

**THE BRITISH CANADIAN CHAMBER OF TRADE AND COMMERCE/LA
CHAMBRE DE COMMERCE CANADA-GRAND-BRETAGNE**

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BY-LAW NO. 1

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

THE BRITISH CANADIAN CHAMBER OF TRADE AND COMMERCE/LA CHAMBRE DE COMMERCE CANADA-GRAND-BRETAGNE

(the “Corporation”)

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

ARTICLE ONE - INTERPRETATION

1.1 Certain Defined Terms. In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, and the Regulations there under, in each case as from time to time amended or replaced;

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

“Board” means the board of directors of the Corporation and “director” means a member of the Board;

“By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“Chapter” means a regional group of members established by the Board in one (1) or more cities or other locations in Canada including, but limited to, Toronto, Ottawa, Montreal, Calgary and Vancouver;

“Chapter group” means persons who are admitted to membership of a Chapter and the Corporation;

“Corporation” means the corporation incorporated on May 17, 1951 under the Canada Corporations Act and initially named The Canadian Association of British Manufacturers and Agencies in Toronto, and continued under the Act pursuant to Articles of Continuance dated ● ●, 2013;

“Meeting of members” includes an annual meeting of members, a Special meeting of members and general meetings of members of a Chapter group;

“Membership category” means a category as determined from time to time by the Board which entitles a member to benefits of membership, including, but not limited to, the right to appoint Representatives;

“Ordinary resolution” means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Representative” means an individual appointed by a Voting member which is in a membership category which entitles it to appoint Representatives;

“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; 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.

1.2 Extended Meanings.

(a) In the interpretation of this By-law, words in the singular include the plural and vice versa; words in one gender include all genders; and “persons” includes an individual, body corporate, partnerships, associations, trusts, corporations and unincorporated corporations. The words “written” and “in writing” include facsimile, electronic and other recorded means of communications.

(b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

ARTICLE TWO - CHAPTERS

2.1 Chapters. As provided in the Articles, the Board may establish Chapters in such locations as may be determined from time to time to carry out the purposes of the Corporation. The affairs of each Chapter are to be managed by a Council comprised of Voting members or their Representatives approved by the Executive Committee on behalf of the Board. The Board may close any Chapter and remove any member of a Chapter Council. Subject to any rules and regulations established by the Board, each Chapter may organize its own programmes and activities. Any funds generated by such programmes or activities shall be part of the general funds of the Corporation.

ARTICLE THREE - MEMBERS

3.1 Admission of Members. Membership of the Corporation shall be open to persons interested in furthering the purpose of the Corporation. Subject to the Articles, there shall be groups of Voting members, Associate members and Honorary members who apply for membership of the Corporation and who may also apply for membership of one or more of the Chapters established by the Corporation. B and the Chapters admitted in such other manner as B

3.2 Classes of Members Subject to the Articles, there shall be three (3) classes of members of the Corporation, namely Voting, Associate, and Honorary. The following conditions of membership shall apply:

(a) Voting members

Voting membership of each Chapter and the Corporation shall be available to:

- (i) individuals who have applied in writing and have been accepted for Voting membership of the Corporation and a Chapter; and
- (ii) persons (other than individuals) who have applied in writing for and have been accepted for Voting membership of the Corporation and one or more Chapters.

In each case, in accordance with any resolution of the Board setting out the policy of the Corporation with respect to Voting members.

- (iii) the term of membership of a Voting member shall be annual, subject to renewal in accordance with the policies of the Corporation; and
- (iv) subject to the Act and the Articles, each Voting member is entitled to receive notice of and to attend and vote through its Representatives (if any) at all meetings of members. Each Voting member shall be entitled to the number of votes provided in the Articles.

(b) Associate members

Associate membership of each Chapter and the Corporation shall be available to:

- (i) any person who has applied in writing for and has been accepted for Associate membership of the Corporation and one or more Chapters, if applicable, in accordance with any resolution of the Board setting out the policy of the Corporation with respect to Associate members;
- (ii) the term of membership of an Associate member shall be annual, subject to renewal in accordance with the policies of the Corporation;
- (iii) Subject to the Act and Articles, an Associate members shall be entitled to receive notice of and to attend, but shall not be entitled to vote at meetings of the members of the Corporation; and
- (iv) Associate members shall not be entitled to be elected as directors.

