**Governing Documents**” means the Act, the Regulations, the Articles and the By-laws;
- (n) “**Members**” means the members of the Corporation from time to time and “**Member**” means any one of them;
- (o) “**Officers**” means the individuals appointed as the officers of the Corporation from time to time, and “**Officer**” means any one of them;
- (p) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (q) “**person**” means an individual or an entity;
- (r) “**President**” means the president of the Corporation;
- (s) “**Public Accountant**” means the public accountant appointed for the Corporation under section 10.2;
- (t) “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- (u) “**Secretary**” means the secretary of the Corporation;
- (v) “**Special Meeting**” means a special meeting of the Members;
- (w) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (x) “**Treasurer**” means the treasurer of the Corporation, if any.

1.2 INTERPRETATION

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

- (a) in the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be;

- (b) all terms which are contained, but not defined, in this By-law and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (c) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (d) the headings used in this By-law and the division into sections and subsections are inserted for reference purposes only and are not to be deemed in any way to modify the effect of any such terms or provisions of this By-law; and
- (e) references to an Article or section refer to the applicable Article or section in this By-law unless otherwise provided.

ARTICLE 2: GENERAL

2.1 REGISTERED OFFICE

- (a) The registered office of the Corporation shall be in the province in Canada specified in the Articles.
- (b) The Members may, by Special Resolution, amend the Articles to change the province in which the Corporation's registered office is situated.
- (c) The place of the registered office of the Corporation within the province specified in the Articles may be changed from time to time by Ordinary Resolution of the Directors.

2.2 BOOKS AND RECORDS

The Corporation shall prepare and maintain, at its registered office address or at any other place or places in Canada designated by Ordinary Resolution of the Directors, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

2.3 EXECUTION OF DOCUMENTS

Subject to subsection 138(2) of the Act and any policies established by Ordinary Resolution of the Directors from time to time regarding the authorization and execution of contracts, documents and instruments in writing:

- (a) contracts, documents and instruments in writing requiring the signature of the Corporation may be signed by any two (2) Directors or Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality; and
- (b) the Directors shall have the power from time to time by Ordinary 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.

2.4 ELECTRONIC SIGNATURES

The signature of any individual authorized to sign on behalf of the Corporation may be written, printed, stamped, engraved or electronically or mechanically reproduced.

ARTICLE 3: MEMBERSHIP

3.1 MEMBERS

- (a) The Members of the Corporation shall be the Directors in office from time to time, and there shall be no other Members.
- (b) Each Member shall be entitled to receive notice of, attend, participate and vote at all meetings of the Members.

3.2 RESIGNATION

- (a) Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation.
- (b) A resignation shall be effective at the time it is received by the Corporation or the time specified in the resignation, whichever is later.

3.3 TERMINATION

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist when the Member ceases to be a Member.
- (b) A Member ceases to be a Member:
 - (i) when the Member dies;
 - (ii) when the Member resigns;
 - (iii) when the Member ceases to be a Director; or
 - (iv) when the Corporation is liquidated and dissolved under the Act.

3.4 MEMBERSHIP DUES

There shall be no membership dues payable by the Members without the unanimous approval of the Members.

ARTICLE 4: MEETINGS OF MEMBERS

4.1 ANNUAL MEETINGS

- (a) The first Annual Meeting shall be held not later than eighteen (18) months after the incorporation of the Corporation and subsequent Annual Meetings shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting

and not later than six (6) months after the end of the Corporation's financial year, as determined by the Directors.

- (b) At every Annual Meeting, the following annual business shall be conducted:
 - (i) the financial statements and the report of the Public Accountant shall be presented to the Members;
 - (ii) the Members shall, by Ordinary Resolution, elect the Directors to be elected at such meeting; and
 - (iii) unless otherwise permitted by the Governing Documents, the Members shall, by Ordinary Resolution, appoint the Public Accountant for the ensuing year.
- (c) The Members may consider and transact special business at an Annual Meeting subject to subsection 4.4(d).

