

INN FROM THE COLD

BY-LAW NO. 1

A Bylaw relating generally to the conduct of the affairs of Inn from the Cold Inc., a Corporation without share capital incorporated under the *Ontario Not for Profit Corporation Act* (the “Act”).

Be it enacted as a Bylaw of the Corporation as follows:

PART 1: - INTERPRETATION

1.1. Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise specifies or requires:

“**Act**” means the *Ontario Not-for-Profit Corporations Act*, S.O. 2010, c.15 including its Regulations and any other applicable Federal or Provincial statute or regulations that may be substituted, as amended;

“**Annual Meeting**” means a general meeting of the Corporation held each year in Ontario at such time and place as the By-laws may direct.

“**Articles**” means any instrument that incorporates a 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 a special Act;

“**Board**” means the Board of Directors of the Corporation;

“**By-laws**” means this By-law and any other By-law of the Corporation which are in force and effect and as amended;

“**Community Member**” means a person residing in Ontario with an interest and willingness to support the Corporation, as determined by the Members, but is not otherwise a Member, or Director;

“**Corporation**” means a body corporate without share capital to which this Act applies; (Inn from the Cold Inc.);

“**Current Staff**” means those persons employed by the Corporation at any relevant time;

“**Director**”: whether plural or singular means a Member of the Board;

“**Member**” is defined in Part 8: Members;

“Members’ Meeting” means any meeting of Members entitled to vote on the affairs of the Corporation, including the Annual General Meeting;

“Majority” means 50% plus one

“Officer” in respect of a Corporation, means an Officer of the Corporation appointed under Ontario’s *Not-for-Profit Corporations Act*, s. 42 (1) (a), including,

- (a) the chair of the Board
- (b) The vice-chair of the Board,
- (c) the president, a vice-president, the secretary, an assistant secretary, the treasurer, an assistant treasurer and the Executive Director of the Corporation;

“Ordinary Resolution” means a resolution that,

- (a) is submitted to a meeting of the Members of a Corporation and passed at the meeting, with or without amendment, by at least a Majority of the votes cast, or
- (b) is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member’s attorney;

“Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation as set out in section 2.3 and Execution of Documents Policy;

“Special Resolution” means a resolution that,

- (a) is submitted to a special meeting of the Members of the Corporation called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- (b) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member’s attorney;

“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, e-mail, automated touch-tone telephone system, computer or computer networks.

1.2. Interpretation In this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Except as defined in this section,

words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3. Invalidity of any Provisions of this By-law. The Invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law.

1.4. Composition of Corporation. The Corporation is composed of:

- (a) The Members
- (b) The Directors

1.5. Dispute Resolution. If a dispute among Members, Directors, Officers, committee members or volunteers of the Corporation arise out of a significant issue relating to the By-laws or operations of the Corporation, the disputing parties will:

- (a) Use reasonable efforts to resolve the matter between the parties;
- (b) Call a meeting of the Board to mediate the dispute;
- (c) If the matter cannot be resolved personally, the parties may submit to mediation;
- (d) Call a Members' meeting to hear and resolve the issue.
- (e) Costs that are directly the result of mediation and arbitration will be equally borne by the disputing parties.

1.6. Amendment. The Directors may, from time to time, adopt any By-law for the adequate and effective management of the Corporation but such By-law shall have no force or effect until approved by a Majority of the Members at a meeting called for such purpose.

PART 2 – ADMINISTRATION AND FINANCE

2.1. Head Office. The head office the Corporation will be in the Town of Newmarket in the Province of Ontario. The Board may from time to time determine the specific location of the head office.

2.2. Financial Year. The fiscal year of the Corporation will begin on January 1 of each year and end on December 31 of that year.

2.3. Execution of Documents. Legal instruments that must be executed by the Corporation may be signed in accordance with this By-law, the Banking Resolution, and any other By-laws or policies enacted and amended from time to time. Documents may be executed on behalf of the Corporation by any two of the following Officers:

- (a) The Board Chair

- (b) Treasurer
- (c) Executive Director

PART 3 – BOARD OF DIRECTORS

3.1. Number of Directors and Powers. The Board determines the objectives and activities of the Corporation. The Corporation shall be managed by a Board of not less than six (6) and not more than ten (10) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-laws or any Special Resolution of the Corporation or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of Directors shall be approved by Special Resolution.