(c) Honorary members

Honorary membership of each the Corporation shall be available to:

- (i) any person who has applied in writing for and has been accepted for Honorary membership of the Corporation and one or more Chapters, if applicable, in accordance with any resolution of the Board setting out the policy of the Corporation with respect to Honorary members;

- (ii) the term of membership of an Honorary member shall be annual, subject to renewal in accordance with the policies of the Corporation;
- (iii) subject to the Act and the Articles, an Honorary member shall not be entitled to receive notice of, to attend or to vote at meetings of the members of the Corporation; and
- (iv) Honorary members shall not be entitled to be elected as directors.

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 change a condition required for being a member, or add, change or remove a provision respecting the transfer of a membership.

3.3 Membership Fees. The annual fees to be paid by the members shall be fixed from time to time by resolution of the Board. The Board may set different levels of membership fees for each class of membership. The Board may also set different levels of membership fees for persons within the same membership class, but in different membership categories.

3.4 Termination of Membership. A member's interest in the Corporation is not transferable and terminates:

- (a) in the case of an individual, when the member dies;
- (b) in the case of an entity or organization, upon the earlier of its dissolution or the cessation of its activities;
- (c) in the case of an entity or person admitted for a definite period or while holding a specified office, upon termination of such period or office;
- (d) failure to pay membership fees within ninety (90) days of the date of the invoice for membership fees or such longer period as may be permitted by the Board;
- (e) upon voluntary resignation; and
- (f) upon deemed resignation.

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.

3.5 Voluntary Resignation. Any member may withdraw from the Corporation by communicating such member's written resignation to the Corporation or any of its officers. The resignation shall take effect from the time of receipt.

3.6 Deemed Resignation. Any member may be deemed to have resigned and to have ceased to be a member by resolution passed by the affirmative vote of not less than 75% of the directors present at a meeting of the Board called for that purpose. Circumstances which may give rise to such a vote include any one (1) or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

The Board shall promptly notify the member of its decision, which shall be final and binding on the member.

3.7 Effect of Termination of Membership. Upon termination of membership, the rights of a member automatically cease to exist.

ARTICLE FOUR - MEETINGS OF MEMBERS

4.1 Annual and Special Meetings. The annual Meeting of members shall be held in each year for the purpose of electing the directors, receiving the financial statements of the Corporation, appointing an auditor, if applicable, and transacting such other business as may properly come before the meeting. A Special meeting of members may be held at any time for any proper purpose specified in the notice. An annual meeting and special meeting may be combined.

4.2 Calling Meetings of Members. Meetings of members shall be called by either the Board or the President. The Board shall call a Special meeting of members upon a written requisition (a) signed by Voting members carrying not less than 20% of the voting rights, (b) specifying the purpose of the meeting and (c) setting out the information required by section 4.5 to be contained in the notice of a special meeting with respect to the business to be dealt with at the meeting.

4.3 Meetings of Chapter groups. General Meetings of members of a Chapter group shall be held in each year for the purpose of electing the director from that Chapter group and transacting such other business as may properly come before the meeting to be specified in the notice of such meeting.

4.4 Calling Meetings of Chapter groups. Meetings of members of a Chapter group may be called either by the Board or the director elected by that Chapter group and shall be called by the Board upon a written requisition which complies with section 4.2.

4.5 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 or to attend at the meeting, each director, and the auditor, if applicable, by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at or attend the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at or attend the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Any such notice shall remind Voting members of their right to vote by proxy and shall be accompanied by a proxy form. Notice of any special meeting shall contain sufficient information to permit a member to form a reasoned judgment concerning the business to be dealt with and shall state the text of any Special resolution to be submitted to the meeting.

4.6 Persons Entitled to be Present at Members' Meetings. The only persons entitled to be present at a Meeting of members shall be those entitled to vote at or attend the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.7 Voting of Members. Upon every question submitted to a Meeting of members, each Voting member shall be entitled to the number of votes provided in the Articles for the meeting of the Corporation or a Chapter group in which it is a member according to the records of the Corporation. Unless otherwise provided by the Act or any By-law of the Corporation, every question shall be determined by an Ordinary resolution or a Special resolution. In case of an equality of votes, the chairman shall not have a second or casting vote.

