BY-LAW NO. 1

General Operating By-law

THE GLEBE NEIGHBOURHOOD ACTIVITIES GROUP

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General Operating By-law

THE GLEBE NEIGHBOURHOOD ACTIVITIES GROUP
(the "**Corporation**")

A By-law relating to the transaction of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1
INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise requires:

(a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;

(b) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;

(c) "**Audit Committee**" means the committee referred to in Section 7.03;

(d) "**Board**" means the board of directors of the Corporation;

(e) "**By-law**" means this by-law of the Corporation and all other by-laws of the Corporation;

(f) "**Director**" means an individual elected or appointed to the Board;

(g) "**Executive Committee**" means the committee referred to in Section 7.01;

(h) "**Finance Committee**" means the committee referred to in Section 7.02;

(i) "**Glebe**" or "**the Glebe**" means that physical area in the City of Ottawa in the Province of Ontario commencing at the northeast corner of Preston Street and The Queen Elizabeth Driveway in the said City of Ottawa, then proceeding north along the east side of Preston Street to the southeast corner of Preston Street and Carling Avenue, then proceeding east along the south side of Carling Avenue to the southeast corner of Bronson Avenue and Carling Avenue, then north along the east side of Bronson Avenue to the Queensway Highway, then east along the south side

of the Queensway Highway to the point at which the Queensway Highway crosses The Queen Elizabeth Driveway, then south along The Queen Elizabeth Driveway to the point of commencement;

(j) "**Governance Committee**" means the committee referred to in Section 7.04;

(k) "**Members**" means the persons admitted as members of the Corporation;

(l) "**Officer**" means any of the individuals appointed pursuant to Article 8 of this By-law as an officer;

(m) "**ordinary resolution**" means a resolution that is submitted to a Members' meeting and passed at that meeting, with or without amendment, by at least a majority of the votes cast;

(n) "**person**" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;

(o) "**Policies**" means any of the rules or policies adopted by the Board in accordance with Section 5.12 of this By-law;

(p) "**special resolution**" means a resolution that is submitted to a special Members' meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast; and

(q) "**telephonic or electronic means**" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and *vice versa*, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.03 Severability

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 2
FINANCIAL AND OTHER MATTERS

2.01 Registered Office

The Corporation shall at all times maintain its registered office in the Glebe Community Centre at 175 Third Avenue in the City of Ottawa, Province of Ontario or at such other location within the Glebe as the Board may determine by resolution.

2.02 Seal

The Corporation's seal, if any, shall be in the form determined by the Board.

2.03 Financial Year

Unless otherwise determined by the Board, the Corporation's financial year end shall be the last day of June in each year.

2.04 Execution of Documents

(a) Subject to subsection 2.04(b) of this By-law, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's signature (each a "**Document**"), shall be signed by an any two (2) Officers, being the Chairperson, Vice-Chairperson, Secretary and Treasurer, and all Documents so signed shall be binding upon the Corporation without any further authorization or formality.

(b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular, or particular type of Document may or shall be signed. Any signing Officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or By-law of the Corporation to be a true copy.

2.05 Auditor and Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act.

2.06 Insurance

Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers, against any liability incurred by that

individual in the individual's capacity as a Director or an Officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 3
MEMBERSHIP IN THE CORPORATION

3.01 Conditions of Membership

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available to individuals who (a) reside in the Glebe, (b) are eighteen (18) years of age or older, (c) are interested in furthering the purposes of the Corporation, and (d) have applied for and been accepted into membership in the Corporation in such manner as determined by the Board.

Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote at such meetings.

3.02 Membership Fees

No fees shall be payable by the Members, unless the Board, by resolution, otherwise decides.

3.03 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

(a) the Member dies;

(b) the Member ceases to maintain the conditions for membership set out in Section 3.01 of this By-law;

(c) the Member fails to attend an annual meeting of the Corporation (in which case, the membership will expire at the close of the annual meeting that the Member did not attend);

(d) the Member resigns by delivering a written resignation to the Chairperson in which case such resignation shall be effective on the date specified in the resignation;

(e) the Member is expelled under Section 3.04 of these By-laws; and

(f) the Corporation is liquidated or dissolved under the Act.

Notwithstanding the foregoing, subsection 3.03(c) does not apply to a Member who is a Director at the time of the relevant annual meeting.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights automatically cease to exist.

3.04 Member Discipline or Expulsion

The Board shall have the power to discipline or expel a Member in the following circumstances:

(a) the Member violates any provision of the Articles, By-law or Policies; or

(b) the Member is carrying out any conduct which may be detrimental to the reputation and interests of the Corporation as determined by the resolution of the Board in its sole discretion.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least ten (10) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this Section 3.04 of this By-law are in addition to any Policies adopted by the Board from time to time.