Without limiting the generality of subsection 3.1, the Board may,

- (a) enter into contracts;
- (b) make banking and financial arrangements;
- (c) execute documents;
- (d) provide instruction on the manner in which any other person may enter into contracts on behalf of the Corporation;
- (e) acquire or dispose of real or personal property, securities, rights or interests on terms deemed advisable, requires a 2/3 Majority of elected Directors;
- (f) borrow on behalf of the Corporation for the purpose of providing for operating expenses; and,
- (g) acquire appropriate insurance to protect the interest, property and rights of the Corporation, indemnify the Corporation, its Members, and Directors and,
- (h) Any transaction over \$10,000.00, and a minimum contract term of two years, requires a 2/3 Majority of elected Directors.

3.2 Qualifications. The following persons are disqualified from being a Director of a corporation:

- (a) A person who is not an individual.
- (b) A person who is under 18 years old.
- (c) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
- (d) A person who has been found to be incapable by any court in Canada or elsewhere.
- (e) A person who has the status of bankrupt. 2010, c. 15, s. 23 (1).

3.3 Citizenship

- (a) at least 80% of the Directors must be Canadian citizens or permanent residents of Canada; and

- (b) at least 60% of the Directors must be residents of York Region.

3.4. Election and Term

- (a) Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three years (i.e. until the third Annual Meeting after their election); and in the event that a vacancy occurs in the Board, any Director who is appointed to fill such vacancy shall be appointed for the remainder of the term of the Director whose departure from the Board has created the vacancy.
- (b) Directors shall be elected by the Members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.
- (c) Retiring Directors shall be eligible for re-election to the Board if otherwise qualified provided that no Director may be elected for more than three (3) consecutive terms and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.
- (d) A Director may be elected or may be appointed to the Board after an absence of at least one year.
- (e) The immediate Past Chair may be elected to one (1) additional term, provided that the Past Chair has not served more than four (4) consecutive terms.

3.5. Vacation of Office. The office of a Director shall be automatically vacated upon the occurrence of any of the following events:

- (a) if the Director ceases to be a Member of the Corporation;
- (b) if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if by notice in writing to the Corporation the Director resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (e) if the Director dies; or

- (f) if the Director is removed from office by the Members, in accordance with section 3.6.

3.6. Removal of Directors and Officers. Members may, by Ordinary Resolution and a Majority of votes cast on the matter, remove from office any Director or Directors, before the expiration of the Director's term of office and, may by a Majority of the votes cast at such meeting, elect any qualified person in the Director's stead for the remainder of the Director's term. The years served during the remainder of such a term shall not be counted in the maximum number of consecutive years of service referred to in section 3.4 above.

The Board may, by resolution passed by at least two-thirds of the votes cast, at a meeting of the Board of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office for the following reasons.

- (a) failure to attend three meetings over the period of twelve months; or
- (b) failure to comply with code of conduct; or
- (c) reasons stated in 3.2

Any Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board by at least two-thirds of the votes cast, at any time, with or without cause.

3.7. Vacancies. Subject to section 3.4 a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors and approved at the next Member meeting. Otherwise, such vacancy shall be filled at the next general meeting of Members at which Directors for the following Board term are elected. The time served in filling a mid-term vacancy on the Board shall not be counted in the maximum number of consecutive years of service referred to in section 3.4.

3.8. Committees of the Board. The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be Directors. 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. The Board may remove any Member of any such committee. The Board must approve the establishment and make up of the committees and their terms of reference.

3.9. Remuneration of Directors. The Directors, and those Directors who also serve as Officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration from holding the position of Director,

provided that such a Director or Officer may be paid reasonable expenses incurred by such a person in the performance of their duties.

PART 4 - MEETINGS OF DIRECTORS

4.1. Place of Meeting. Meetings of the Board and Board committees may be held either at the head office of the Corporation or at any place within Ontario, or through a digital channel that allows Directors to adequately communicate with each other during the meeting(s).

4.2. Notice. A Director's meeting of the Board may be convened at any time by:

- (a) the Chair;
- (b) the Vice-Chair if appointed; or
- (c) the Secretary, on the direction of the Chair, the Vice-Chair or any two Directors, in writing.

The Secretary, when directed or authorized by any two Directors, shall convene a Directors meeting. The notice of any Directors meeting shall specify the purpose or the business to be transacted at the Directors meeting. Notice of a Directors meeting shall be served to all Directors in the manner specified in section 11.1 of this By-law not less than three business days before the meeting is to take place.

A meeting of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

If the first meeting of the Board is held immediately following the election of Directors, including appointments to fill a vacancy of the Board, by the Members, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

4.3. Means of Meetings. If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.

4.4. Written Motion. A resolution in writing, signed, electronically or otherwise, and communicated in person or via electronic communication (email), by all the Directors

entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.

