

**BYLAWS
OF THE
CANADIAN HOSTELLING ASSOCIATION ASSOCIATION CANADIENNE DE L'AJISME**

TABLE OF CONTENTS

PART 1. INTERPRETATION.....	1
1.1 Definitions	1
1.2 <i>Canada Not-for-profit Corporations Act</i> Definitions	3
1.3 Plural and Singular Forms	3
1.4 Language	3
PART 2. MEMBERSHIP	3
2.1 Admission to Membership.....	3
2.2 Classes of Membership	3
2.3 Eligibility for Standard Members	3
2.4 Life Members	4
2.5 Transition of Membership	4
2.6 Application for Membership	4
2.7 Membership Coordinator	5
2.8 Review and Acceptance of Application.....	5
2.9 Reporting and Ratification of Membership.....	5
2.10 Membership not Transferable	5
2.11 Term of Membership	5
2.12 Renewal of Membership	6
2.13 Membership Dues and Fees.....	6
2.14 Standing of Members.....	6
2.15 Compliance with Articles, Bylaws and Policies.....	6
2.16 Suspension or Termination of Membership	7
2.17 Cessation of Membership	7
2.18 Termination of Member's Rights	7
PART 3. MEETING OF MEMBERS	7
3.1 Time and Place of Meeting of Members	7
3.2 Special General Meeting.....	8
3.3 Calling of Special General Meeting.....	8
3.4 Notice of Meeting of Members	8
3.5 Waiver or Reduction of Notice Period.....	8
3.6 Entitlement to Notice of Meeting of Members.....	8
3.7 Contents of Notice.....	9
3.8 Omission of Notice	9
3.9 Annual General Meetings	9
PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS	9
4.1 Special Business.....	9
4.2 Requirement of Quorum	9
4.3 Quorum	10
4.4 Lack of Quorum.....	10
4.5 Loss of Quorum.....	10
4.6 Participation in a Meeting by Electronic Means	10
4.7 Arrangement and Notice of Electronic Means	10

4.8	Chairperson.....	11
4.9	Alternate Chairperson	11
4.10	Adjournment.....	11
4.11	Notice of Adjournment	11
4.12	Ordinary Resolution Sufficient	11
4.13	Entitlement to Vote.....	11
4.14	Voting Generally.....	11
4.15	Voting by Members Present at Meeting.....	12
4.16	Electronic Voting	12
4.17	Absentee Voting by Members.....	12
4.18	Resolution in Writing	12
4.19	Member Proposal.....	12
4.20	Notice of Proposal.....	13
PART 5. DIRECTORS		13
5.1	Powers of Directors.....	13
5.2	Composition of Board.....	13
5.3	Invalidation of Acts.....	13
5.4	Eligibility for Directors.....	13
5.5	Directors Subscribe to and Support Purposes.....	14
5.6	Election of Directors	14
5.7	Term of Office	14
5.8	Consecutive Terms and Term Limits	14
5.9	Appointing Additional Directors.....	14
5.10	Election by Secret Ballot	14
5.11	Election by Acclamation	14
5.12	Voiding of Ballot	15
5.13	Filling Vacancy Among Directors	15
5.14	Removal of Director and Election of Replacement.....	15
5.15	Election of Less than Required Number of Directors.....	15
5.16	Ceasing to be a Director	15
5.17	Reimbursement of Expenses.....	15
5.18	Powers of the Board.....	16
5.19	Investment of Property and Standard of Care	16
5.20	Investment in Mutual or Pooled Funds	16
5.21	Investment Advice.....	16
5.22	Delegation of Investment Authority to Agent	16
PART 6. PROCEEDINGS OF THE BOARD		16
6.1	Procedure of Meetings.....	16
6.2	Quorum	16
6.3	Chairperson at Board Meetings	17
6.4	Alternate Chairperson	17
6.5	Calling of Meetings.....	17
6.6	Notice	17
6.7	Passing Resolutions.....	17
6.8	Electronic Participation	17
6.9	Procedure for Voting	17
6.10	Resolution in Writing	18
PART 7. COMMITTEES		18
7.1	Standing and Special Committees.....	18
7.2	Delegation to Committees.....	18