ARTICLE 4
MEMBERS' MEETINGS

4.01 Place of Meetings

Members' meetings shall be held at the Corporation's registered office, at any place in the Glebe, or by telephonic or electronic means in accordance with Section 4.10, as the Board may determine by resolution.

4.02 Annual Meetings

The Board shall call an annual meeting of the Members within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

4.03 Special Meetings

The Board may call, at any time, a special meeting of the Members.

4.04 Special Business

In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is "**special business**" except for consideration of the financial statements, consideration of the audit or review engagement report, if any, an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, election of Directors, and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.05 Notice of Meetings

(a) Notice of the time and place of a Members' meeting shall be given in accordance with Section 10.01 of this By-law:

(i) to each Director;

(ii) to each Member; and

(iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,

not less than ten (10) days and not more than thirty (30) days prior to the meeting.

In addition to the required notices in subparagraphs (i), (ii) and (iii) above, notice of the time and place of all Members' meetings shall be published in the main Glebe community newspaper at least fourteen (14) days prior to the date of the meeting.

(b) Notice of a Members' meeting at which special business is to be transacted must:

(i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and

(ii) state the text of any special resolution to be submitted to the meeting.

(c) Not less than five (5) business days before each annual meeting of the Members, the Corporation shall give a copy of the Board-approved financial statements, report of the auditor or the person who conducted a review engagement, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

(d) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

4.06 Adjournments

(a) If within one-half (½) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

(b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with Section 4.05 of this By-law.

4.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

4.08 Chair of the Meeting

The chair of Members' meetings shall be:

(a) the Chairperson; or

(b) the Vice-Chairperson, if the Chairperson is absent, unable, or unwilling to act; or

a chair elected by the Members present if the Chairperson and Vice-Chairperson are absent, unable or unwilling to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

4.09 Quorum

A quorum for the transaction of business at a Members' meeting is not less than seven (7) Members entitled to vote at the meeting, including persons present by telephonic or electronic means or by proxy. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

4.10 Meetings Held by Electronic Means

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Corporation makes such means available, provided that those means

enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

4.11 Voting of Members

(a) Each Member shall have the right to exercise one (1) vote on each matter.

(b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.

(c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and the chair of the meeting, if a Member, shall have a vote.

(d) An abstention shall not be considered a vote cast.

(e) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member or proxyholder may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn.

(f) 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.

4.12 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. For clarity, a Member who attends a meeting of the Members by proxy is deemed to have attended the meeting for purposes of subsection 3.03(c).

The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice. A proxyholder need not be a Member.

ARTICLE 5
DIRECTORS

5.01 Duties and Responsibilities

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

(a) In accordance with the Articles, the Board shall consist of a minimum of seven (7) and a maximum of thirteen (13) Directors who satisfy the criteria set out in Section 5.03 of this By-law and shall be elected by the Members in accordance with Section 5.04 of this By-law or appointed in accordance with Section 5.05 of this By-law.

(b) The number of Directors and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution or the Articles of the Corporation empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.03 Director Qualifications

An individual is disqualified from being a Director if they:

(a) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(b) are a person who has been found to be incapable by any court in Canada or elsewhere;

(c) have the status of a bankrupt;

(d) are an employee of the Corporation; or

(e) are not a Member of the Corporation.

A Board decision as to whether or not an individual is qualified to be a Director is final.

5.04 Election of Directors and Term

The Directors shall be elected for a term of up to four (4) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to Section 5.08 of this By-law or until the end of the meeting at which their successor is elected or appointed. It is not necessary that all Directors elected at a meeting of Members be elected to hold office for the same length of term. An election of Directors

is not required to take place at each annual meeting of Members if there is no vacancy in the composition of the Board.

A Director shall be eligible for re-election for one or more additional terms provided that no Director may serve on a cumulative basis more than ten (10) consecutive years as a Director. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the cumulative maximum years of service. Notwithstanding these provisions concerning the length of service as a Director, a Director may have her or his cumulative maximum term as a Director extended by resolution of the Board for the sole purpose of allowing that Director to serve a term of one (1) year only in the office of Chairperson.

5.05 Appointments and Filling Vacancies

(a) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

(b) In the absence of a quorum of Directors, or if the Members have failed to elect the minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

(c) So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

5.06 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

5.07 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only by the Board (or a committee thereof) in accordance with the nominating and election Policy adopted by the Board from time to time or as otherwise provided in the Act.

