

BY-LAW NO. 1

A by-law relating generally to the conduct
of the affairs of

The Table Community Food Centre

(the “**Corporation**”)

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

ARTICLE 1 INTERPRETATION

- 1.1 Definitions** – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires
- 1.1(1) “**Act**” means the *Not For Profit Corporations Act* (Ontario), including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefore, as amended from time to time;
- 1.1(2) “**Charter**” means the original or restated letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1(3) “**Board**” means the board of directors of the Corporation and “**director**” means a member of the Board;
- 1.1(4) “**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- 1.1(5) “**Meeting of Members**” includes an annual meeting of Members and a special meeting of Members; “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue;
- 1.1(6) “**Member**” means a member of the Corporation who has paid the annual membership contribution or dues, if any;
- 1.1(7) “**Ordinary resolution**” means a resolution passed by a majority of not less than fifty (50)% plus one (1) of the votes cast on that resolution;
- 1.1(8) “**Record Date**” in respect of a Meeting of Members is the date sixty (60) days before the date of the meeting;
- 1.1(9) “**Regulations**” means the regulations made under the Act in effect from time to time;

1.1(10) “**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

1.2(1) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;

1.2(2) words importing the singular number only shall include the plural and vice versa;

1.2(3) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

1.2(4) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

1.2(5) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE 2 GENERAL

2.1 Registered Office – The registered office of the Corporation shall be situated in the Town of Perth, County of Lanark, in the Province of Ontario or as otherwise set by special resolution of its Members.

2.2 Corporate Seal – The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on the thirty-first (31st) day of March in each year or as otherwise set by the Board.

2.4 Execution of Documents – Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation shall be signed by any two of the following; the Chair, the Vice-Chair, the Treasurer, the Executive Director and such other Director the Board may appoint from time to time. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally, a particular Document or a type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document. Any Director or officer may certify a copy of any

instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

- 2.5 Banking** – The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by one or more officers of the Corporation or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 2.6 Vacancy of Auditor** – The Board shall immediately fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement.
- 2.7 Disclosure of Interests** –A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- 2.8 Invalidity of any Provisions of this By-Law** – The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE 3 MEMBERS

- 3.1 Membership Classes and Rights** - There shall be one (1) class of Members of the Corporation, and each person who is a Member of that class on the Record Date shall be entitled to receive notice of, attend and vote at a Meeting of Members. Each Member shall be entitled to one (1) vote at the meeting.
- 3.2 Membership Conditions** - the following conditions of membership shall apply to all Members:
- 3.2(1) An individual is eligible to apply for membership in the Corporation if that individual:
- a. is interested in furthering the purposes of the Corporation;
 - b. is not employed by the Corporation; and
 - c. is at least eighteen (18) years of age.
- 3.2(2) The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the

dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them.

3.2(3) Membership will be confirmed by the Board, or such other person as the Board may designate, upon receipt of a completed application and, if applicable, the payment of any membership contribution or annual dues.

3.2(4) Membership is not transferable.

3.3 Termination of Membership - The membership of a Member is terminated for any of the following reasons:

3.3(1) when the Member dies or resigns;

3.3(2) when the Member is expelled or the Member's membership is otherwise terminated in accordance with subsection 3.5 of the By-Laws; or

3.3(3) the Corporation is liquidated or dissolved.

3.4 Resignation – Any Member may resign as a Member by delivering a written resignation to the Chair. Such resignation shall be effective from the date specified in the resignation.

3.5 Expulsion

3.5(1) The Board may terminate the membership of any Member if the Member fails to remit the annual contribution or annual dues when due, meet any other condition of, or requirements for, membership, or violates any provision of the By-law provided that the Member is given at least fifteen (15) days written notice of the termination with reasons.

3.5(2) The Member shall be entitled to give the Board a written submission opposing the termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of membership.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Place of Meetings –Meetings of the Members shall be held in Lanark County or Smiths Falls at a place, date and time as determined by the Board.

4.2 The Board shall call an annual meeting of Members not later than fifteen (15) months after the last preceding annual meeting. **4.3** The business transacted at the annual meeting shall include:

4.3(1) receipt of the agenda;

- 4.3(2) receipt of the minutes of the previous annual and subsequent special meetings;
- 4.3(3) consideration of the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- 4.3(4) report of the auditor;
- 4.3(5) election of directors;
- 4.3(6) reappointment of the auditor or appointment of a new auditor; and
- 4.3(7) consideration of any other matters of business, provided that the notice of such annual meeting shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on such business.

