

ONTARIO NON-PROFIT CORPORATION
BY-LAW No. 1

THE ST. VINCENT AND GRENADINES
ASSOCIATION OF TORONTO INC.

(hereinafter referred to as the "Corporation")

INTERPRETATION

1. **Definitions** – In this By-law, unless the context otherwise specifies or requires:
 - a. "Act" means the Corporations Act, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - b. "By-law" means any By-law of the Corporation from time to time in force and effect;
 - c. "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
 - d. "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

2. **Interpretation** – This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - a. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
 - b. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include corporations, partnerships, syndicates, trusts and any number or aggregate of persons;
 - c. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. **Head Office** – The head office of the Corporation shall be in the place where the Letters Patent provide, subject to change by special resolution.

SEAL

4. **Seal** – The seal of the Corporation, if any, may be approved by resolution of the board of directors.

MEMBERSHIP

5. **Membership** – Membership in the Corporation shall be available to those persons who are interested in furthering the objects of the Corporation as contained in its letters patent and whose application for admission as a member has received the approval of the board of directors. The board of directors may also pass membership policies, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Corporation of their admission as a member. Each member shall be entitled to one (1) vote at meetings of the members of the Corporation. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by board of directors. The Secretary of the Corporation shall notify the members of the dues or fees at any time payable by them and, if any are not paid within three (3) months of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation.

6. **Cancellation or Refusal of Membership** – The board of directors may cancel the membership of or refuse membership to any individual whose actions are contrary and harmful to the objectives and policies of the Corporation. The board shall notify the individual in writing that his or her membership has been cancelled or refused. The individual shall have thirty (30) days to appeal the cancellation of or refusal of membership, in writing, to the board for consideration.

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

- a. upon death of the member;
- b. if the member's membership is not renewed either before its expiration or within the three (3) month period following its expiration;
- c. when the member ceases to be a member by written resignation delivered to the Secretary of the Corporation; or
- d. as otherwise provided in these By-laws.

MEMBERS' MEETINGS

8. **Time and Place of Annual Meeting** – Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time and place as the board of directors may by resolution determine provided that the annual meeting shall be held within five (5) months of the financial year end of the Corporation. On proper notice, the members may consider and transact any business either special or general at any meeting of the members.

9. **Annual Meetings** – At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members. Non-members may be invited to attend the annual general meeting as guests of the Corporation at the discretion of the chairperson of the meeting, but they shall have no voting rights at the meeting. The chairperson of the meeting may declare certain business of the Corporation to be of such a confidential nature that it requires that the business be addressed during an in camera session of the meeting. In that event, any guests present at the meeting will be asked to leave for the in camera portion of the meeting.

10. **Special General Meetings** – Other meetings of the members may be convened by order of the President or Treasurer or by the board of directors at any date and time and such meetings shall be held at a place as determined by the board of directors. The board of directors shall call a special general meeting of members on written requisition of not less than 10% of the members.

11. **Notice** – Subject to Section 133(2) of the Act, twenty-one (21) days' written notice shall be given in the manner specified in paragraph 56 to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a voting member to form a reasoned judgment on the decision to be taken.

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

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

14. **Quorum** – A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or these By-laws) shall be two (2) members present in person. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 56 with regard to notice shall apply to such adjournment.

15. **Chairperson of the Meeting** – The chairperson of any meeting of members shall be the President or, in his or her absence, a Vice-President. In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

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

17. **Voting of Members** – Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all membership fees, if any, then payable by the member. A member will be considered to be in good standing if he or she has renewed his or her membership prior to its expiry, or within three (3) months following the expiration of his or her membership. If a member allows his or her membership to expire for more than three (3) months and such person wishes to be a member of the Corporation, then he or she will be required to apply as a new member to join the Corporation.

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

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

18. **Proxies** – Votes at meetings of the members may be given either personally or by a general or limited proxy. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing.

A person appointed by proxy must be a member.

A member who appoints another member as his or her proxy may do so either by way of a limited proxy or a general proxy. A limited proxy may restrict the kinds of matters on which the proxyholder may vote on behalf of the member, contain a time limit regarding the time during which the proxy shall be effective or contain any other restriction that the member considers to be desirable.

A general proxy may be in the following form:

The undersigned member of _____ hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said corporation to be held on the _____ day of _____ 20 __ , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20 __ .