4.2 SPECIAL MEETINGS

Special Meetings may be convened by the President or any two (2) Directors at any date and time including in conjunction with an Annual Meeting, to consider any special business of the Corporation.

4.3 PLACE AND TIME

Meetings of the Members shall be held on such day and at such time and, if applicable, place in Canada as the Directors may determine.

4.4 NOTICE

- (a) Notice of the date, time and place of a meeting of the Members shall be given to each Member entitled to vote at the meeting by:
 - (i) mail, courier or personal delivery at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
 - (ii) telephonic, electronic or other communication facility at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held.
- (b) In addition, notice for each Annual Meeting shall comply with section 10.3.
- (c) The Corporation shall send the Public Accountant and the Directors notice of the time and place of any meeting of Members at least twenty-one (21) and not more than sixty (60) days before the meeting.
- (d) Notice of any Members' meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a

reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

4.5 QUORUM

- (a) A quorum for the transaction of business at any meeting of the Members (unless a greater number of Members are required to be present by the Governing Documents) shall be a majority of Members entitled to vote at such meeting.
- (b) No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.
- (c) 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 4.4 with regard to notice shall apply to such adjournment.

4.6 CHAIR OF MEETINGS

- (a) The President, or in the President's absence, the Secretary, shall be the chair at all meetings of the Members.
- (b) If the President or the Secretary is not present within fifteen (15) minutes from the time fixed for holding a meeting of the Members, the Members who are present and entitled to vote shall choose another Director as the chair of the meeting.

4.7 VOTING

- (a) Each Member shall be entitled to one (1) vote on each question put to the Members at all meetings of Members.
- (b) Every question submitted to the Members at any meeting shall be decided by an Ordinary Resolution, subject to section 4.8 or unless otherwise required by the Governing Documents or by law.
- (c) In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- (d) Unless a Member demands a ballot, each motion presented at a meeting of the Members shall be voted upon by a show of hands.
- (e) A declaration by the chair of the meeting that the vote upon the question has been carried or carried unanimously or by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

- (f) Members shall not be permitted to vote by proxy.

4.8 FUNDAMENTAL CHANGES

A Special Resolution of the Members is required for the Members to:

- (a) amend the Articles to change the province in which the Corporation's registered office is situated in accordance with subsection 2.1(b); and
- (b) amend the Articles or make any new, amended or repealed By-law with respect to the matters referred to subsection 12.1(a) in accordance subsection 12.1(c).

4.9 PARTICIPATION BY ELECTRONIC MEANS

- (a) A meeting of the Members may be held entirely, or a person may participate in a meeting of the Members, by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) A vote by a Member participating by telephone, electronic or other communication facility may be carried out by such means, if the facility:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.10 RESOLUTIONS IN WRITING

Except where restricted by the Act:

- (a) a resolution in writing signed by the 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 of the Members, satisfies all the requirements of the Act relating to meetings of Members.

4.11 PERSONS ENTITLED TO BE PRESENT

- (a) The only persons entitled to attend meetings of the Members shall be the Members, the Public Accountant, the Directors, the Officers, and others who are entitled or required under any provision of the Governing Documents to be present at a meeting.

- (b) Any other person may be admitted to a meeting of the Members only on the invitation of the chair of the meeting or with the consent of the persons present who are entitled to vote at such meeting of the Members.

ARTICLE 5: DIRECTORS

5.1 DUTIES

- (a) Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- (b) The Directors may prescribe such rules and regulations and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient.

5.2 NUMBER

- (a) The number of Directors of the Corporation is fixed at nine (9).
- (b) The Directors may, from time to time, by Ordinary Resolution fix and change the number of Directors within the minimum and maximum numbers set out in the Articles.
- (c) If the Corporation is a soliciting corporation, as that term is defined in the Act, at least two (2) of the Directors must not be Officers or employees of the Corporation or its affiliates.

5.3 QUALIFICATIONS

- (a) A Director:
 - (i) must be an individual;
 - (ii) must be at least eighteen (18) years old;
 - (iii) may not have been declared incapable by a court in Canada or in another country;
 - (iv) may not have the status of a bankrupt; and
 - (v) may not be an ineligible individual as defined in the *Income Tax Act* (Canada).
- (b) Two (2) of the Directors shall also be directors of Innocence Canada.