4.8 Proxies. A Voting member may, by a written proxy form, appoint any individual (including a Representative) as proxy holder to attend a specified Meeting of members and to exercise at such meeting the voting and other rights of the appointing member subject to any expressed direction or limitation. A proxy form must be deposited with the Corporation before it may be acted upon by the proxy holder.

4.9 Quorum and Procedure at Meetings.

- (a) The quorum at any Meeting of members shall be not less than two (2) persons present and representing by proxy of ten per cent (10%) of the votes entitled to be cast at the meeting. The chairman at such a meeting shall be the President or, in the latter's absence, the Vice- President designated by the President to act in his absence, or, if no such designation has been made, the Vice-President with the most seniority at the time of the meeting, or, failing that, any person appointed by the Voting members, present or represented. In the secretary's absence, the chairman may appoint any person to act as secretary of the meeting. If need be, one (1) or more scrutineers may be appointed by the chairman with the consent of the meeting or by resolution. Any question submitted to the meeting shall be decided on a show of hands unless a ballot is required or demanded. A ballot shall be taken in such manner as the chairman shall direct;
- (b) Section 4.9(a) shall also apply to Meetings of members of a Chapter group save that the Vice President for that Chapter group shall be the chairman at such meeting.

4.10 Members' Written Resolution. A resolution in writing signed by all the Voting members who would be entitled to vote on that resolution at a Meeting of members is as valid as if passed at a duly constituted Meeting of members.

4.11 Electronic Participation.

- (a) If the Board 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 in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Board has made available for that purpose.
- (b) If the directors or members of the Corporation call a Meeting of members pursuant to the Act, those directors or members, as the case may be, 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.

4.12 Fundamental Changes

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, or to change the method of voting by members not in attendance at a Meeting of members.

ARTICLE FIVE - DIRECTORS AND COMMITTEES

5.1 Number of Directors and Quorum

- (a) The Board shall be comprised of one (1) director from each Chapter group elected by Ordinary resolution of the Voting members of that Chapter group and the fixed number of directors elected by the Voting members as a whole determined from time to time by the Voting members by Ordinary resolution or, if the Ordinary resolution empowers the directors to determine such number, by resolution of the Board.
- (b) In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.
- (c) Any vacancy occurring among the directors may be filled by a quorum of the Board from, in the case of a director elected by a Chapter group, Voting members or their Representatives of that Chapter group.
- (d) A quorum at any meeting of the Board shall be fifty per cent (50%) of the directors.

5.2 Term of Office of Directors At the first election of Directors following the approval of this By-law, one-quarter (1/4) of the directors shall be elected for a four (4) year term, one-quarter (1/4) of the directors shall be elected for a three (3) year term, one-quarter (1/4) of the directors shall be elected for a two (2) year term and one-quarter (1/4) of the directors shall be

elected for a one (1) year term. Thereafter, except where an election is held to fill the unexpired portion of term, newly elected directors shall be elected for a four (4) year term.

A director appointed or elected to fill a vacancy shall hold office for the unexpired term of their predecessor.

5.3 Nominations. Each Chapter group may, prior to the meeting of the Board prior to each annual meeting submit written nominations for directors to be elected to fill vacancies at such annual meeting for directors elected by all of the Voting members. The Board shall inform the Voting members of such nominations and may add its own nominations in its report to the annual meeting of Voting members. No nomination shall be valid unless it has been consented to in writing by the individual so nominated.

5.4 Transitional Provisions. Following the coming into effect of this By-law, the Board may call a special meeting of Voting members to elect the directors in accordance with the terms of these provisions. The existing directors shall remain in office until such meeting is held. The directors then elected at such meeting shall serve for the terms of office provided in section 5.2.