- 4.5. Omission of Notice.** The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.
- 4.6. Adjournment.** Any meeting of Directors may, with the consent of the Member present, be adjourned from time to time by the chair of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.7. Regular Meetings.** The Board may establish by motion a schedule for regular meetings of the Board and a copy of any motion of the Board shall be sent to each Director after being passed, but no further notice shall be required for any such regular meetings.
- 4.8. Chair.** The Chair shall preside at each meeting of the Board or, in the absence of the Chair, the Vice-Chair shall preside or, in the absence of the Vice-Chair, such other Director as the Chair may from time to time designate for that purpose or, in the absence of such designation, as the Board may select.
- 4.9. Voting.** Questions arising at any meeting of Directors shall be decided by a Majority of votes, unless specified elsewhere. When authorized by the chair, Directors may vote via electronic communication (email) or electronic video screen communication (i.e., zoom).
- 4.10. Quorum.** A Majority (50% plus 1) of the elected number of Directors on the Board shall constitute a quorum for the transaction of business at any meeting of the Directors. For example, if we have 10 Board Members, 6 is quorum, if we have 6 Board Members, 4 is quorum. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board as long as such a quorum of the Board remains in office.

PART 5- FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 5.1 Conflict of Interest.** Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting at which the matter is the subject of consideration, the Director shall, in accordance with the Act:

- (a) prior to any consideration of the matter at the meeting, disclose the Director's interest and the general nature thereof;
- (b) not take part in the discussion of, or vote on any question in respect of the matter; and
- (c) not attempt in any way whether before, during or after the meeting to influence the voting on the matter.

5.2 Directors shall provide a written statement of the interest and its general nature to the Secretary or designate either at the meeting in which the interest is disclosed or as soon as possible thereafter.

5.3 Where the interest of a Director has not been disclosed by reason of the Director's absence from a particular meeting, the Director shall disclose the Director's interest and otherwise comply at the first meeting of Committee, as the case may be, attended by the Director after the particular meeting.

5.4 The Secretary shall record in reasonable detail the particulars of any disclosure of pecuniary interest made by a Director, and this record shall appear in the Minutes or Report of that meeting.

5.5 Where the number of Directors who, by reason of the provisions of the Act, are prohibited from participating in a meeting is such that, at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then the remaining number of Directors shall be deemed to constitute a quorum, provided this number is not fewer than two (2).

5.6. For the Protection of Directors and Officers. Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee;
- (b) 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;
- (c) 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;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation, including any person with whom any moneys, securities or effects shall be lodged or deposited;

- (e) 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
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation; provided that nothing herein shall relieve any Director or Officer of any liability imposed by statute.

PART 6 - INDEMNITIES AND INSURANCE TO DIRECTORS AND OTHERS

6.1. Indemnities. Every Director and Officer of the Corporation, and his or her executors and administrators, legal representatives, and estates and effects, respectively, 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 whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses he or she 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 his or her own wilful neglect or default.

6.2. Insurance. Subject to applicable law, the Corporation will purchase and maintain insurance for a Director or Officer of the Corporation against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

PART 7- OFFICERS

7.1. ELECTION. The Board shall, as often as may be required:

- (a) elect a Chair and may appoint a Vice-Chair,
- (b) appoint a Treasurer,
- (c) appoint a Secretary,
- (d) may appoint a Past Chair

The election of Officers shall be for a term of three years each and the Board may re-elect each such person for a maximum of two additional consecutive three-year terms.

All Officers referred to above shall be Directors of the Corporation. In the event of an Officer vacancy two or more offices may be held by the same person on an interim basis. In case and whenever the same person holds the offices of Secretary and Treasurer the Officer may but need not be known as the Secretary-Treasurer. The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

7.2. Vacancies. Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) The Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of the Officer's successor;
- (c) the Officer ceasing to be a Director or Member of the Corporation if such is a necessary qualification of appointment;
- (d) the meeting at which the Directors appoint the Officers of the Corporation;
- (e) the Officer's removal; or
- (f) the Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors shall, in the case of the Chair and the Vice-Chair of the Board, elect from among themselves a person to fill such vacancy and, in the case of the Treasurer and the Secretary, appoint

from among themselves a person to fill such vacancy and may, in the case of any other office, appoint a person to fill such vacancy.