Signature of Member

A limited proxy may be in the following form:

The undersigned member of _____ hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said corporation to be held on the _____ day of _____ 20 __ , and at any adjournment or adjournments thereof to vote only in respect of the following matters:

_____, in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20 __ .

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent in writing, or by facsimile transmission or by another form of electronic transmission where there is a record that the proxy has been sent, ("Written or Electronic Proxy") before the meeting or adjourned meeting

to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept the Written or Electronic Proxy as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such Written or Electronic Proxy accepted by the chairperson of the meeting shall be valid and shall be counted.

19. **Resolutions in Lieu of Meeting** – A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, or committees of members, is as valid as if it had been passed at a meeting of members or committees of members.

BOARD OF DIRECTORS

20. **Duties and Number** – The affairs of the Corporation shall be managed by a board of directors. The board of directors shall consist of nine directors, subject to change by special resolution.

21. **Qualifications** – Every director shall be eighteen (18) or more years of age and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election as a director and no undischarged bankrupt shall become a director.

22. **Election and Term** – Unless otherwise provided in the By-laws, directors shall be elected by the members at a meeting of members. The director's term of office shall, subject to the provisions, if any, of the Letters Patent, be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed.

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

- a. if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
- b. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- c. if the director is found to be incapable of managing property;
- d. if the director misses three (3) consecutive meetings of the board of directors, unless the board determines by resolution otherwise;
- e. if the director by notice in writing to the President of the Corporation resigns from his or her position as a director;
- f. if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- g. if the director dies.

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

- a. if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 23(f) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- b. any other vacancy in the board of directors may be filled by the directors then in office (so long as there is a quorum) for a term continuing only until the next annual meeting of members at which time the vacancy shall be filled by the members, provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- c. otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

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

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

POWERS AND RESPONSIBILITIES OF DIRECTORS

26. **Administer Affairs** – The board of directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
27. **Expenditures** – The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation.
28. **Fund Raising** – The board of directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
29. **Employees** – The board of directors may authorize the employment of such individuals as it deems necessary for the proper conduct of the affairs of the Corporation at such remuneration and upon such conditions as may be agreed. The board of directors may delegate any of these powers as it deems appropriate to the Executive Committee or other committee or to the Executive Director of the Corporation. The board of directors may have the power to dismiss or suspend any employee and may delegate this authority as it sees fit to any committee or to the Executive Director of the Corporation.
30. **Remuneration of Agents and Employees** – The remuneration of agents and employees shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution.
31. **Books and Records** – The board of directors shall ensure that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEETINGS OF DIRECTORS

32. **Place of Meeting** – Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario.

33. **Notice** – A meeting of directors may be convened by the President, Treasurer or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two (2) directors, shall convene a meeting of directors. Notice of any such meeting shall be served in the manner specified in paragraph 56 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

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

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

35. **Guests at Board Meetings** – Any member may attend meetings of the board of directors as a guest, provided that the Corporation shall have no obligation to provide notice of board meetings to the members of the Corporation. Guests at board meetings may be invited to speak at such times as may be determined by the board of directors, but they shall have no right to vote. The board of directors may declare certain business of the Corporation to be of such a confidential nature that it requires that the business be addressed during an in camera session of the meeting. In that event, any guests present at the meeting will be asked to leave for the in camera portion of the meeting.

36. **Adjournment** – Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present.

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.

37. **Quorum** – The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

38. **Voting** – Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes.

39. **Regular Meetings** – Meetings of the board shall be held not less than three (3) times a year, with the date, time and place of the meetings to be determined by directors. The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place and hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

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

41. **Resolution in Lieu of Meeting** – A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

COMMITTEES

42. **Committees** – The board of directors may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may by majority vote wind up any committee.

OFFICERS

43. **Election and Appointment** – The board of directors shall annually or more often as may be required, elect a President, a Secretary and a Treasurer from among themselves. The board of directors may also appoint an Executive Director who shall fulfil his or her responsibilities as Executive Director in accordance with the terms of his or her contract of employment with the Corporation. The board of directors may from time to time appoint such officers or honorary officers as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

44. **Procedure for Election of Officers** – The officers of the Corporation shall be elected at a special board meeting to be held annually. To be eligible for election as an officer of the Corporation, candidates must first be nominated and seconded by directors present at the meeting of directors and must have agreed to stand for election. The officers shall be elected by secret ballot of directors present at the board meeting convened for the purpose of electing officers. Failing a majority to elect on any ballot, the candidate with the least votes shall be eliminated from succeeding ballots until a candidate achieves a majority vote.