5.5 Disqualification from Directorship. A person shall be disqualified from being a director, and the office of a director shall be automatically vacated if such person:

- (a) is not an individual, or is less than eighteen (18) years of age, or does not have power under law to contract;
- (b) dies, or is found by a court to be of unsound mind, or becomes bankrupt, or suspends payment or compounds with such person's creditors;
- (c) resigns the office of director by written resignation communicated to the Corporation or any of its officers, provided, however, that if the resignation is stated to be subject to acceptance by the Board, it shall take effect only at the earlier of the conclusion or adjournment of the Board meeting at which it is accepted;
- (d) if an individual, ceases to be a member of the Corporation; or
- (e) is removed as such, with or without cause, by the Voting members by Ordinary resolution at a special meeting called for such purpose.

A director elected by a Chapter group may be removed under subparagraph (e) hereof at the request of the Chapter which nominated the director, or, if the individual is a Representative of a Voting member, such Voting member ceases to be a member of the Corporation, or for such other reason or grounds as the Voting members may determine.

5.6 Vacancies. A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed. Subject to the Act, a quorum of directors may also fill any vacancy among the directors.

5.7 Exercise of Directors' Powers. Except as herein otherwise provided, the Board shall administer the business and affairs of the Corporation in all respects and exercise all such powers

and take such other action as the Corporation, by law, or by its Articles, its By-laws, or otherwise is authorized to exercise and take. Without in any manner limiting the generality of the foregoing, the Board may cause to be made, for and in the name of the Corporation, any contract which the Corporation may lawfully enter into; may authorize expenditures on behalf of the Corporation; and may delegate to one (1) or more officers the power to hire, remunerate and dismiss employees, subject to such terms and limitations (if any) as may be specified in the resolution authorizing the delegation.

5.8 Remuneration and Expenses. Directors shall serve as such without remuneration and no director shall receive, directly or indirectly, any profit from such office. Directors shall be entitled to be reimbursed for any authorized expenses incurred in furtherance of the affairs of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any remunerated capacity, provided, however, that such service and remuneration shall be expressly authorized by Ordinary resolution of the Voting members at a meeting called for that purpose.

5.9 Executive Committee. Subject to the Act, the Board, by resolution may appoint an executive committee to exercise, in between meetings of the Board, all the powers of the Board except such as are expressly withheld. The Board shall fill any vacancy on the executive committee and may remove any of its members

5.10 Other Committees of the Board of Directors. Subject to the Act, the Board may from time to time appoint any other 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 shall be subject to such Regulations or directions as the Board may from time to time make. The Board may fill any vacancy on such committees and may remove any member of a committee.

ARTICLE SIX - MEETING OF DIRECTORS

6.1 Calling Board Meetings. Meetings of the Board shall be held at such time and place as are determined by the Board, or the President, Vice-President or any two (2) directors at any time.

6.2 Notice of Board Meetings. Notice of any meeting of the Board shall be in writing and shall be given, if by mail, not less than seven (7) days and, if otherwise than by mail, not less than forty-eight (48) hours, prior to the date of the meeting. Notice of meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting, including:

- (a) submitting to the members any question or matter requiring the approval of members;

- (b) filling a vacancy among the directors or in the office of the auditor or appointing additional directors;
- (c) approving annual financial statements;
- (d) adopting, amending or repealing By-laws;
- (e) establishing contributions to be made, or dues to be paid, by members; and
- (f) the exercise of the borrowing powers of the Corporation.

6.3 Regular Meetings of the Board of Directors. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice or unless the business to be transacted includes the exercise of the borrowing powers of the Corporation.

6.4 Chairman. The chairman at any Board meeting shall be the President, or in the latter's absence, the Vice-President designated by the President to act in his absence, or, if no such designation has been made, the Vice-President with the most seniority at the time of the meeting, or, failing that, any director appointed by the directors present.

6.5 Voting at Board Meetings. Upon every question submitted to a Board meeting, each director shall be entitled to one (1) vote and the question shall be determined by a majority of the votes duly cast on the question, provided that the exercise of the borrowing powers of the Corporation is the questions it shall be determined by a majority of all of the directors of the Corporation. In case of an equality of votes, the chairman shall have a second or casting vote.

6.6 Electronic Board Meetings. If all directors consent thereto generally or in respect of a particular meeting, a director may participate in a Board meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately each other. A director participating by such means in a Board meeting shall be deemed to be present at the meeting.

6.7 Directors' Written Resolution. A resolution in writing signed by all the directors who would be entitled to vote on such a resolution at a Board meeting is as valid as if passed at a duly constituted Board meeting.