- 7.3. Remuneration.** The Officers who also serve as Directors shall serve as Directors and Officers without remuneration provided that such Director or Officer may be paid reasonable expenses incurred through the performance of duties.
- 7.4. Powers and Duties.** All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board by direction, Board policy statement or otherwise, subject however to any Special Resolution.
- 7.5. Duties of Officers may be Delegated.** In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being subject to a two-third majority approving such a delegation.
- 7.6. Chair of the Board.** The Chair shall, subject to any Special Resolution, when present, preside at all meetings of the Board, and Members of the Corporation.
- 7.7. Vice-Chair.** The Vice-Chair, if applicable, shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.
- 7.8. Past-Chair.** Upon the Chair completing his or her term of office, that person shall be eligible for re-election to the Board subject to section 3.4(e) of this By-law.
- 7.9. Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Board or the executive committee, if any, and of the Members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in the Act.
- 7.10. Treasurer.** Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The treasurer shall keep or cause to be kept the books of account and accounting records referred to in the Act.
- 7.11. Executive Director.** The Board shall from time to time appoint a person to be the Executive Director and may delegate to that person full power to manage and direct the affairs of the Corporation (except such affairs of the Corporation as must be transacted or performed by other Officers, by the Board, by the Members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders delegated by the Board

of such matters and duties as permitted by law, including, without limitation, a Special Resolution and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation. The Executive Director, being a salaried employee of the Corporation, shall not be a Director.

PART 8 - MEMBERS

8.1. Entitlement: Subject to any qualifications set out in the By-laws regarding, the Members of the Corporation shall be:

- (a) Individuals who support the objects and activities of the Corporation for a period of not less than one complete calendar year as documented by the Secretary;
- (b) active volunteers of the Corporation for a period of not less than one complete calendar year, who have provided a minimum of 48 hours of service, as documented by the staff;
- (c) Directors;
- (d) those persons as from time to time be admitted to membership by the Secretary in accordance with any rules for membership in the Corporation which have been approved by resolution of the Members; and
- (e) staff who are currently employed by the Corporation for not less than 12 complete months of service.

Directors will automatically become a Member of the Corporation upon their appointment to the Board. The determination of which activities support the objectives and activities of the Corporation shall be recorded by the Secretary showing the starting date and recording what the specific duties are being performed. Before being admitted to membership, the Board at a meeting of the Board, of which notice specifying the intention to pass such resolution has been given, approve that the activities of the applicant who meets the criteria set out in 8.1 and ensure a proper monitoring is in place.

Each Member shall be promptly informed by the Secretary after admission into the membership. Each Member shall be entitled to vote at all meetings of the Corporation and to be nominated for election as a Director or Officer of the Corporation.

8.2. The Secretary will be responsible for maintaining a system to record all the Members' activities which support the objectives and activities of the Corporation. The Secretary shall update the membership rolls at least once in each year prior to the AGM. Any Member who ceases to be active in the Corporation during their first year will be removed from the list of potential Members and the Secretary shall report once in each year to the Board of any changes to the list of Members. Any Member who ceases to be active in the Corporation, for whatever reason, ceases to be a Member of the Corporation. Any

applicant who ceases to be active in the Corporation during their first year will be removed from the list of potential Members. The Board will monitor the Member list and as practical keep up to date the Member list. **Resignation.** Members may resign membership in writing which shall be effective from the time received by the Board.

8.3. Termination of Membership. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when the person's period of membership expires (if any) or when the person ceases to be a Member by resignation or otherwise in accordance with the By-laws. The Members of the Corporation may, by resolution passed by a majority or votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the Membership of any Member of the Corporation. In special circumstances, the Board may, by resolution passed by at least two-thirds of the votes cast at a meeting of the Board of which notice specifying the intention to pass such resolution has been given, terminate the membership of any Member of the Corporation.

8.4. The Corporation is not responsible to notify Members whose membership has lapsed.

PART 9 – MEMBERS’ MEETINGS

9.1. Annual Meeting. Subject to compliance with the Act, the Annual Meeting of the Members shall be held within six months of the Corporation’s year end and at such time as the Directors may determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The Annual Meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an Annual Meeting, electing Directors, appointing auditors and for the transaction of such other business that may properly be brought before the meeting.

9.2. General Meetings. Other meetings of the Members may be convened by:

- (a) the Board,
- (b) the Chair;
- (c) the Vice-Chair, if applicable;
- (d) the Treasurer; or
- (e) a written direction to the Secretary signed by at least 10% of Members of the Corporation.

at any date and time and at any place within Ontario, except under 9.2 (e) where the meeting must be in Newmarket or, in the absence of such determination, at the place where the head office of the Corporation is located.

9.3. Notice. A printed, written, or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each Member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in section 11.1 of this By-law not less than ten days before the date of the meeting.