5.4 EMERITUS AND OTHER ADVISORS

The Directors may designate one (1) or more Advisors Emeritus, and such other advisors (each an “**Advisor**”) to the Directors. The perspectives and/or expertise of an Advisor Emeritus and/or Advisor are viewed by the Directors as an asset to the decision-making process of the Directors. Advisors Emeritus and Advisors shall be entitled to receive notice of and to attend and speak at meetings of the Directors, but shall not be entitled to vote on any issue. Both Advisors Emeritus and Advisors are non-voting positions and therefore do not incur any liability for the actions of the Directors. The appointment of an Advisor Emeritus or Advisor must be approved by a majority vote of the Directors. An Advisor Emeritus or Advisor cannot benefit from his or her appointment and must comply with the conflict of interest policies of the Corporation.

5.5 ELECTION AND TERM

- (a) The Directors shall be elected and shall retire in rotation such that one-third (1/3) of the number of Directors fixed in accordance with section 5.2 shall be elected in each year. The Members shall, by Ordinary Resolution at each Annual Meeting, elect the number of Directors to be elected at such Annual Meeting as Directors to hold office for a term up to three (3) years.
- (b) The term of office of a Director elected pursuant to subsection 5.5(a) commences at the conclusion of the meeting at which the Director is elected and terminates on the later of the conclusion of the third (3rd) Annual Meeting following the Director’s election and the date that the Director’s successor is elected or appointed.
- (c) If Directors are not elected at an Annual Meeting, the incumbent Directors shall continue in office until their successors are elected.
- (d) An individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her election or appointment; provided that a written consent is not required if an individual was at the meeting at which he or she is elected or appointed and did not refuse to hold office at that meeting.
- (e) Directors shall be eligible for re-election or re-appointment, as the case may be.

5.6 VACANCIES

- (a) A Director ceases to hold office and a vacancy is created if:
 - (i) the Director ceases to meet the qualifications for being a Director as set out in section 5.3;
 - (ii) the Director dies;
 - (iii) the Director resigns (such resignation to be effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later); or

- (iv) at a Special Meeting duly called for that purpose, the Members, by Ordinary Resolution, remove the Director before the expiration of the Director's term of office.
- (b) A Director who has resigned or who is the subject of removal is not entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing his or her removal or replacement.

5.7 FILLING VACANCIES

- (a) A vacancy among the Directors shall be filled as follows:
 - (i) if the vacancy occurs as a result of the removal of any Director by the Members in accordance with paragraph 5.6(a)(iv), the Members may fill such vacancy at such Special Meeting but if they fail to do so, then the vacancy shall be filled in accordance with this section 5.7;
 - (ii) if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
 - (A) an increase in the number, or the minimum or maximum number, of Directors provided for in the Articles; or
 - (B) a failure to elect the number, or minimum number, of Directors provided for in the Articles;the Directors shall without delay call a Special Meeting to fill the vacancy; or
 - (iii) if there is a quorum of Directors in office, any other vacancy among the Directors may be filled by the Directors then in office.
- (b) If the Directors in office fail to call a Special Meeting pursuant to paragraph 5.7(a)(ii), or if there are no Directors then in office, the Special Meeting may be called by any Member.
- (c) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 5.7 shall hold office for the remainder of his or her predecessor's term.

5.8 REMUNERATION OF DIRECTORS

No Director shall receive remuneration for services provided in the capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a Director pursuant to the CAA, or with court approval or an order made under section 13 of the CAA.

