

## BYLAWS

of

### TRUE NORTH HOSTELLING ASSOCIATION (final, approved version June 25, 2014) (amended (section 5) September 15, 2016)

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# CANADA NOT-FOR-PROFIT CORPORATIONS ACT

## BYLAWS

of

## TRUE NORTH HOSTELLING ASSOCIATION

### PART 1. – INTERPRETATION

#### 1.1 Definitions

In these Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **“Affiliate”** means a Person or Organization that has entered into an affiliation agreement with the Corporation to operate a hostel;
- (c) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **“Associate Member”** means a Person or Organization who has been accepted by the Corporation as a non-voting Member in accordance with these Bylaws and has not ceased to be a Member;
- (e) **“Board”** means the Directors acting as authorized by the Articles and these Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (f) **“Board Resolution”** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (g) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (h) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (i) **“Corporation”** means “True North Hostelling Association”;
- (j) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;

- (k) “**Directors**” means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (l) “**Electronic Means**” means a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other;
- (m) “**Group Member**” means an unlimited number of Persons who collectively identify themselves as a group for purposes of membership in the Corporation and which group has applied for and been accepted by the Corporation as a non-voting Member in accordance with these Bylaws and has not ceased to be a Member;
- (n) “**HI-Canada**” means the Canadian Hostelling Association/Association Canadienne de l’Ajisme, also known as Hostelling International – Canada;
- (o) “**HI-Region**” means the defined geographic area within Canada that is represented by the Corporation, as set out by special resolution of HI-Canada from time to time;
- (p) “**Individual Voting Member**” means a Person who becomes a voting Member in accordance with Bylaw 2.4 for the term set out in Bylaw 2.10 and who has not ceased to be a Member;
- (q) “**Junior Member**” means a Person between the ages of 16 and 18 years who, having applied in accordance with these Bylaws, is accepted by the Corporation as a non-voting Member for a term determined by the Board and who has not ceased to be a Member;
- (r) “**Life Member**” means a Person who becomes a voting Member in accordance Bylaw 2.4 for the life term as set out in Bylaw 2.10 and who has not ceased to be a Member;
- (s) “**Meetings of Members**” means the annual general meeting and any special general meetings of the Corporation;
- (t) “**Members**” means those Persons and Organizations that are members of any class of membership in the Corporation on the date these Bylaws come into force and those Persons and Organizations who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (u) “*mutatis mutandis*” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (v) “**Ordinary Resolution**” means
  - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;

- (w) **"Organization"** means an association, whether or not incorporated, a corporation, a group, a partnership or a society;
- (x) **"Person"** means a natural person;
- (y) **"Proposal"** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (z) **"Public Accountant"** means a Person or organization with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws;
- (aa) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (bb) **"Registered Office"** means the address of the Corporation as filed from time to time with Corporations Canada;
- (cc) **"Special Resolution"** means:
  - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members;
    - (1) of which the period of notice required by these Bylaws has been given, and which notice includes the text of the resolution; or
    - (2) if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

## 1.2 **Canada Not-for-profit Corporations Act Definitions**

The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

## 1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## **PART 2. – MEMBERSHIP**

### 2.1 **Classes of Membership**

Subject to the Articles, there are two (2) classes of voting membership, being Individual Voting Members and Life Members, and three (3) classes of non-voting membership, being Associate Members, Group Members and Junior Members.

## **2.2 Admission to Individual Voting Membership and Life Membership**

A Person is eligible for membership in the Corporation as an Individual Voting Member or a Life Member if he or she:

- (a) is 18 years of age or older; and
- (b) ordinarily resides within the HI-Region; or
- (c) is eligible to select a region of their choice and who selects the HI-Region.

A Person is not eligible to become an Individual Voting Membership or a Life Member in the Corporation if he or she is currently an employee of the Corporation or of an Affiliate.

## **2.3 Admission to Junior Membership**

A Person is eligible for membership in the Corporation as a Junior Member if he or she is:

- (a) not less than 16 years old and not more than 17 years old on the date of application;
- (b) ordinarily resides within the HI-Region; or
- (c) is eligible to select a region of their choice and who selects the HI-Region.

A Person is not eligible to become a Junior Member if he or she is an currently an employee of the Corporation or of an Affiliate.

## **2.4 Application for Individual Voting Membership, Life Membership or Junior Membership**

A Person eligible in accordance with Bylaw 2.2 may apply to the Corporation to become an Individual Voting Member or a Life Member and a Person eligible in accordance with Bylaw 2.3 may apply to the Corporation to become Junior Member by completing a written application in such form as is acceptable to the Board.