4.4 Special Meetings – The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall, subject to the conditions set out in the Act, call a special meeting of Members on written requisition of Members as provided in the Act.

4.5 Notice of Meetings

4.5(1) Notice of the time and place of a meeting of Members shall be sent to the following:

- a. to each Member entitled, on the Record Date, to vote at the meeting);
- b. to each director; and
- c. to the auditor of the Corporation.

4.5(2) A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article 10 of this By-Law and shall, subject to and in accordance with the Act, include any proposal submitted to the Corporation. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution to be submitted to the meeting.

4.6 Waiving Notice – A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the directors, the officers and the auditor of the Corporation. Any other person may be admitted only on the invitation of

the Chair or with the consent of a majority of the Members present or represented at the meeting.

4.8 Chair of the Meeting –The Chair shall chair the Members’ meeting. In the absence of the Chair, the Vice-Chair shall chair. In the event that the Chair and the Vice-Chair are both absent, the Members who are present and entitled to vote at the meeting shall in the first instance choose another director if one is present or, if no directors are present, shall choose one of their number to chair the meeting.

4.9 Quorum

4.9(1) Subject to 4.9(2)a quorum at any meeting of the Members shall be eight (8) Members present in person at the meeting.

4.9(2) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 4.10, by telephonic and/or other electronic means.

4.10 Participation at Meetings by Telephone or Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such means. A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

4.11 Meeting Held by Electronic Means – If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.12 Adjournment – The Chair, with the consent of the meeting, may adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.13 Proxy Voting – In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing a proxy holder or one or more alternate proxy holders as the Member’s nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

4.13(1)a Member may only appoint another Member or a director to be that Member’s proxy holder;

4.13(2) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

4.13(3) a Member may revoke a proxy by depositing an instrument in writing executed by the Member

- a. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the continuation of that meeting, at which the proxy is to be used, or
- b. with the Chair on the day of the meeting or the continuation of that meeting.

4.14 A proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

4.15 The Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of a meeting concurrently with or before giving notice of the meeting.

4.16 The Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.

4.17 **Votes to Govern** – All questions proposed for consideration of the Members shall be determined, unless the Act or this By-law otherwise require, by majority vote.

4.18 **Vote by Chair** - The Chair of the meeting shall, if a member, have a vote.

4.19 **Show of Hands** – Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hand, and a declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.20 **Ballots** – For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the Chair of the meeting or any Member may demand a written ballot, in which case the ballot shall be taken in such manner as the Chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.21 Tie Vote - If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

4.22 Resolution in Lieu of Meeting

4.22(1) Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by the auditor:

- a. a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- b. a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

4.22(2) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.23 Annual Financial Statements – The Corporation shall, not less than five (5) days before each annual meeting of Members, give a copy of the financial statements approved by the Board and the report of the auditor or of the person who conducted a review engagement, to all Members who had informed the Corporation that they wish to receive a copy of those documents.

ARTICLE 5 DIRECTORS

5.1 Powers – The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number

5.2(1) The Board shall consist of not fewer than eight (8) and not more than twelve (12) directors.

5.2(2) Subject to subsection 5.2(1), the Board shall be comprised of the fixed number of directors as determined from time to time by the Members by special resolution or, if a special resolution empowers the directors to determine the number, by resolution of the directors.

5.3 Appointment – Subject to Section 5.2, the directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Members, but the total number of directors so appointed may not

exceed one-third of the number of directors elected at the previous annual meeting of the Members.

5.4 Qualifications – The following persons are disqualified from being a director of the Corporation:

- 5.4(1) anyone who is less than eighteen (18) years of age;
- 5.4(2) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- 5.4(3) anyone who has been found to be incapable by any court in Canada or elsewhere;
- 5.4(4) anyone who is not an individual;
- 5.4(5) anyone convicted of a criminal offence unless the Board otherwise resolves;
- 5.4(6) anyone who has the status of bankrupt; and
- 5.4(7) a person who is an ineligible individual under the *Income Tax Act* (Canada).

5.5 Election and Term

- 5.5(1) Subject to the provisions of this By-law, the directors shall be elected by the Members at each annual meeting at which an election of directors is required.
- 5.5(2) A director's term of office shall be three (3) years from the date of the meeting at which they are elected or appointed or until such time thereafter as their successor is elected or appointed.