5.9 COMMITTEE OF DIRECTORS

- (a) The Directors may, from time to time, appoint from their number a committee of Directors and, subject to the Act, delegate to the committee of Directors any of the powers of the Directors except for the following:
 - (i) submitting to the Members questions or matters requiring their approval;
 - (ii) filling a vacancy among the Directors or in the office of the Public Accountant or appointing additional Directors;
 - (iii) issuing debt obligations except as authorized by the Directors;
 - (iv) approving financial statements;
 - (v) adopting, amending or repealing By-laws; and
 - (vi) establishing contributions to be made, or dues to be paid, by the Members.
- (b) The members of a committee of Directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

ARTICLE 6: MEETINGS OF DIRECTORS

6.1 PLACE AND TIME

Meetings of the Directors shall be held at the registered office of the Corporation or at any place within or outside Canada as the Directors may determine, or by telephonic or electronic means, and on such day and at such time as the Directors may appoint.

6.2 NOTICE

- (a) A meeting of Directors may be convened by the President or by any two (2) Directors at any time.
- (b) Notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by:
 - (i) courier, personal delivery or telephonic, electronic or other communication facility at least forty-eight (48) hours; or
 - (ii) mail at least fourteen (14) days,before the day on which the meeting is to be held.
- (c) Except where the Governing Documents require it, a notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.

- (d) If the first meeting of the Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy, no notice shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

6.3 REGULAR MEETINGS

- (a) The Directors shall meet quarterly in between each Annual Meeting.
- (b) The Directors may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Directors.
- (c) A copy of any resolution of the Directors fixing the place and time of regular meetings of the Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meetings.

6.4 QUORUM

- (a) A quorum for the transaction of business at any meeting of the Directors shall be a majority of the Directors.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

6.5 CHAIR OF MEETINGS

- (a) The President, or in the President's absence, the Secretary, shall be the chair at all meetings of the Directors.
- (b) If the President and Secretary are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, the Directors present shall choose one of their number as the chair of the meeting.

6.6 VOTING

- (a) Each Director is authorized to exercise one (1) vote.
- (b) No person may act for an absent Director at a meeting of Directors.
- (c) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise specified in the Governing Documents.
- (d) In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

- (e) Each motion presented at a meeting of the Directors shall be voted upon by a show of hands.
- (f) In the case of meetings by telephonic or other electronic means, the vote may be taken by facsimile transmission or another method of communication which produces a paper record.
- (g) A declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Directors upon the said question.

6.7 PARTICIPATION BY ELECTRONIC MEANS

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.
- (b) Quorum at meetings held by telephonic or other electronic means shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each particular meeting.
- (c) Voting at meetings held by telephonic or other electronic means may be taken by facsimile transmission or another method of communication which produces a paper record.

6.8 RESOLUTIONS IN WRITING

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

ARTICLE 7: OFFICERS

7.1 APPOINTMENT

Subject to the Articles and the By-laws:

- (a) the Directors may from time to time appoint the following Officers from amongst the Directors:
 - (i) a President;
 - (ii) a Secretary; and
 - (iii) a Treasurer;

- (b) the Directors may appoint an individual of full capacity to hold the office of the Executive Director;
- (c) the Directors may from time to time appoint such other Officers as they shall deem necessary who shall have such authority and perform such duties as may be prescribed by the Directors;
- (d) two (2) or more offices of the Corporation may be held by the same person; and
- (e) 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.

7.2 VACANCIES

- (a) Notwithstanding section 7.1, each incumbent Officer shall continue in office until the earlier of:
 - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
 - (ii) the appointment of a successor;
 - (iii) that Officer ceasing to be a Director if such is a necessary qualification of appointment;
 - (iv) that Officer's removal; or
 - (v) that Officer's death.
- (b) If the office of any Officer shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy for the remainder of the term of such office.

7.3 REMOVAL OF OFFICERS

Officers (other than employees) shall be subject to removal by Ordinary Resolution of the Directors at any time, with or without cause.