7.3	Terms of Reference and Rules	18
7.4	Meetings.....	18
PART 8. DUTIES OF OFFICERS		18
8.1	Officers	18
8.2	Election of Officers	19
8.3	Removal of Officers.....	19
8.4	Replacement.....	19
8.5	Duties of Chair	19
8.6	Duties of Vice-Chairs	19
8.7	Duties of Chief Executive Officer	19
8.8	Absence of Chief Executive Officer at Meeting	20
PART 9. EXECUTION OF INSTRUMENTS		20
9.1	Seal	20
9.2	Execution of Instruments	20
PART 10. BORROWING		20
10.1	Powers of Directors.....	20
10.2	Restrictions on Borrowing Powers	21
PART 11. AUDITOR		21
11.1	Appointment of Public Accountant	21
11.2	Failure to Appoint	21
11.3	Notice of Appointment and Removal	21
11.4	Removal and Replacement of Public Accountant.....	21
11.5	Ceasing to Hold Office	21
11.6	Filling Vacancy	21
11.7	Replacement to Request Statement from Incumbent.....	22
11.8	Attendance at Meetings of Members	22
11.9	Audit of Financial Statements	22
11.10	Report to Members	22
PART 12. NOTICE		22
12.1	Method of Giving Notice.....	22
12.2	When Notice Deemed to have been Received	23
12.3	Days to be Counted in Notice	23
PART 13. MISCELLANEOUS		23
13.1	Examination of Records	23
13.2	Right to become Member of other Corporation	24
PART 14. INDEMNIFICATION		24
14.1	Indemnification of Directors and Officers	24
14.2	Advancement of Expenses	24
14.3	Exception to Indemnification	24
14.4	Approval of Court and Term of Indemnification	24
14.5	Indemnification not Invalidated by Non-Compliance.....	24

14.6	Purchase of Insurance	25
PART 15. BYLAWS		25
15.1	Entitlement of Members to copy of Articles and Bylaws	25
15.2	Special Resolution to Alter Articles or Bylaws	25
15.3	Changes to be Filed	25
15.4	Effective Date	25

**BYLAWS
OF THE
CANADIAN HOSTELLING ASSOCIATION ASSOCIATION CANADIENNE DE L'AJISME**

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) **“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;
- (e) **“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;
- (f) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (g) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (h) **“Corporation”** means “Canadian Hostelling Association Association Canadienne de L’Ajisme”;
- (i) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (j) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Electronic Means”** means a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other;

- (l) **“Meetings of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (m) **“Members”** means those Persons who are members of any class of membership in the Corporation on the date these Bylaws come into force and those Persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“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;
- (p) **“Organization”** means an association, whether or not incorporated, a corporation, a group, a partnership or a society;
- (q) **“Person”** means a natural person;
- (r) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (s) **“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;
- (t) **“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;
- (u) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;
- (v) **“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.

1.4 Language

These Bylaws have been prepared in the English language and subsequently translated to create a French version. In the event of any discrepancy or conflicting interpretation between the English and French versions of these Bylaws, the text of the English version of these Bylaws shall prevail.

PART 2. MEMBERSHIP

2.1 Admission to Membership

Subject to the Articles, membership in the Corporation is restricted to:

- (a) the Persons that transition as Members in accordance with Bylaw 2.5; and
- (b) the Persons that subsequently become Members in accordance with these Bylaws.

2.2 Classes of Membership

Subject to the Articles, there are two (2) classes of Members in the Corporation, both voting, and consisting of the Standard Members and the Life Members.

2.3 Eligibility for Standard Members

A Person may be eligible to be accepted as a Standard Member in the Corporation if they:

- (a) are 18 years of age or older; and
- (b) ordinarily reside within Canada.

Notwithstanding the foregoing, a Person is ineligible to be accepted or to continue as a Standard Member if they are an employee of, or engaged as a contractor for services with an annual aggregate value of \$10,000 or more by, the Corporation or an Affiliate.

2.4 Life Members

A Person may be eligible to continue as a Life Member of the Corporation if they ordinarily reside within Canada.

