

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

LONDON MENS BASEBALL LEAGUE
(hereinafter referred to as the “Corporation”)

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ARTICLE 1 – INTERPRETATION

1.1 Scope of By-laws

These by-laws are intended to supplement the Act by dealing with issues not covered by the Act and by varying certain of the default provisions provided in the Act. These by-laws are not intended to be a complete procedural code and are intended to be read in conjunction with the provisions of the Act and the regulations thereunder.

1.2 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"Articles" – means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Auditor" – means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts and records of the Corporation for a report to the Members at the next annual meeting;

"Board" – means the board of directors of the Corporation and "director" means a member of the board;

"By-laws" – means these by-laws and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"contracts, documents or instruments in writing" – includes cheques, drafts or orders for the payment of money, promissory notes, bills of exchange, deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds including transfers and assignments of shares, warrants, bonds, debentures or other securities and all other paper writings and electronic equivalents;

"Delegate" – means an individual who represents an Associate Member at meetings of Members;

"Director" – means a member of the Board of the Corporation;

"Fees" – has the meaning set forth in section 2.4 hereof;

"meeting of Members" – includes an annual meeting of members or a special meeting of Members;

"Member" – means a member of the Corporation and **"Membership"** has a corresponding meaning;

"special meeting of Members" – includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Officer" – means an individual elected or appointed to serve as an officer of the Corporation pursuant to these By-Laws and any officer title used with initial capital letters refers to an officer of the Corporation;

"**Ordinary Resolution**" – means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"**Participant**" – has the meaning set forth in section 2.3 hereof;

"**Proposal**" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" – means the regulations made under the Act, as amended, restated or in effect from time to time;

"**Replacement Delegate**" – means an individual who replaces a Delegate at a meetings of Members when a Delegate is unable to attend;

"**Rules**" – has the meaning set forth in section 8.7 hereof; and

"**Special Resolution**" – means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.3 Extended Meanings

In this by-law and all other by-laws of the Corporation, unless something in the subject matter or context is inconsistent therewith:

- (a) words importing the singular number shall include the plural and *vice versa*;
- (b) words importing a gender shall include the masculine, feminine and neuter genders;
- (c) words importing persons shall include individuals, partnerships, corporations, unincorporated organizations, associations, trusts, trustees, government agencies and any other form of organization or entity whatsoever;
- (d) any general terms followed by specific examples, whether using "includes", "including", "such as" or other similar terms, shall be interpreted broadly according to their full meaning and will not be limited to or by the examples listed; and
- (e) all terms defined in the Act and not otherwise defined herein shall have the meanings herein ascribed thereto therein.

1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE 2 – MEMBERS AND PARTICIPANTS

2.1 Members

Subject to the Articles, there shall be two classes of Members in the Corporation: Special Members (defined as Directors of the Corporation) and Associate Members (defined as, and limited to, baseball teams that further the Corporation's purposes as set out in its Articles). Each Member shall be entitled

to receive notice of, attend and vote at all meetings of the Members of the Corporation. Each Special Member shall have three (3) votes and each Associate Member shall have one (1) vote at all meetings of the Members of the Corporation. Each Associate Member must designate a Delegate to represent the Associate Member at meetings of Members. The Delegate must be an active member of the Associate Member. Membership may only be transferred to the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Conditions

Membership in the Corporation shall be available only to individuals and teams who:

- (a) Are interested in furthering the Corporation's purposes;
- (b) Have paid their Fees;
- (c) Have completed and submitted any application form stipulated by the Board;
- (d) Have been approved, or have met the criteria established, for Membership by the Board;
- (e) Have been accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board; and
- (f) Are not subject to any disciplinary investigation or action by the Corporation.

2.3 Participants

The Board may establish conditions for categories of persons who are not Members ("**Participant**") to be given certain privileges with respect to participating in baseball games organized by the Corporation and accessing and using the facilities of the Corporation. The terms and conditions of such privileges will be determined by contract and, although Participants will not have many of the rights of Members, such as the right to vote at a meeting of Members, Participants must adhere to all Rules.

2.4 Membership, Participant and Other Fees

The Board shall have full and unfettered discretion to set all Membership, initiation, annual, participation, activity, service and other fees (collectively, "**Fees**") payable by Members and Participants, and may waive any or all of the Fees payable by any Member or Participant for any period. Notwithstanding that the Corporation may allow Members and Participants to pay their Fees in monthly or other periodic instalments, all annual Fees accrue in full at the start of the Membership term.

2.5 Term of Membership

Unless otherwise determined by the Board, all Memberships shall be effective for a term of one year, subject to renewal in accordance with the Rules established by the Board.