7.4 REMUNERATION OF OFFICERS

- (a) The Officers, other than Officers who are employees of the Corporation, shall serve as such without remuneration.
- (b) The remuneration of all Officers who are employees of the Corporation shall be determined from time to time by Ordinary Resolution of the Directors.
- (c) Notwithstanding subsection 7.4(a), all Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

7.5 DUTIES MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the 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

- (a) All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall, respectively, subject to the Act, 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 Directors.
- (b) Unless the Directors determine otherwise, the duties of the Officers shall include the following:
 - (i) **President.** The President shall be a Director, and when present, shall preside at all meetings of the Directors, committees of Directors, if any, and the Members.
 - (ii) **Secretary.** The Secretary shall attend and be the Secretary of all Directors meetings and Members' meetings. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors and the Public Accountant; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - (iii) **Treasurer.** If appointed, the Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation and 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 Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Directors, receiving proper vouchers for such funds and render to the Directors at their regular meetings or whenever required, an account of all of their transactions as Treasurer, and of the financial position of the Corporation.

7.7 AGENTS AND EMPLOYEES

- (a) The Directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and

- (b) The remuneration of all agents and employees of the Corporation shall, subject to the other provisions of this By-law, be fixed by Ordinary Resolution of the Directors.

ARTICLE 8: PROTECTION OF DIRECTORS AND OFFICERS

8.1 LEGAL REQUIREMENTS FOR INDEMNIFICATION AND INSURANCE

- (a) The Corporation's ability to provide indemnification under section 8.2 and purchase insurance under section 8.3 is subject to any restrictions and requirements under any applicable laws and regulations, including, but not limited to, under the Act and the CAA.
- (b) Without limiting the foregoing, the Directors shall ensure that the requirements under the CAA are met at the time indemnification is being sought.

8.2 INDEMNIFICATION

- (a) Subject to section 8.1, the Corporation shall indemnify the present and former Directors and Officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of their association with the Corporation, provided that the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (b) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires.
- (c) 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 to the extent permitted by the Act or law.

8.3 INSURANCE

Subject to section 8.1, the Corporation may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in their capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 9: CONFLICTS OF INTEREST

9.1 CONFLICT OF INTEREST

The Directors and Officers shall comply with the conflict of interest requirements of the Act, of the laws applicable to charities and of any conflict of interest policy approved by the Directors from time to time.

ARTICLE 10: FINANCIAL MATTERS

10.1 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 by Ordinary Resolution determine, subject to approval by the Canada Revenue Agency, if required.

10.2 PUBLIC ACCOUNTANT

- (a) Unless otherwise permitted by the Governing Documents, the Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting.
- (b) Any vacancy in the office of the Public Accountant shall be filled immediately by the Directors.
- (c) The Public Accountant so appointed shall conduct the review required by the Act.
- (d) The remuneration of the Public Accountant shall be fixed by the Directors.

10.3 ANNUAL FINANCIAL STATEMENTS

- (a) The Corporation shall, at least twenty-one (21) days and not more than sixty (60) days before each Annual Meeting, send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in such documents.
- (b) Instead of sending the documents referred to in subsection 10.3(a), the Corporation may send to each Member, with or without a summary of the documents, a notice pursuant to section 4.4, informing the Members of the procedure for obtaining a copy of the documents themselves free of charge.
- (c) The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- (d) If the Corporation is a soliciting corporation, as that term is defined in the Act, the Corporation shall file a copy of its annual financial statements and report of the Public Accountant, if any, with the Director appointed under the Act within the period prescribed in the Regulations.

10.4 BANKING

- (a) The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) 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, and in such manner as the Directors may from time to time designate by resolution.

10.5 BORROWING POWER

- (a) The Directors may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
 - (iv) pledge or sell such bonds, debentures or other securities for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - (v) secure any obligation of the Corporation by mortgage, hypothecate or pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real and personal, movable or immovable, property of the Corporation; and
 - (vi) delegate the powers conferred on the Directors under this subsection to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.
- (b) The powers conferred by this section 10.5 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 the Directors or Officers independently of this By-law.

10.6 FUNDRAISING

The 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 purposes of the Corporation.

ARTICLE 11: NOTICES, MEETINGS GENERALLY, ETC.