Existing Life Members of the Corporation who transition under Bylaw 2.5 will continue as Life Members until ceasing in accordance with Bylaw 2.17. However, this class of membership is closed and no further Persons shall be admitted or appointed as Life Members.

2.5 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is an individual voting member or life member of the Corporation in good standing and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board or its delegate, until the conclusion of the current term of membership, unless they otherwise cease to be a Member in accordance with these Bylaws; and
- (b) each Person or Organization that is:
 - (i) a member of the Corporation who is not in good standing;
 - (ii) a junior member of the Corporation;
 - (iii) an associate member of the Corporation;
 - (iv) a group member of the Corporation; or
 - (v) ineligible for membership under these Bylaws,

will be deemed to have resigned from membership in the Corporation effective that date.

2.6 Application for Membership

A Person eligible in accordance with Bylaw 2.3 may apply to the Corporation to become a Standard Member as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Board from time to time, to the Corporation at its Registered Office, its hostel facilities, the hostel facilities of an Affiliate, or any other manner approved by the Board from time to time;
- (b) by submitting payment information for all applicable membership dues and fees, if any; and
- (c) by submitting such additional information or documentation as may be required by the Board or membership coordinator to evaluate the application for membership, in accordance with policies established by the Board from time to time.

2.7 Membership Coordinator

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

2.8 Review and Acceptance of Application

The membership coordinator, if any, will review all applications for membership in the Corporation and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of their membership application.

The membership coordinator may, by entering the Person's information into the Corporation's register of members, accept that Person as a Member as determined in accordance with these Bylaws.

2.9 Reporting and Ratification of Membership

The membership coordinator, if any, will regularly report to the Board regarding applications for membership received and approved.

The Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary, determine any issues related to the membership of an applicant.

The membership coordinator may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone, or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Corporation. The decision of the Board to refuse membership is final and without appeal.

2.10 Membership not Transferable

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

2.11 Term of Membership

Once accepted as a Standard Member in accordance with these Bylaws, a Person continues as a Standard Member for a term of two (2) years, unless sooner cease in accordance with these Bylaws.

Unless sooner ceasing in accordance with these Bylaws, the term of a Life Member will continue until their death 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.

2.12 Renewal of Membership

A Standard Member who continues to be eligible may renew their membership within 180 days of its expiry in such manner as may be determined by the Board from time to time. Membership may be renewed for consecutive terms, without limit.

A Person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.6.

A Person whose membership has been terminated in accordance with Bylaw 2.16 may, unless prohibited by the terms of the termination resolution, re-apply for membership in accordance with the terms of the termination resolution, provided that if the termination resolution does not restrict re-application, the Person may re-apply for membership after one (1) year from the date of expulsion.

Re-applications by any former Member previously terminated in accordance with Bylaw 2.16 are subject to acceptance by the Board.

2.13 Membership Dues and Fees

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues and fees are deemed to be nil.

Upon applying (or re-applying) for membership in the Corporation in accordance with these Bylaws, a Person will be exempted from the payment of any membership dues or fees otherwise payable in connection with their initial term of membership if such Person stayed at a hostel facility owned or operated by the Corporation or an Affiliate in the twenty-four (24) months preceding their application (or re-application) for membership.

Upon renewing their membership in the Corporation in accordance with these Bylaws, a Member will be exempted from the payment of any membership dues or fees otherwise payable in connection with their renewal term of membership if such Member stayed at a hostel facility owned or operated by the Corporation or an Affiliate during their current term of membership.

The Board may determine that:

- (a) different membership dues or fees will apply to different classes of membership; and
- (b) membership dues or fees may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, membership dues and fees are deemed to continue each year until altered by Board Resolution.

Notwithstanding the foregoing, Life Members are exempt from the payment of any dues or fees.

2.14 Standing of Members

All Members are deemed to be in good standing except a Member that is currently under suspension.

2.15 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.

2.16 Suspension or Termination of Membership

A Member may be suspended for a period not to exceed two (2) years, or their 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.

2.17 Cessation of Membership

A Person will cease to be a Member:

- (a) upon the date which is the later of the date of delivering their resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon the date such Person ceases to be eligible for membership in accordance with these Bylaws;
- (c) upon the expiry of their term of membership in accordance with Bylaw 2.11, unless renewed;
- (d) upon the termination of their membership; or
- (e) upon their death.