5.08 Vacation of Office

(a) The office of a Director shall be automatically vacated if the Director:

(i) dies;

(ii) resigns in writing;

(iii) is removed by the Members in accordance with subsection 5.08(c) of this By-law; or

(iv) becomes disqualified under Section 5.03 of this By-law.

(b) A Director's resignation becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later.

(c) The Members may, by ordinary resolution at a special Members' meeting, remove from office any Director or Directors, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.

(d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

5.09 Remuneration of Directors, and others

No Director and no member of any committee established by the Board shall receive remuneration for services provided in the capacity as a Director or committee member, although they may be paid reasonable expenses incurred by them in the performance of their duties.

5.10 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

5.11 Duty of Confidentiality

During their service as Directors, it is likely that Directors will learn or come to know certain information of a confidential nature concerning the Corporation's strategies, operational plans, financial budgets, debts, financial performance and certain private personal information of clients, employees, Members, their families and their businesses, and other matters that are confidential in nature (all of which is herein referred to as "**Confidential Information**"). Directors have a duty to keep in confidence all Confidential Information so long as it remains non-public, except to the extent disclosure is required by law.

5.12 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management or operation of the Corporation's activities and affairs and the conduct of the Directors, Officers and Members, provided however that any such Policy shall be consistent with the provisions of the Act and the By-laws.

ARTICLE 6
BOARD MEETINGS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chairperson, Vice-Chairperson, or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meetings

(a) Notice of meetings, other than meetings described in Section 6.04 of this By-law, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.

(b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

(c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in Section 7.01 of this By-law, in which case the notice must specify that matter.

(d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.04 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A meeting of the Board shall be held at least once monthly unless the Board

otherwise determines by resolution. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a matter referred to in Section 7.01 of this By-law, in which case the notice must specify that matter.

6.05 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

6.06 Participation at Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously and arrangements have been made for effectively voting at such meetings. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

6.07 Quorum

A majority of the Directors shall constitute a quorum.

6.08 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall not have a second vote and the motion is lost.

6.09 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise, a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

6.10 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

(a) the Director’s dissent is entered in the meeting minutes;

(b) the Director requests that their dissent be entered in the meeting minutes;

(c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or

(d) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

6.11 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

(a) caused their written dissent to be placed with the meeting minutes; or

(b) submitted their written dissent to the Corporation.

6.12 Persons Entitled to be Present

Guests may attend Board meetings on the invitation of the Chairperson and with the consent of the Board.

6.13 Meeting Adjournment

(a) If within one-half (½) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.

(b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.14 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

ARTICLE 7
COMMITTEES

7.01 Executive Committee and Delegation of Powers

The Board shall appoint an Executive Committee of Directors consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer, and any additional Director as the Board may determine by resolution, to direct or supervise the management of the activities and affairs of the Corporation.

The Board may delegate to the Executive Committee any of the powers of the Board except those powers set out below which may not be delegated by the Board in accordance with subsection 36(2) of the Act:

(a) to submit to the Members any question or matter requiring the Members' approval;

(b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;

(c) to appoint additional Directors;

(d) to issue debt obligations except as authorized by the Directors;

(e) to approve any annual financial statements;

(f) to adopt, amend or repeal By-laws; or

(g) to establish contributions to be made, or dues to be paid, by Members.

Unless otherwise determined by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its members and to otherwise regulate its procedures.

7.02 Finance Committee

(a) The Board may appoint a Finance Committee consisting of not less than three (3) individuals, two (2) of whom must be the Treasurer and one (1) other Director, to advise the Board on the finances, financial procedures, financial statements, operations and investments of the Corporation.

(b) All appointments to the Finance Committee shall be for terms of one (1) year, terminating at the next annual meeting of the Members or when their successors are appointed.

7.03 Audit Committee

If the Board appoints an Audit Committee, the following provisions shall apply:

(a) the Audit Committee shall be comprised of three (3) Directors and a majority of the Audit Committee members must not be Officers or employees of the Corporation or of any of its affiliates;

(b) the Audit Committee shall review the Corporation's financial statements before they are approved by the Directors;

(c) the Audit Committee shall oversee and assess all risk factors in the operations and affairs of the Corporation, shall consult with the auditor or person appointed to conduct a review engagement on such factors and shall report its views on such factors to the Board; and

(d) the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any Audit Committee meeting and to attend thereat.

7.04 Governance Committee

(a) The Board may appoint a Governance Committee consisting of not less than three (3) individuals, all of whom must be Directors, and two (2) of whom must be the Chairperson and Vice-Chairperson, to advise the Board on governance issues of the Corporation.

(b) All appointments to the Governance Committee shall be for terms of one (1) year, terminating at the next annual meeting of the Members or when their successors are appointed.

(c) Subject to any applicable law, the Governance 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.