9.4. Waiver of Notice. A meeting of Members may be held, if all such persons entitled to vote are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to the meeting being held.

The only persons entitled to attend a meeting of the Members shall be those entitled to vote, the auditors of the Corporation, the Members, and others who, although not entitled to vote, are entitled, or required under any provision of the Act or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Board.

9.5. Omission of Notice. The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any resolutions passed or any proceedings taken at any meeting of Members.

9.6. Votes. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the event of a tie the chair of the meeting shall cast the deciding vote. Every question shall, unless otherwise required by the By-laws, be determined by the majority of the votes duly cast on the question.

No Member shall be entitled either in person or by proxy to vote at any meeting of Members of the Corporation unless the person has paid all dues or fees, if any, then payable by the person and has complied with the requirements to be a Member.

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

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

9.7. Chair of the Meeting. In the event that:

- (a) the Chair of the Board is absent; and
- (b) there is no Vice-Chair present,

then the persons who are present and entitled to vote shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of such persons to be chair.

9.8. Written Resolutions. A motion in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members.

9.9. Proxies. Votes at meetings of the Members may be given either personally or by proxy. Notice of proxy must be received by the Secretary not less than three business days in advance of the AGM.

9.10. A person appointed by proxy needs to be a Member.

9.11. At every meeting at which the Member is entitled to vote, every Member and person appointed by proxy to represent one or more Members and any individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a vote and subject to the provisions, if any, of the Corporation, every Member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxyholder.

9.12. The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by any means of transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or to any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies

themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of Members may, subject to any regulations of the Board, in the chair's discretion accept any means of transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such transmitted or recorded communication accepted by the chair of the meeting shall be valid and shall be counted.

9.13. Adjournment. The chair of any meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.14. Quorum. A quorum at any meeting of the Members shall be not less than 15 Members, unless the Act or any By-law of the Corporation requires a greater number of Members and/or proxies is required to be present by other, either in person or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members' present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 9.3 with regard to notice shall apply to such adjournment.

PART 10 - NOTICES

10.1. Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the By-laws or otherwise to a Director, Officer, Member, auditor or Member of a committee of the Board shall be deemed given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded address or if mailed to the person at the person's last recorded address by mail, or if sent to the person at the person's last recorded address by any means of transmitted, recorded or electronic communication. Notice shall be deemed to have been given when it is delivered personally or to the recorded address of the recipient; a mailed notice shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice sent by any means of transmitted, recorded or electronic communication shall be deemed to have been given on the first business day after it was sent. The Secretary may change or cause to be changed

the recorded address of any, Director, Officer, Member, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

- 10.2. Signature of Notices.** The signature of any Director or Officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.
- 10.3. Computation of Time.** In computing the date 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 and the date of the meeting or other event shall be included. In any event not less than 10 days and not more than 50 days.
- 10.4. Omissions and Errors.** The accidental omission to give any notice to any Director, Officer, Member, or auditor or the non-receipt of any notice by any Director, Officer, Member 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.
- 10.5. Waiver of Notice.** Any Member or Member's duly appointed proxy, any Director, Officer or auditor may waive any notice required to be given and such waiver, 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.

PART 11 – CHEQUES, DRAFTS, NOTES, ETC.

- 11.1. Cheques, Drafts, Notes, etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or employee or employees, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

PART 12 - AUDITOR

- 12.1. Auditor.** Unless the Corporation qualifies under the exemption in the Act, 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 Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a Member of the Board or an Officer or employee of the Corporation or a partner, employer or employee of any such person.

PART 13 - BOOKS AND RECORDS

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

PART 14 - CUSTODY OF SECURITIES

14.1. Custody of Securities. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories or in such manner as may be determined from time to time by the Board.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

PART 15 – RULES AND REGULATIONS

15.1. Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Corporation when they shall be confirmed. Failing such confirmation at such Annual Meeting of Members, such rules and regulations shall at and from that time cease to have any force and effect.

PART 16 - AMENDMENT OF BY-LAWS

16.1. Amendment of By-laws. The provisions of the By-laws not embodied in the may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by a majority of the Members voting at a meeting duly called for the purpose of considering the said By-law.

PART 17 - REPEAL

17.1. Repeal. By-law “1” of the Corporation (and any amendments thereto) and all other previously enacted By-laws of the Corporation are repealed upon the enactment of this By-

law. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any 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 Members and of the Board with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

WITNESS the corporate seal of the Corporation.

ENACTED by the Board this _____ day of _____, 2023

Chair -

Secretary -

CONFIRMED by the Members on this _____ day of _____, 2023.

Secretary -