2.18 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 Bylaw 2.17.

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 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 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 state the day and the hour of the meeting, and will specify the address at which the meeting will be held, except that in the case of a Meeting of Members conducted entirely by Electronic Means, the notice need not specify an address but will provide instructions on how Members may participate in the meeting.

Notice of a Meeting of Members will:

- (a) specify the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business;
- (b) include the text of any Special Resolution to be considered at the meeting; and
- (c) include a copy of the financial reporting described in section 172(1) of the Act.

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

Except as otherwise provided under the Act, 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:
 - (i) consideration of the financial statements;
 - (ii) consideration of the Public Accountant's report;
 - (iii) the election of Directors; and
 - (iv) 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 Standard 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

The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely, or in part, 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.

4.7 Arrangement and Notice of Electronic Means

For every Meeting of Members where the Board has determined to allow participation by Electronic Means, the Corporation must:

- (a) arrange for the provision of Electronic Means for use at the meeting, which Electronic Means must permit communication and voting in accordance with the Act;
- (b) notify all parties entitled to attend the Meeting of Members of the availability (or requirement, as the case may be) of participating by Electronic Means, with instructions to enable them to do so; and
- (c) permit:
 - (i) any Member to attend, participate and vote, in accordance with the Act, by the arranged Electronic Means; and
 - (ii) any other Person that is entitled or invited to attend the Meeting of Members to attend and participate by the arranged Electronic Means.

Any Person participating in a Meeting of Members by Electronic Means is deemed for all purposes to be present at such meeting.

4.8 Chairperson

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 as chairperson 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.

4.9 Alternate Chairperson

If a Person presiding as chairperson of a Meeting of Members wishes to step down as chairperson 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 chairperson.

4.10 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.

4.11 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.

4.12 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.

4.13 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. Except as otherwise required under the Act, no other Person or Organization is entitled to vote on a matter for determination by the Members, whether at a Meeting of Members or otherwise.

4.14 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 4.16.

4.15 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.

4.16 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:

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

4.17 Absentee Voting by Members

Absentee voting by Members is not permitted.

4.18 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.

4.19 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.

4.20 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 eleven (11) 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 may not be nominated, elected, appointed or otherwise serve or continue to serve as a Director during any period 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.

In addition to the foregoing, a Person may not be nominated, elected, appointed or otherwise serve or continue to serve as a Director:

- (d) unless he or she is a Member in good standing; or
- (e) if he or she is, or was during any period in the past three years prior to their proposed nomination, election, or appointment, an employee of the Corporation or an Affiliate.

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

A Director is elected if an Ordinary Resolution electing the Person as a Director is approved in accordance with these Bylaws.

Directors will normally be elected by way of an electronic vote, in accordance with Bylaw 4.16, 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

The term of office of Directors will normally be three (3) years. However the Directors may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) 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 and Term Limits

A Director may serve for a maximum of nine (9) consecutive years, by any combination of terms. A Person who has served nine (9) consecutive years as a Director may not be re- elected for at least five (5) years 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.

The period during which a Person serves as an appointed Director does not count toward the term limits set out above in these Bylaws.

5.10 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot, conducted in whole or in part, in accordance with Bylaw 4.16, 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.

5.13 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. The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out in above in these Bylaws.

5.14 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 Bylaw 5.9.

5.15 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.

5.16 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;
- (b) upon the expiry of such Person's term as a Director;
- (c) upon the date such Person is no longer eligible pursuant to Bylaw 5.4;
- (d) upon his or her removal; or
- (e) upon his or her death.

5.17 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.

5.18 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.

5.19 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.

5.20 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.

5.21 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.

5.22 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 Chairperson at Board 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, preside as chairperson at 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 preside as chairperson at that meeting.

6.4 Alternate Chairperson

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate Person 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 chairperson at that meeting or portion.

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 Electronic Means, in accordance with the Act, or by combination of Electronic Means and roll-call vote.

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 officers, 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 in good standing 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 in good standing 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 in good standing 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 Bylaw 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.