2.6 Suspension and Termination of Privileges for Delinquent Accounts

Unless otherwise determined by the Board in extenuating circumstances, if any Fees payable by a Member or Participant are in arrears for:

- (a) 90 days or more, all rights and privileges of such Member or Participant will be automatically suspended until the account is current and, if the Board determines that it would be in the best interests of the Corporation to do so, such suspension may be published to the Members; and
- (b) 180 days or more, all rights and privileges of such Member or Participant will be automatically terminated and the person or team shall cease to be a Member or Participant, as the case may be.

2.7 Discipline of Members

The Board may, by resolution, discipline a Member for violating any provision of the Articles, By-laws or Rules or for generally inappropriate behaviour, provided that the Board acts in good faith and in a fair and reasonable manner in light of the circumstances, as may be provided in the Act. By way of example, but not limitation, discipline may include:

- (a) suspending a Member and any or all of his or her privileges for contravening the Articles, By-Laws or Rules of the Corporation;
- (b) expelling a Member for participating in any conduct which may be detrimental to the Corporation as determined in the sole discretion of the Board; and
- (c) terminating a Member's Membership for serious or persistent contravention of the Articles, By-laws or Rules, persistent late or non-payment of Fees and persistent or seriously inappropriate behaviour.

2.8 Discipline Procedure

The Board may establish and publish a discipline procedure from time to time, including as part of the Rules, provided that where there is a proposal to discipline a Member, the Member:

- (a) shall be given notice of the proposed discipline and a summary of the reasons for the proposed discipline at least 15 days; and
- (b) an opportunity to be heard, orally or in writing, by the Board not less than five days;

before the proposed discipline is to be taken or become effective, as the case may be.

2.9 Termination of Membership

A Membership in the Corporation is terminated when:

- (a) The Member dies;
- (b) A Member fails to maintain any qualifications for Membership described in section 2.2 of these By-laws;
- (c) The Member resigns by delivering a written resignation to the Board, in which case such resignation shall be effective on the date specified in the resignation;
- (d) The Member is expelled in accordance with section 2.8 of these By-Laws, or is otherwise terminated in accordance with the Articles or By-laws;

- (e) Term of the Member's Membership expires and is not renewed in accordance with the Rules established by the Board; or
- (f) The Corporation is liquidated or dissolved under the Act.

2.10 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. Notwithstanding expulsion from Membership pursuant to section 2.92.9(d), a former Member remains liable for Fees due prior to expulsion.

ARTICLE 3 – MEETINGS OF MEMBERS

3.1 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, being the Members, the Directors, the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted to a meeting of the Members only on the invitation of the chair of the meeting or by a resolution of the Members.

3.2 Annual Meeting of Members

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

3.3 Notice of Meetings of Members

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting, each Director and the Auditor of the Corporation by posting the time and place of a meeting of Members on LMBL's website 30 days prior to the meeting of Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.4 Quorum for Meeting of Members

At any meeting of Members, a quorum shall be 25% of the Members entitled to vote at such meeting or their duly appointed proxies or representatives. 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.

3.5 Chair

The President shall chair all meetings of the Members. In the absence of the President, the persons present at the meeting of Members and entitled to vote thereat shall choose another Director as chair of the meeting and if no Director is present or if all the Directors present decline to act as chair, the persons present shall choose one of their number to be chair.

3.6 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question.

3.7 Casting Vote

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting at any meeting of Members, the chair of the meeting shall be entitled to a second or casting vote.

3.8 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility as established by the Board.

3.9 Voting by Electronic Means

Where the Board approves electronic voting for a meeting of the Members pursuant to the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification;
and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

3.10 Members Calling a Members Meeting

The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

3.11 Absentee Voting at Members Meetings

In the event that a Delegate is unable to attend any meeting of the Members, a Delegate is permitted to send a Replacement Delegate. Generally, the Replacement Delegate is referred to as the 'back-up manager' for the Associate Member. Notification of this proxy representation must be communicated to the Directors prior to the meeting via written form (electronic or otherwise).

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

3.12 Voting by Proxy

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder or one or more alternate proxy holders who are Members to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the Member or by his attorney authorized in writing and shall conform with the requirements of the Act. The Board may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of Members, before which time proxies to be used at that meeting must be deposited with the Corporation or any agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, where no time is specified in such notice, the proxy has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

3.13 Ballot

If, at any meeting of Members, a ballot is requested on the election of a chair of the meeting or on the question of adjournment, it must be taken forthwith without adjournment. If a ballot is requested on any other question, it shall be taken in such manner as the chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was requested.

3.14 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

3.15 Proposals Nominating Directors at Annual Members Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is seconded by one other Member entitled to vote at the meeting at which the proposal is to be presented.