Applications for Individual Voting Membership, Life Membership and Junior Membership may be submitted to the Corporation at its regional Office, at any of the Corporation's hostel facilities or at an Affiliate's hostel facility or in any other manner approved by the Board, and upon acceptance of the application by the recording of such Person's name in the Corporation's register of members and the receipt by the Corporation of the applicable membership fees, if any, will be a Member in the appropriate class of membership as determined by the Board.

A Person who, in accordance with the bylaws of HI-Canada is entitled to membership in the Corporation, will become a Member upon the receipt by the Corporation at its Registered Office of written notice of such entitlement and applicable membership fees, if any, and the recording of such Person's name in the Corporation's register of members.

A Person who completes a membership application through an Affiliate or a third party must first validate his, hers or its application by accessing the Corporation's website and completing the

validation process and upon the receipt of such validated application and the recording of such Person's name in the Corporation's register of members and the receipt by the Corporation of the applicable membership fees, if any, will be a Member.

The Board may, by Board Resolution postpone or refuse an application for individual membership.

## **2.5 Admission to Group Membership**

An Organization is eligible for membership in the Corporation as a Group Member if it is:

- (a) composed of a number of members or participants; and
- (b) a member of HI-Canada in accordance with its bylaws; and
- (c) deemed to be resident or based within the HI-Region; or
- (d) eligible to select a region of their choice and select the HI-Region.

An Affiliate is not eligible to become a Group Member.

## **2.6 Confirmation of Membership**

An Organization eligible in accordance with Bylaw 2.5 may apply to the Corporation at its regional office to become a Group Member and upon acceptance of the application by the recording of such Organization's name in the Corporation's register of members and the receipt by the Corporation of the applicable membership fees, if any, will be a Group Member for a term set by the Corporation.

The Board may, by Board Resolution postpone or refuse an application for group membership.

An organization accepted as a Group Member must designate a Person as its representative.

## **2.7 Admission to Associate Membership**

A Person or Organization who is not eligible for another class of membership in the Corporation, including an Affiliate or an employee of the Corporation or of an Affiliate, may be made an Associate Member in accordance with these Bylaws and such policies as the Board may establish.

## **2.8 Membership not Transferable**

Membership is not transferable by a Member to any other Person or Organization.

## **2.9 Changes in Class of Membership**

The Corporation may, on application by a Member or of its own accord, convert a Person's or Organization's membership from one class to another if the Person qualifies for a different class of membership or ceases to qualify for the current class of membership.



Changes in a Member's class of membership may be subject to payment of additional dues, if applicable, but previously paid dues will not be refunded to a Member who ceases to be eligible for his, her or its current class of membership.

## **2.10 Term of Membership**

Once accepted as a Member in a certain class, a Person or Organization continues as a Member for the following terms, unless sooner ceasing or until converted to a new class of membership by the Corporation:

- (a) in the case of an Individual Voting Member, 2 years;
- (b) in the case of a Life Member, until the death of the Person or their reaching the age of 100 years; whichever occurs first, provided that a Life Member who is 100 years or older and who annually notifies the Corporation that he or she remains alive will not automatically cease membership on reaching age 100;
- (c) in the case of a Junior Member, 2 years or until the Person reaches age 18, which occurs first;
- (d) in the case of a Group Member, 2 years; and
- (e) in the case of an Associate Member; 2 years.

For those Members who have a two year term of membership, the term of membership is deemed to commence on the date the application for membership is received or validated by the Corporation, or such later date as may be determined by the Board and will be deemed to expire on March 31 of the second following year.

## **2.11 Renewal of Membership**

A Member may renew his, hers or its membership for another term, provided that the Member continues to be eligible, by providing notice of renewal in writing delivered to the Registered Office of the Corporation before the expiry of the current term. Renewals must include payment of applicable membership fees, if any.

Membership may be renewed for an unlimited number of terms.

## **2.12 Membership Fees**

Membership fees will be determined by the Board and, in the absence of a Board Resolution making such determination, annual membership fees are deemed to be equivalent to those set by HI-Canada.

## **2.13 Standing of Members**

All Members are deemed to be in good standing except:

- (a) a Member that is currently under suspension; and

- (b) a Member that has failed to pay the membership fees as determined by the Board, if any, when due and owing and such Member is not in good standing so long as the fees remain unpaid.

## **2.14 Compliance with Articles, Bylaws and Policies**

Every Member will, at all times:

- (a) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Board from time to time; and
- (b) further and not hinder the aims and objects of the Corporation.