5.6 Maximum Terms

- 5.6(1) Each director shall be eligible for re-election immediately following the initial three (3) year term for a maximum of two (2) additional two (2) year consecutive terms. A former director shall be eligible for re-election after at least a one (1) year absence from the Board.
- 5.6(2) A director who is elected or appointed must consent in writing to hold office as a director before or within ten (10) days after the election or appointment.

5.7 Vacation of Office – A director ceases to hold office when the director dies, resigns, ceases to be a Member, is removed from office by the Members, or becomes disqualified under Section 5.4 of this By-law to serve as director.

5.8 Resignation – A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

- 5.9 Removal** –The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board.
- 5.10 Vacancies** – Subject to Section 5.9, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the Board provided that the remaining directors constitute a quorum. If a quorum does not exist or there has been a failure to elect the number or minimum number of directors set out in the Charter, the Board shall forthwith call a special meeting of Members to fill the vacancy. If there are no directors then in office, a meeting may be called by any Member.
- 5.11 Remuneration and Expenses** –No director or any person connected to a director shall receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with provided, however, that any director of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their capacity as a director.
- 5.12 Borrowing Powers** – The directors of the Corporation may, without authorization of the Members:
- 5.12(1) borrow money on the credit of the Corporation;
 - 5.12(2) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - 5.12(3) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - 5.12(4) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 5.13 Directors as Members** - Individuals who are not members become members on election or appointment as directors.

ARTICLE 6 COMMITTEES

- 6.1 Delegation – Executive Committee** - The Board may appoint from their number a managing director or a committee of directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to the Act.
- 6.2 Committees** – The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The Board shall determine the

composition and terms of reference for any such committee. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

ARTICLE 7 MEETINGS OF DIRECTORS

- 7.1 Place of Meetings** – Meetings of the Board may be held at the registered office of the Corporation or at any other place as the Board may determine.
- 7.2 Calling of Meetings** – Meetings of the Board may be called at any time by the Chair, the Vice-Chair, or any two (2) directors.
- 7.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 10 of this By-Law to every director not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.
- 7.4 Quorum** – A majority of the fixed number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.6, by teleconference or other electronic means.
- 7.5 Resolutions in Writing** – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.
- 7.6 Participation at Meeting by Telephone or Electronic Means** – If all the directors consent, a director may participate in a meeting of directors or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed to have been present at that meeting.
- 7.7 Chair of the Meeting** – The Chair, or in the Chair's absence, the Vice-Chair shall chair a meeting of directors. In the event that the Chair and the Vice-Chair are absent, the directors who are present shall choose one of their number to chair the meeting.

- 7.8 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the Chair shall not have a second or casting vote.

ARTICLE 8 OFFICERS

8.1 Appointment

8.1(1) The officers of the Corporation shall include:

- a. Chair of the Board, who shall be a director (the “Chair”);
- b. a Vice-Chair of the Board (the “Vice-Chair”);
- c. a Secretary;
- d. a Treasurer; and
- e. an Executive Officer;
- f. and may include any such other officers as the Board may by resolution determine.

8.1(2) Officers, other than the Executive Director, shall be directors of the Corporation and shall be appointed annually by resolution of the Board at the first meeting of the Board following the annual meeting of the Members at which the Board is elected.

8.3 Description of Offices

8.3(1) Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- a. Chair of the Board – The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify. The Chair may not also be the Secretary or Treasurer.
- b. Vice-Chair of the Board – If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify. The Vice-Chair may not also be the Secretary or Treasurer.
- c. Secretary - The Secretary shall attend and be the secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in

the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, directors, the auditor, and Members of committees; the Secretary shall oversee the retention and destruction of all books, papers, records, documents and other instruments belonging to the Corporation.

- d. Treasurer – The Treasurer shall annually render or cause to be rendered to the Board at regular meetings of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position of the Corporation
- e. Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

8.3(2) The powers and duties of all other officers of the Corporation, if any, shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.4 Vacancy in Office

8.4(1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. the officer ceasing to be a director (if a necessary qualification of appointment); or
- d. the officer's death.

8.4(2) If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

8.5 Remuneration of Officers – Except in the case of the Executive Director, the officers of the Corporation shall serve as such without remuneration and no officer, other than the Executive Director, shall directly or indirectly receive any financial benefit from his or her position as such; provided that any officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an officer and employee.