3.16 Cost of Publishing Proposals for Annual Members Meetings

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

ARTICLE 4 – DIRECTORS

4.1 Powers and Functions of the Board

The activities and affairs the Corporation shall be managed by the Board.

4.2 Composition

The Board shall consist of such number of Directors as is determined by a special resolution of the Members from time to time, subject to the provisions of the Articles which provide that there shall be a minimum of 3 and a maximum of 15 Directors, at least two of whom are not Officers or employees of the Corporation or its affiliates.

4.3 Term

The Directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of Members following the election.

4.4 Qualifications

In addition to the qualifications set out in the Act, a Director must be a Member at the time of his or her election and thereafter remain a Member. Without limiting the other provisions of the Act providing for when a director ceases to hold office, a Director shall cease to hold office if he or she ceases to be a Member.

4.5 Nomination of Directors

Any Member wishing to stand, or to nominate another Member, for election as a Director at an annual meeting of the Members must submit written notice of such intention or nomination to the Board at least 10 days prior to the date of such annual meeting, provided that if, and only if, at the time of the annual meeting, an insufficient number of Members have submitted notices of intention or been nominated to fill all of the vacancies on the Board, the chair of the meeting may solicit and accept intentions or nominations from those Members present at the meeting.

4.6 Remuneration of Directors

The Directors shall serve as such without remuneration.

ARTICLE 5 – MEETINGS OF DIRECTORS

5.1 Meetings of Directors

Meetings of the Board may be called by the President, the Secretary, the Treasurer or any two Officers at any time.

5.2 Place of Meetings

Except as otherwise determined by the Board, meetings of the Board shall be held at the head or registered office of the Corporation.

5.3 Notice of Meetings

Notice of meetings of the Board shall be given to each Director not less than 48 hours before the meeting is to take place. Each newly elected Board may without notice hold its first meeting for the purposes of organization immediately following the meeting of Members at which such Board was elected. Notice of any meeting of Directors may be given by personal delivery, mail, registered mail, courier, telephone, facsimile transmission and electronic mail.

5.4 Quorum of Directors

A quorum for the transaction of business at meetings of the Board shall be a majority of the number of Directors constituting the Board from time to time. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Notwithstanding anything else in this By-law, where a motion or resolution is put before a Board meeting, quorum must be present for a vote on such motion to take place.

5.5 Chair

The President or, in his or her absence, the Vice-President, shall chair all meetings of the Board. In the absence of either of such Officers, the Directors present at the meeting shall choose another Director as chair of the meeting.

5.6 Director's Casting Vote

Each Director shall have one vote. In case of an equality of votes at any meeting of the Directors or any committee thereof, the chair of the meeting shall be entitled to a second or casting vote in addition to his or her original vote.

5.7 Voting

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question and voting shall be done by a show of hands unless a ballot on the question is required by the chair or requested by any Director. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

5.8 Participating in Directors' Meetings by Electronic Means

If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

5.9 Directors' Meeting Held Entirely by Electronic Means

If the Directors call a meeting of the Board, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.10 Resolutions by Email

A resolution circulated and signed, or approved using electronic mail, by all of the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

5.11 Others May Be Present

Such others persons as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally to attend and to speak at meetings of the Board, but are not entitled to vote thereat.

ARTICLE 6 – OFFICERS

6.1 Officers

The Board may designate the Offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any Office of the Corporation. The President, and Secretary/Treasurer shall be Directors. Any other Officer of the corporation may, but need not be, a Director unless these By-laws otherwise provide.

6.2 Offices

Initially, and until the Board determines otherwise, the Corporation shall have a President, Secretary, Treasurer, Vice-President and Past President. Any person may hold more than one office at any time.

6.3 Authority and Duties of Officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President.** The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the business and affairs of the Corporation.
- (b) **Secretary/Treasurer.** The Secretary/Treasurer shall be a Director. The Secretary/Treasurer shall attend and be the secretary of all meetings of the Board, Members and Committees of the Board. The Secretary/Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary/Treasurer shall give, or cause to be given, as and when instructed, notices to Members, Directors, the Auditor and members of committees; the Secretary/Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary/Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the directions of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Secretary/Treasurer shall render an account of the financial position of the Corporation to the Board at each meeting of the Board, or whenever otherwise required by the Board.
- (c) **Vice-President.** The Vice-President shall assist the President in the performance of the President's duties and, in order of seniority as determined by the Board, may perform the

duties and exercise the powers of the President during the absence or inability to act of the President. If a Vice President performs any such duty or exercises any such power, the absence or inability of the President shall be presumed with respect thereto.

- (d) **Past President.** The Past President shall have such powers and duties as the Board may specify.