## **2.15 Suspension or Termination of Membership**

A Member may be suspended for a period not to exceed two (2) years, or his, her or its membership may be terminated, by Board Resolution for any conduct by such Member, including a contravention of these Bylaws or the Articles which, in the opinion of the Board, is significantly prejudicial to the Corporation.

The Board, may, following appropriate investigation of alleged conduct and in accordance with policy, propose a Board Resolution to suspend or terminate a Member's membership.

Notice of a Board Resolution to terminate or suspend the membership of a Member will be provided to the Member in question and accompanied by a brief statement of reasons for the proposed suspension or termination.

The Member who is the subject of the proposed suspension or termination will be provided with an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered.

## **2.16 Cessation of Membership**

A Person or Organization will cease to be a Member:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon; or
- (b) upon the expiry of his, her or its term of membership in accordance with Bylaw 2.10; or
- (c) upon the termination of his, her or its membership; or
- (d) upon his or her death, or in the case of an Organization, dissolution.

## **2.17 Termination of Member's Rights**

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.16.

## **PART 3. - MEETING OF MEMBERS**

### **3.1 Time and Place of Meeting of Members**

A Meeting of Members may be held at such time as the Board determines and at such place in Canada that the Board determines.

### **3.2 Special General Meeting**

Every Meeting of Members other than the annual general meeting is a special general meeting.

### **3.3 Calling of Special General Meeting**

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of at least five percent (5%) of the Individual Voting Members.

### **3.4 Notice of Meeting of Members**

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held; or
- (c) by a publication of the Corporation sent to Members by mail or electronic mail at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

### **3.5 Waiver or Reduction of Notice Period**

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing.

### **3.6 Entitlement to Notice of Meeting of Members**

Notices of a Meeting of Members will be given to:

- (a) every Person or Organization shown on the register of members as a Member at:
  - (i) the close of business on the day immediately preceding the day on which the notice is given; or

- (ii) the close of business on such day as may be fixed by the Board in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person or Organization is entitled to receive notice of a Meeting of Members.

### **3.7 Contents of Notice**

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

### **3.8 Omission of Notice**

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

### **3.9 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

## **PART 4. - PROCEEDINGS AT MEETINGS OF MEMBERS**

### **4.1 Special Business**

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
  - (iii) consideration of the financial statements;
  - (iv) consideration of the Public Accountant's report;
  - (v) the election of Directors; and
  - (vi) re-appointment of the incumbent Public Accountant.

### **4.2 Requirement of Quorum**

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

#### **4.3 Quorum**

A quorum for a Meeting of Members is 10 Individual Voting Members in good standing, present in person at the meeting.

#### **4.4 Lack of Quorum**

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

#### **4.5 Loss of Quorum**

If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.6 Participation in a Meeting by Electronic Means**

Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility. A Person so participating in a meeting is deemed to be present at the meeting.

#### **4.7 Chair**

The Chair (or, in the absence or inability of the Chair, one of the vice-chairs) will, subject to a Board Resolution appointing another Person, preside at all Meetings of Members.

If at any Meeting of Members the Chair, vice-chairs and such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose a Person present to chair that meeting.

#### **4.8 Alternate Chair**

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

#### **4.9 Adjournment**

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.10 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

#### **4.11 Ordinary Resolution Sufficient**

Any issue at a Meeting of Members which is not required by these Bylaws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

#### **4.12 Entitlement to Vote**

Each Individual Voting Member and Life Member in good standing is entitled to one (1) vote. Group Members, Junior Members and Affiliate Members are not entitled to a vote.

#### **4.13 Voting Generally**

Voting by Members will occur at, or prior to, a Meeting of Members, to be determined at the discretion of the Board and only those Members entitled to vote on the matter pursuant to the Act and these Bylaws will be permitted to vote. The Corporation may arrange for any vote of Members to be held, in whole or in part, in accordance with Bylaw 4.15.

#### **4.14 Voting by Members Present at Meeting**

Voting by Members physically present at a Meeting of Members will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of a Member present at the meeting, a secret vote by written ballot will be required.

#### **4.15 Electronic Voting**

If the Corporation

- (a) has determined to hold a vote of Members at or prior to a Meeting of Members; or
- (b) has determined to hold a Meeting of Members in such a manner as to facilitate participation by Electronic Means,

then the Corporation may permit and arrange for the vote to be conducted electronically, and any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

#### **4.16 No Proxy Voting**

Proxy voting is not permitted.

#### **4.17 Resolution in Writing**

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members is valid and effectual as a resolution as if it had been passed at a Meeting of Members duly called and constituted and will be deemed to be a resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### **4.18 Member Proposal**

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a proposal has been submitted.