11.1 SERVICE

- (a) Any notice, resolution or other document required by the Governing Documents to be sent to any Member, Director or Officer shall be provided to such person's latest electronic or postal address as shown in the records of the Corporation in the following manner:
 - (i) to any Member in accordance with section 4.4; and
 - (ii) to any Director or Officer in accordance with section 6.2.
- (b) Any notice, resolution or other document required by the Governing Documents to be sent to the Public Accountant shall be provided to the Public Accountant's business or electronic address:
 - (i) by mail, courier or personal delivery; or
 - (ii) by telephonic, electronic or other communication facility.
- (c) Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- (d) Each notice sent by mail shall be deemed to have been received at the time it would be delivered in the ordinary course of mail or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.

11.2 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of sending of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.

11.3 PROOF OF SERVICE

A certificate of an Officer 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 conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer and Public Accountant, as the case may be.

11.4 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

11.5 WAIVER OF NOTICE

- (a) Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (b) In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- (c) A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Corporation.
- (d) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person 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.

11.6 ADJOURNMENT

- (a) Any meeting of Members or Directors, as applicable, may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the Members' meeting or the Directors at the Directors' meeting, as applicable, to a fixed time and place.
- (b) Subject to subsection 4.5(c), notice of any adjourned meeting of Members or Directors, as applicable, is not required to be given if:
 - (i) in the case of a Members' meeting, the time and place of the adjourned meeting is announced at the original meeting and the adjourned meeting is held within thirty-one (31) days of the original meeting; or
 - (ii) in the case of a Directors' meeting, the time and place of the adjourned meeting is announced at the original meeting.

- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Members or Directors, as applicable, who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) 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 meeting.

ARTICLE 12: ARTICLES AND BY-LAWS

12.1 ENACTMENT, AMENDMENT AND REPEAL

- (a) Subject to subsection 12.1(c) or unless the Articles or the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of the matters referred to in subsection 197(1) of the Act, namely:
 - (i) a change to the Corporation's name;
 - (ii) a change to the province in which the Corporation's registered office is situated;
 - (iii) the addition, change or removal of any restriction on the activities that the Corporation may carry on;
 - (iv) the creation of a new class or group of Members;
 - (v) a change to a condition required for being a Member;
 - (vi) a change to the designation of any class or group of Members or the addition, change or removal of any rights and conditions of any such class or group;
 - (vii) the division of any class or group of Members into two (2) or more classes or groups and the fixing of the rights and conditions of each class or group;
 - (viii) the addition, change or removal of a provision respecting the transfer of a membership;
 - (ix) subject to section 133, an increase or decrease in the number, or the minimum or maximum number, of Directors fixed by the Articles;
 - (x) a change to the statement of the purpose of the Corporation;

- (xi) a change to the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (xii) a change to the manner of giving notice to Members entitled to vote at a meeting of Members;
 - (xiii) a change to the method of voting by Members not in attendance at a meeting of Members;
 - (xiv) the addition, change or removal of any other provision that is permitted by the Act to be set out in the Articles.
- (b) Subject to subsection 12.1(c):
- (i) the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next meeting of Members, for confirmation by the Members by Ordinary Resolution; and
 - (ii) any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- (c) Subject to section 199 of the Act, a Special Resolution of the Members is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in subsection 197(1) of the Act and any such new, amended or repealed By-law shall be effective from the date that the Special Resolution is approved by the Members.
- (d) A copy of any By-law, amendment or repealed By-law approved by the Directors and Members must be submitted to the Director appointed under the Act within twelve (12) months after the day on which the Members confirm or amend the By-law, amendment or repeal.

12.2 REPEAL OF BY-LAWS

- (a) All previous By-laws are hereby repealed.
- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- (c) All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

APPROVED by the Directors on the 16th day of January, 2024.

DocuSigned by:
Jonathan Freedman
908E81E6D4AB4FD...

President
Jonathan Freedman

DocuSigned by:
Debbie Oakley
1002D44D7C95495...

Director
Debbie Oakley

CONFIRMED by the Members on the 16th day of January, 2024.

DocuSigned by:
Jonathan Freedman
908E81E6D4AB4FD...

President
Jonathan Freedman

DocuSigned by:
Debbie Oakley
1002D44D7C95495...

Director
Debbie Oakley