7.05 Other 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. 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 8
OFFICERS

8.01 Officers

The Corporation's Officers shall include:

(a) the Chairperson;

(b) the Vice-Chairperson;

(c) the Secretary;

(d) the Treasurer;

and any such other officers as the Board may by resolution determine.

8.02 Appointment

(a) Subject to the Articles and the By-laws, the Board may specify the duties of Officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in Section 7.01 of this By-law.

(b) The Officers described in Sections 8.01(a)-(d) must be Directors of the Corporation.

8.03 Description of Office

(a) **Chairperson –**The Chairperson shall, when present, preside at all meetings of the Board and of the Members. The Chairperson shall perform such other duties as may be prescribed by the By-laws or the Board.

(b) **Vice-Chairperson –** If appointed, the Vice-Chairperson shall, in the Chairperson's absence or disability, perform the Chairperson's duties and exercise the Chairperson's powers and shall perform such other duties as shall from time to time be assigned to the Vice-Chairperson by the Board.

(c) **Secretary –** The Secretary, if appointed, shall carry out the duties of the Corporation's secretary generally and shall attend, or cause a recording secretary to attend, all meetings of the Board, the Members, and committees, to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the By-laws or the Board.

(d) **Treasurer –** The Treasurer, if appointed, shall carry out the duties of the Corporation's treasurer generally, and shall keep or cause to be kept full and accurate accounts of all the Corporation's assets, liabilities, receipts and

disbursements in the books to be kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the By-laws or the Board.

(e) **Other Officers –** The powers and duties of all other Officers shall be such as the Board may from time to time determine. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

(f) **Executive Director** – Separate from the Officers designated above in this Article 8, the Board shall also appoint and hire a non-Director as the chief operating officer, who shall be known as the Executive Director. The Executive Director, subject to the direction of the Board, shall have charge over and manage the Corporation's activities, shall direct the work of its employees, and shall attend all meetings of the Board, the Members, and any committee of the Corporation at the request of the Board or the Chairperson. The Executive Director shall make periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction. The Executive Director shall be responsible for all employee matters, including hiring, and termination (if necessary).

8.04 Terms of Office

(a) Unless otherwise provided in this By-law, Officers shall be appointed by the Board at the first meeting of the Board immediately following the annual meeting of Members and shall hold their position for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal by Board resolution at any time. An individual may hold two (2) or more offices of the Corporation, except the offices of Chairperson and Vice-Chairperson; but an Officer may not hold the same office for a period of more than four (4) years unless such Officer's continuation as Officer shall be approved by resolution of the Board.

ARTICLE 9
CONFLICT OF INTEREST

9.01 Declaration of Conflict

The Directors and Officers shall comply with conflict-of-interest provisions of the Act and of any written Policies of the Board, and, to that end, as required by the Act, the Director or Officer having a conflicting interest shall disclose the conflicted interest, shall not participate in discussion of the matter at the Board, shall not vote on the matter and shall absent himself or herself from the meeting while such matter is considered.

9.02 General and Continuing Disclosure of Interest

For the purposes of Section 9.01 of this By-law, a general notice to the Directors by a Director or Officer declaring that the Director or Officer is a director, officer, creditor or shareholder of a person with which the Corporation has a material interest in any contract or agreement currently existing or under consideration with that person, or that there has

been a material change in the Director's or Officer's interest in that person or in such contract or agreement, shall be regarded as sufficient declaration of interest in relation to any contract or transaction so made by the Corporation with that person.

ARTICLE 10
NOTICES

10.01 Method of Giving Notice

Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:

(a) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;

(b) to each Member, Officer, or committee member at their latest address as shown in the Corporation's records; or

(c) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

10.02 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

10.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer, committee member or the auditor of the Corporation 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.

10.04 Waiver of Notice

Any Member, Director, Officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Corporation's By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance or participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 11
AMENDMENTS TO ARTICLES AND BY-LAWS

11.01 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Corporation with respect to the matters listed in Section 103(1) of the Act.

11.02 Amendment of By-law

Unless the Articles or the By-laws otherwise provide, and except for the matters listed in Section 103(1) of the Act, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. The Directors shall submit the By-law, amendment or repeal to the Members at a special meeting of the Members, and the Members entitled to vote may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors or such other date set out in the resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

ARTICLE 12
REPEAL

12.01 Repeal of Previous By-law

All previous By-laws of the Corporation related to the subject matter of this By-law are repealed as of the effective date of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All Officers and persons 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 Directors or Members with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

CERTIFIED to be the General Operating By-law of the Corporation, as enacted by the Board by resolution dated _____ and confirmed by the Members by resolution dated _____.

Chairperson	Secretary

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