45. **Past President to Assume Interim Chair Duties** – The immediate past President shall chair the special board meeting pending the election of a President, whereupon the newly elected President shall become the chairperson for the continuation of the meeting and for the election of future officers. The past President shall not have a vote for the purposes of such meeting.

46. **Vacancies** – Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of;

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

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

47. **Removal of Officers** – All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

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

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

(a) **President** – The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of a chairperson of the board. The President shall see that all orders and resolutions of the board and of the Executive Committee are carried into effect and shall be an ex-officio member of all committees.

(b) **Treasurer** – The Treasurer or his or her designate shall be responsible for the care and custody of the funds and securities of the Corporation and shall ensure the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in books belonging to the Corporation. He or she or his or her designate shall be responsible for the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, with such registered dealer in securities as may be designated by the board and shall provide to the board a detailed monthly accounting of the financial position of the Corporation. The Treasurer or his or her designate shall be chairperson of the Finance Committee, if one is appointed. The Treasurer shall perform such other duties as may from time to time be directed by the board of directors or by the President.

(c) **Secretary** – The Secretary or his or her designate shall attend all meetings of the board of directors, the Executive Committee and of the members and act as clerk thereof, record all votes and minutes thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary or a designate shall give or cause to be given notice of all meetings of the members and of the board of directors. The Secretary shall in the event of the absence or disability of the

President, perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be delegated to him or her by the board or by the President

- (d) **Executive Director** – The board of directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

50. **Bonding** – The board of directors may require that any officer, director, employee or other person who is handling funds on behalf of the Corporation be bonded in such amounts as may be determined by the board of directors.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

51. **For the Protection of Directors and Officers** – Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

INDEMNITY

52. **Director and Officer Indemnity** – By this paragraph, the Corporation shall be deemed to have consented to the indemnification of its directors and officers on the terms contained herein and the approval of this By-law by the members shall be deemed to constitute the

approval required under Section 80 of the Act. Every director and officer and his or her heirs, executors, administrators and estates and effects respectively shall from time to time and at all times, both while a director or officer and after ceasing to be a director or officer, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, whatsoever that he or she sustains or incurs in respect of any action, suit or proceeding that is brought, commenced or prosecuted against the director or officer for or in respect of any act, deed, matter or thing whatsoever made, done, committed or permitted by the director or officer in or about or in respect of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

It is specifically provided that a director or officer who is seeking to be indemnified must provide prompt notice to the Corporation regarding the existence of a claim or other potential liability as well as full disclosure regarding the events giving rise to the claim and if a legal action is involved, and such director or officer must give the Corporation the opportunity to participate in the defence.

53. **Insurance** – Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

EXECUTION OF INSTRUMENTS

54. **Execution of Instruments** – Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the President, the Treasurer, the Executive Director and any other director designated from time to time by the board of directors. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

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

CHEQUES, DRAFTS, NOTES, ETC.

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

NOTICES

56. **Service** – Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile or electronic mail to any such member or director at his or her latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

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

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

59. **Proof of Service** – With respect to every notice or other document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 56 of this By-law and deposited into a Post Office or into a mail box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

AUDITORS

60. **Auditors** – Subject to the exemption contained in Section 96.1 of the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

FINANCIAL YEAR

61. **Financial Year** – The financial year of the Corporation shall terminate on the last day of _____ in each year or on such other date as the directors may from time to time determine by resolution.

BORROWING

62. **The directors may from time to time**

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorise, and generally to manage, transact and settle the borrowing of money by the Corporation.

AMENDMENT OF BY-LAWS

63. **By-laws** – The board of directors may pass by-laws not contrary to the Act or the Letters Patent and may, by resolution, amend or repeal by-laws from time to time. Any such by-law, or amendment or repeal thereof by the board of directors is effective only until:

- (a) it is confirmed at a special general meeting of the members duly called for that purpose by a simple majority vote of the members present in person or represented by proxy; or
- (b) it is confirmed by a simple majority vote of the members present in person or represented by proxy at the next annual meeting of the members except where otherwise specifically provided by the Act.


The members may, at the general meeting or the annual meeting referred to in paragraphs (a) and (b) above, confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

REPEAL

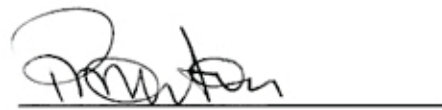
64. **Repeal** – Upon ratification by the members of the Corporation of this By-law No. _____, By-Law No. _____ is hereby repealed.

ENACTED this 2nd day of Feb., 2013.

WITNESS the seal of the Corporation.



 President



 Secretary