#### **4.19 Notice of Proposal**

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

### **PART 5. – DIRECTORS**

#### **5.1 Powers of Directors**

The property and the affairs of the Corporation will be managed by the Board.

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these Bylaws and the Articles.

#### **5.2 Composition of Board**

Subject to the Articles, the Board will be composed of no fewer than five (5) and no more than eight (8) Directors, which number may be set by Board Resolution from time to time, and except as provided for in the Act, the Articles or these Bylaws, each Director will be elected by the Members in accordance with the Act.

During any period where the Corporation is a soliciting corporation under the Act, at least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

### **5.3 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

### **5.4 Eligibility for Directors**

A Person must be an Individual Voting Member or Life Member to be eligible to be a Director.

An employee of the Corporation, a Group Member or any Affiliate (or employee of an Affiliate) is not eligible for election as a Director.

A Person is not eligible to be elected nor serve as a Director if he or she:

- (a) is under the age of 18; or
- (b) has been declared incapable by a court in Canada or elsewhere; or
- (c) is an undischarged bankrupt.

### **5.5 Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Corporation

### **5.6 Election of Directors**

Directors will normally be elected by way of an electronic vote, in accordance with Bylaw 4.15, which vote will be conducted at, or prior to each annual general meeting at which an election of Directors is required and Directors so elected will take office commencing at the close of such meeting.

### **5.7 Term of Office**

Elections for Directors will normally be held electronically at or prior to the annual general meeting and the term of office of Directors will normally be two (2) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which the election of such Director is announced and will be deemed to expire at the close of the annual general meeting held in the last year of the Director's term.

### **5.8 Consecutive Terms**

A Director may serve for a maximum of eight (8) consecutive years, by any combination of terms. A Person who has served eight (8) consecutive years as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.



## **5.9 Appointing Additional Directors**

The Directors may, in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting.

## **5.10 Election by Secret Ballot**

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

## **5.11 Election by Acclamation**

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation as a slate, unless a Member objects to acclamation, in which case the Directors may be elected as a slate by Ordinary Resolution

## **5.12 Voiding of Ballot**

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

## **5.10 Filling Vacancy Among Directors**

Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office until the conclusion of the next annual general meeting.

## **5.11 Removal of Director and Election of Replacement**

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.10.

## **5.12 Election of Less than Required Number of Directors**

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

### **5.13 Ceasing to be a Director**

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated therein; or
- (b) upon the date such Person is no longer a Member; or
- (c) upon becoming ineligible pursuant to Bylaw 5.4. An employee of the Corporation, a Group Member or any Affiliate (or employee of an Affiliate) is not eligible for election as a Director; or
- (d) upon his or her removal; or
- (e) upon his or her death.

### **5.14 Reimbursement of Expenses**

A Director is not entitled to any remuneration for serving in his or her capacity as a Director.

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

### **5.15 Powers of the Board**

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation. The Board may enact such policies, procedures, rules or regulations for the prudent administration of the Corporation, provided that such policies, procedures, rules or regulations do not conflict with the Act, the Articles or these Bylaws.

### **5.16 Investment of Property and Standard of Care**

The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

**5.17 Investment in Mutual or Pooled Funds** The property of the Corporation may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

### **5.18 Investment Advice**

The Board may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

### **5.19 Delegation of Investment Authority to Agent**

The Board may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

## **PART 6. - PROCEEDINGS OF THE BOARD**

### **6.1 Procedure of Meetings**

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the chief executive officer of the Corporation, or his or her designate.

### **6.2 Quorum**

A quorum for a meeting of the Board will be a majority of the Directors currently in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act.

### **6.3 Chair of Meetings**

The Chair (or, in the absence or inability of the Chair, one of the vice-chairs) will, subject to a Board Resolution appointing another Person, chair all meetings of the Board.

If at any Board meeting the Chair, vice-chairs and such alternate Person appointed by Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

### **6.4 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

### **6.5 Calling of Meetings**

The Chair or the chief executive officer may at any time and subject to these Bylaws, convene a meeting of the Board.

The Chair or chief executive officer will, on the request of any two (2) Directors, call a meeting of the Board.

## **6.6 Notice**

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

## **6.7 Passing Resolutions**

Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

## **6.8 Electronic Participation**

A Director may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

## **6.9 Procedure for Voting**

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one (1) Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

## **6.10 Resolution in Writing**

A Board 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, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

# **PART 7. – COMMITTEES**

## **7.1 Standing and Special Committees**

The Board may, from time to time, create such standing and special committees as it deems necessary, provided that every standing committee will include at least one Director. Every committee will limit its activities to the purpose or purposes for which it is appointed and will

have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

## **7.2 Delegation to Committees**

The Board may, in accordance with the Act, delegate its powers to committees.