ARTICLE 9
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

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

9.2 Limitation of Liability – Provided that the standard of care required of the director under the Act and the By-Law has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an officer, a report or advice of an officer or employee of the Corporation, or a report of a professional, no director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

9.3 No Liability – For greater certainty, no director, officer or committee member of the Corporation is liable for:

9.3(1) the acts, neglects or defaults of any other director, officer, committee member or employee of the Corporation ,

9.3(2) or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Corporation;

9.3(3) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;

9.3(4) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited;

9.3(5) any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

9.3(6) complied with the Act, the Charter and By-laws; and

9.3(7) exercised their powers and discharged their duties in accordance with the *Act*.

9.4 Indemnification of Directors and Officers

9.4(1) The Corporation may indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation’s request as a director or officer or in a similar capacity of

another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- a. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

9.4(2) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

9.5 Despite the provisions of subsection 9.4, a person referred to in subsection 9.4(1) is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described in subsection 9.4(1) if the individual,

9.5(1) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and

9.5(2) fulfils the conditions set out in Section 9.4(1)a and 9.4(1)b.

9.6 Insurance – Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.4 or 9.5 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation or, if the individual acts or acted in that capacity at the Corporation's request, in the individual's capacity as a director or officer, or in a similar capacity, of another entity.

9.7 Advances

9.7(1) With respect to the defence by a director or officer or other individual of any claim, action, suit or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify them pursuant to the terms of the Act or this By-law, the Board may authorize the Corporation to advance to the director, officer or other individual such funds as may be reasonably necessary for the defence of such claim, action, suit or proceedings upon written notice by the

director, officer or other individual to the Corporation disclosing the particulars of such claim, action, suit or proceedings and requesting such advance.

- 9.7(2) The director, officer or other individual shall repay the money advanced if the director, officer or other individual does not fulfill the conditions of Subsections 9.4(1).)and 9.4(1)b.

NOTICES ARTICLE 10

10.1 Method of Giving Notices

10.1(1) Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility at the latest address of such person recorded in the records of the Corporation or, in the case of the auditor, the auditor's business address

10.1(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth business day after it was sent; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Omissions and Errors – The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.3 Waiver of Notice – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given

shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing and may be by electronic means.

ARTICLE 11 DISPUTE RESOLUTION

11.1 Dispute Resolution Mechanism

11.1(1) In the event that a dispute or controversy among Members, directors, or officers of the Corporation arising out of or related to the interpretation of the Charter or By-Law is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, directors, or officers of the Corporation as set out in the Charter, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows.

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

11.1(2) All costs of the mediators appointed in accordance with this Article shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 12 SPECIAL RESOLUTIONS

12.1 Special Resolutions – For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-Law or to the Charter to:

- 12.1(1) change the Corporation's name;
- 12.1(2) add, change or remove any restriction on the activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- 12.1(3) create a new class or group of Members;
- 12.1(4) change a condition required for being a Member;
- 12.1(5) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- 12.1(6) divide any class or group of Members into two (2) or more classes or groups and fix the rights and conditions of each class or group;
- 12.1(7) add, change or remove a provision respecting the transfer of a membership;
- 12.1(8) increase or decrease the number of, or the minimum and maximum number of, directors fixed by the Charter;
- 12.1(9) change the purpose of the Corporation;
- 12.1(10) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- 12.1(11) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- 12.1(12) change the method of voting by Members not in attendance at a meeting of Members; or
- 12.1(13) add, change or remove any other provision that is permitted by the Act to be set out in the Charter.

ARTICLE 13 BY-LAW AND EFFECTIVE DATE

- 13.1 By-Law and Effective Date** – Subject to the Charter, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it must be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of

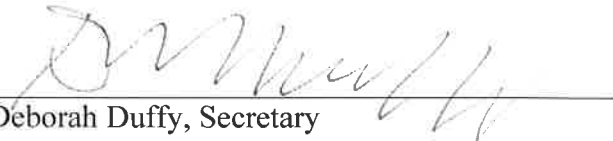
Members or if it is rejected by the Members at the meeting. As set out in Article 12, this Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by Members.

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

ENACTED this 12th day of September 2022.



Brian Whitestone, Chair



Deborah Duffy, Secretary

CONFIRMED by the Members the day of November 16th, 2022