6.4 Vacancies Between Annual Meetings

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 expiry of the Officer's term of office;
- (b) The Officer's successor being appointed;
- (c) The Officer's resignation; and
- (d) The Officer's death.

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.

6.5 Remuneration of Officers

Officers shall not be entitled to any remuneration in their capacity as such, but they shall be entitled to be reimbursed for all travel and other expenses properly incurred by them in connection with the affairs of the Corporation. Any Officer who is a bona fide employee of the Corporation may be paid remuneration with respect to services performed by him or her as an employee.

ARTICLE 7 – OTHER ROLES, INTERESTS AND INDEMNIFICATION

7.1 Committees

The Board may establish such committees for such purposes as it may from time to time determine. Committee members shall be appointed by the Board to hold office during the pleasure of the Board. Committee members need not be Members or Directors. Committees shall assist the Board in the conduct of the operations of the Corporation. Except as limited by the Act, the Articles or the By-laws, committees shall have such powers as are delegated to them by the Board and may fix their own rules of procedure.

7.2 Remuneration of Directors and Officers

Subject to compliance with the conflict of interest provisions of the Act, if any Director or Officer shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his or her being a Director or Officer shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

7.3 Interest of Directors and Officers Generally in Contracts

Subject to compliance with the conflict of interest provisions of the Act, no Director or Officer shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or Officer or in which any Director or Officer is in any way interested be liable to be voided nor shall any Director or Officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such Director or Officer holding that office or of the fiduciary relationship thereby established.

7.4 Indemnification of Directors and Officers

The Corporation shall indemnify a Director or Officer, a former Director or Officer or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, and his or her heirs and legal representatives to the extent permitted by the Act, except if the Director or Officer has failed to act honestly and in the Corporation's best interests. Compensation for losses is limited to reasonable legal expenditures that must be pre-approved by the Board, with set limitations, prior to being incurred

7.5 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the By-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of Members or Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall enure to the benefit of the heirs and legal representatives of such a person.

7.6 No Liability of Director or Officer for Certain Matters

To the extent permitted by law, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity 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 out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation 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 his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.7 Insurance

The Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of a contravention of the Act.

ARTICLE 8 – BUSINESS MATTERS

8.1 Head or Registered Office

The Corporation's head or registered office will be located at such address within the Province of Ontario as the Board may determine from time to time.

8.2 Fiscal Year End

The fiscal year of the Corporation shall terminate on such other date as the Board may from time to time by resolution determine.

8.3 Auditors

The Members shall, at each annual meeting, appoint an Auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The Auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the Auditor. If the Corporation is a 'designated corporation', as defined in the Act, and pursuant to section 182 of the Act, the Members may resolve not to appoint an Auditor.

8.4 Annual Financial Statements

The Corporation will provide a summary of the financial transactions and current state of finances for the organization at each annual general meeting. The annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8.5 Budget

The Board shall develop and adopt a budget for each fiscal year of the Corporation that does not result in any losses (as determined for income tax purposes) and which includes a reasonable reserve for contingencies and planned capital expenditures. A copy of the budget shall be provided to all Members at the same time and in the same manner as the annual financial statements.

8.6 General Execution Authority

Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by any two of its Officers or Directors and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board is authorized from time to time by resolution to appoint any Director, Officer or any other person or persons on behalf of the Corporation to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8.7 Policies, Rules and Regulations

The Board may establish policies, rules and regulations ("**Rules**"), including a code of conduct, for administration and operation of the affairs of the Corporation, including the use of the Corporation's facilities to be followed by all persons, whether Members, Participants or otherwise.

8.8 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers, Directors and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

8.9 BORROWING POWERS

The Directors of the Corporation may, without authorization of the Members,

- (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; 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 debt obligation of the Corporation.

ARTICLE 9 – MISCELLANEOUS

9.1 Conflict of Interest

In accordance with the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

9.2 Fundamental Changes

In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or the By-laws of the Corporation:

- (a) Change the Corporation's name;
- (b) Change the province in which the Corporation's registered office is situated;
- (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) Create a new class or group of Members;
- (e) Change a condition required for being a Member;

- (f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) Add, change or remove a provision respecting the transfer of a Membership;
- (i) Increase or decrease the number of, or the minimum or maximum number of Directors;
- (j) Change the statement of the purpose of the Corporation;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) Change the method of voting by Members not in attendance at a meeting of Members;
or
- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

9.3 Notices

In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be. Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed. The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

9.4 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.

9.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.6 By-Laws and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend, or repeal any By-laws that regulate 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 Directors until the next meeting of Members where it may 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 the Members or if it is rejected by the Members at the meeting. This section does not apply to a by-law that requires a Special Resolution of the Members according to subsection 197(1) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.