## **7.3 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

## **7.4 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

# **PART 8. - DUTIES OF OFFICERS**

## **8.1 Officers**

The officers of the Corporation are the Chair, first vice-chair, second vice-chair and chief executive officer, together with such other offices, if any, as the Board in its discretion may create. All officers must be Directors, save the chief executive officer who may not be a Director.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

## **8.2 Election of Officers**

At each meeting of the Board immediately following an annual general meeting the Board will elect the officers, save the chief executive officer. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

A Director may serve no more than two (2) consecutive years as each of Chair, first vice-chair or second vice-chair.

## **8.3 Removal of Officers**

A Person may be removed as an officer by Board Resolution.

#### **8.4 Replacement**

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

#### **8.5 Duties of Chair**

The Chair will provide leadership to the Board and will preside at all Meetings of Members and of the Board.

#### **8.6 Duties of Vice-Chairs**

The vice-chair(s) will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties.

The vice-chair(s) will perform such additional duties as may be assigned by the Board or determined by Board Resolution.

#### **8.7 Duties of Chief Executive Officer**

The chief executive officer is responsible for management and operations of the affairs of the Corporation and will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Corporation and the Board;
- (b) the keeping of minutes of all meetings of the Corporation and the Board;
- (c) the custody of all records and documents of the Corporation;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Corporation.
- (f) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (g) the rendering of financial statements to the Directors, Members and others, when required.

#### **8.8 Absence of Chief Executive Officer at Meeting**

If the chief executive officer (or his or her designate) is absent from any meeting of the Corporation or the Board, the Directors present will appoint another person to take minutes at that meeting.

### **PART 9. – EXECUTION OF INSTRUMENTS**

#### **9.1 Seal**

The Corporation may have a seal.

## **9.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed as follows:

- (a) by the Chair or a vice-chair, together with another Director or the chief executive officer of the Corporation, or
- (b) in the event that the Chair and vice-chairs are all unable to provide a signature, by any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board 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.

## **PART 10. – BORROWING**

### **10.1 Powers of Directors**

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation,

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

### **10.2 Restrictions on Borrowing Powers**

The Members may by Special Resolution restrict the borrowing powers of the Board.

## **PART 11. – AUDITOR**

### **11.1 Appointment of Public Accountant**

The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

### **11.2 Failure to Appoint**

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

### **11.3 Notice of Appointment and Removal**

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

### **11.4 Removal and Replacement of Public Accountant**

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

### **11.5 Ceasing to Hold Office**

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution or bankruptcy;
- (c) upon his, her or its removal in accordance with section 11.4; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and these Bylaws.

### **11.6 Filling Vacancy**

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 11.4, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

### **11.7 Replacement to Request Statement from Incumbent**

The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.



### **11.8 Attendance at Meetings of Members**

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

### **11.9 Audit of Financial Statements**

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

### **11.10 Report to Members**

After conducting an audit engagement, the Public Accountant will report to the Members in the manner required by the Act.

## **PART 12. – NOTICE**

### **12.1 Method of Giving Notice**

Except as otherwise provided in the Act or these Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

### **12.2 When Notice Deemed to have been Received**

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

### **12.3 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **PART 13. – MISCELLANEOUS**

### **13.1 Examination of Records**

The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours

- (a) the Articles and the Bylaws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the minutes of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;
- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on upon reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

### **13.2 Right to become Member of other Corporation**

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

## **PART 14. – INDEMNIFICATION**

### **14.1 Indemnification of Directors and Officers**

Subject to the provisions of the Act and these Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

### **14.2 Advancement of Expenses**

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

### **14.3 Exception to Indemnification**

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

### **14.4 Approval of Court and Term of Indemnification**

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 14.3.

### **14.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or these Bylaws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

### **14.6 Purchase of Insurance**

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and another individuals who act at the Corporation's request as Directors or officers or in a similar capacity of other entities, against personal liability incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request as a Director, an officer or in a similar capacity of another entity.

## **PART 15. - BYLAWS**

### **15.1 Entitlement of Members to copy of Articles and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Articles and Bylaws of the Corporation.

### **15.2 Special Resolution to Alter Articles or Bylaws**

The Articles or these Bylaws, or both of them, may be amended, added to or repealed by Special Resolution.

### **15.3 Changes to be Filed**

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

### **15.4 Effective Date**

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

*These bylaws adopted by special resolution passed on May 24, 2014.*

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*Signature*

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*Name*