6.8 Committee Meetings. The procedure applicable to meetings of the executive committee shall be the same as that prescribed in this Article Five for Board meetings, subject to any change required by the context. The procedure applicable to meetings of any other committee shall be as determined by the members of the committee.

6.9 Conflict of Interest. If a director, or any entity in which the director has a direct or indirect interest or with which the director is associated, proposes to contract with the Corporation for the supply of services, goods or space, the contract shall not be concluded unless

it has been approved by the Board at a meeting at which particulars of the director's interest or association has been disclosed and the director has refrained from voting on the approval of the contract.

ARTICLE SEVEN - OFFICERS

7.1 General Provisions Concerning Officers.

(a) The officers of the Corporation shall include a President, a Vice-President to be appointed on the recommendation of the Chapter, for each Chapter, a Treasurer and may, at the discretion and appointment of the Board, include such officers, however designated, as the Board may determine. The Board may assign to such other officers such duties as may be specified in the appointing resolution.

(b) The President, the Vice-Presidents and any Treasurer shall be directors. None of the other officers need be directors.

(c) A person may hold more than one (1) office, provided, however, that the President may not also be a Vice-President or the Treasurer.

(d) Each Vice-President appointed by the Board on the recommendation of each of the Chapters shall, subject to the authority of the President, the Executive Committee and the Board, have general supervision of the affairs of such Chapter.

(e) A Senior Vice-President shall be designated by the Board from the Vice-Presidents who are so appointed and shall preside at all meetings of the Board and of the members in the absence of the President.

(f) An appointed officer who has completed a term of office is eligible for re-election.

(g) Each officer shall serve as such without remuneration except as otherwise determined by the Voting members by Ordinary resolution passed at a meeting called for that purpose. Any officer shall be entitled to be reimbursed for authorized expenses incurred in the performance of the officer's duties.

(h) Any officer may be removed from office with or without cause, at any time (regardless of the officer's term of office) by the Board. Unless so removed, an officer shall hold office until the earlier of:

- (i) the officer's successor being appointed;
- (ii) the officer's resignation;
- (iii) such officer ceasing to be a director (if a necessary qualification of appointment);
or
- (iv) such 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.

7.2 Executive Director. An Executive Director shall be appointed by the Board and may be an employee of the Corporation. Subject to the authority of the Board, the Executive Director shall have general supervision of the business and affairs of the Corporation and shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.

7.3 Employees. The Board may authorize the hiring of such other employees and the appointment of such agents as it may deem necessary from time to time. Such employees and agents shall have such authority, perform such duties and be paid such remuneration (if any) as the Board shall determine from time to time.

ARTICLE EIGHT – INDEMNITY TO DIRECTORS, OFFICERS, ETC.

8.1 Indemnity. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and the heirs, executors, administrators and effects of such director, officer or other person, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which, is brought, commenced or prosecuted against such party, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such party, in or about the execution of the duties of such party's office or in respect of any such liability; and
- (b) all other costs, charges and expenses which such party sustains or incurs in or about, or in relation to, the affairs of the Corporation, except such costs, charges and expenses as are occasioned by such party's own wilful neglect or default.

ARTICLE NINE - NOTICE

9.1 Method of Giving Any Notice. Any notice (which term includes any communication or document), other than notice of a Meeting of members or a meeting of the Board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.2 Waiver of Notice. Anyone entitled to receive a notice, including a proxy holder, may waive such notice and such waiver, whether given before or after the meeting or event of which notice is required, shall cure any default in giving the notice.

ARTICLE TEN - ADMINISTRATIVE MATTERS

10.1 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. 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.

10.2 Financial Year. Unless otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of March in each year.

10.3 Books and Records. The Board shall see that all necessary books and records of the Corporation required by the Act, or by law, or by any By-law of the Corporation are regularly and properly kept.

10.4 Corporate Seal. The Corporation is not required to have a seal.

10.5 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

10.6 Amendment of By-Laws. 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 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 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) (Fundamental Changes) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

10.7 Annual Financial Statements. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

10.8 Validity of 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.

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

10.10 Borrowing Powers. The directors of the Corporation may, without authorization of the members but subject to the provisions of section 6.5:

- (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.