

BY-LAW NO. 1

A By-law relating generally to the conduct of the activities and affairs of

THE JEWISH SOCIAL SERVICES OF HAMILTON INC.

also known as Hamilton Jewish Family Services (HJFS)
(the "Corporation")

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

SECTION 1
INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires:

"Act" means the *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15 and, where the context requires, includes the regulations made under the applicable act, as from time to time amended;

"Board" means the Board of Directors of the Corporation;

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

"Chair" means the chair of the Board;

"Corporation" means the corporation that has passed these By-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

"Special Resolution" means a resolution that is submitted to a special meeting of the members of the Corporation duly 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 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.

1.2 Interpretation. Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. References to persons shall include firms and corporations.

1.3 Severability and Precedence. 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. If any of the provisions contained in the By-laws 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.

SECTION 2 BUSINESS OF THE CORPORATION

2.1 Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Hamilton in the Province of Ontario and at such location as the Board may determine by resolution.

2.2 Corporate Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

2.3 Financial Year. Until changed by resolution of the Board, the financial year of the Corporation shall end on the 31st day of March in each year.

2.4 Banking. The Board shall by resolution designate the bank in which the money,

bonds or other securities of the Corporation shall be placed for safekeeping.

2.5 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by the Chair, and by the Secretary, and the Secretary may affix the seal of the Corporation, if any, to such instruments.

Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by the Chair and/or by any person authorized by the Board.

The Chair, Vice-Chair, Secretary, Treasurer, or the Directors, or any one of them, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation, in its individual or any other capacity, or as Trustee or otherwise and may accept in the name of and on behalf of the Corporation transfers of shares, stocks, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptance of transfers and may make, execute and deliver under the corporate seal all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-laws, the Board may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 3 BORROWING AND SECURITY

3.1 Borrowing Power. Without limiting the borrowing powers of the Corporation as set out in the Act, but subject to the articles, the Board may on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation; or
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured.

3.2 Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.3 Delegation. Subject to the Act, or the articles, the Board may delegate to a committee of Directors all or any of the powers conferred on the Board by Section 3.1 or by the Act to such extent as the Board may determine at the time.

SECTION 4
DIRECTORS

4.1 Board of Directors. The affairs of the Corporation shall be managed by the Directors of the Board. The Board shall be comprised of no less than six and no more than twelve members.

4.2 Each Director shall be elected to hold office for a three-year term. A Director may not serve for more than three consecutive terms and must be off the Board for at least two years before they may be considered for re-election. The election may be by a show of hands unless a ballot is demanded by any Member.

4.3 Eligibility. A Director shall be an individual eighteen (18) or more years of age, actively involved in furthering the purposes of the Corporation and, at the time of their election, a Member of the Corporation as defined under 8.1.1. If possible, one or more of the directors shall be an individual, or a family member, with lived experience in one of the Corporation's priority areas of service.

By resolution passed by a majority of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, the Members may remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

4.4 Vacancies. The office of a Director shall be vacated immediately if:

- (a) the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) the Director dies;
- (c) the Director becomes bankrupt;
- (d) the Director is found to be incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*;
- (e) the Director is found incapable by any court in Canada or elsewhere;
- (f) at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- (g) the Director becomes an "ineligible individual" as defined in section 149.1(1) of the Income Tax Act.

4.5 Filling Vacancies. A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;

- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.6 Quorum and Meetings of the Board of Directors. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board may hold its meetings at such place or places as it may determine. No formal notice of any such meeting shall be necessary if all the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the meeting being held in their absence. Directors' meetings may be called by the Chair, or any three Directors. Notice of the time and place of such meetings shall be given in the manner provided in Section 9 of this By-law to every Director not less than five days before the meeting shall take place. A Statutory Declaration of the Secretary or the Chair that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Directors may consider or transact any business at any meeting of the Board.

4.7 Chair. The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair will preside at the Board Meeting. In the absences of the Chair and Vice-Chair, the Board will appoint a chair for that meeting.

4.8 Voting, Board of Directors. Questions arising at any meeting of the Directors shall be decided by a majority of votes cast. Each Director, including the Chair of the meeting, has only one vote and the Chair will vote only in the case of an equality of votes. If so requested by any Director present, the vote must be taken by secret ballot. A declaration by the Chair of the meeting of the results of the vote and an entry in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.9 Powers of Directors. The Directors of the Corporation may administer the affairs of the Corporation in all things that make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Directors are expressly empowered to purchase, lease, or otherwise acquire, sell, exchange or otherwise dispose of the assets of the Corporation for such consideration and

upon such terms and conditions as they may deem advisable.

4.10 Committees. Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

4.11 Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their duties. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

4.12 Participation by Telephone or Electronically. If all the Directors participating consent, a Director may participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

SECTION 5 OFFICERS OF THE CORPORATION

5.1 Election or Appointment. The Board shall appoint a Chair from among the Directors and may appoint any other person to be Vice-Chair, Treasurer, Secretary or such other Officers as the Board may determine, at its first meeting following the annual general meeting of the Members of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. Any Officer shall cease to hold office upon a resolution of the Board. The immediate past Chair may be an ex-officio director without a vote.

5.2 Duties of the Chair. The Chair shall ensure the Board discusses all matters relating to the Board's mandate, preside at all meetings of the Members of the Corporation and of the Board, and be charged with the general management and supervision of the affairs of the Corporation and the operations of the Corporation. The Chair with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the Chair, their duties and powers may be exercised by the Vice-Chair. If such Vice-Chair, or such other Director as the Board may appoint for that purpose exercises any such duty or power in the absence or the inability of the Chair, it shall be noted in the minutes of the meeting.

The Chair shall provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties. The Chair shall co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation.

The Chair shall have the following responsibilities:

- (a) **Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- (b) **Direction.** Serve as the Board's contact with the Executive Director of the Corporation; provide guidance to the Executive Director regarding the Board's expectations and concerns. In collaboration with the Executive Director, develop standards for Board meeting briefing materials that include formats for reporting to the Board and level of detail necessary to ensure that management strategies and planning and performance information are appropriately presented to the Board.
- (c) **Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of the Executive Director through an annual process.
- (d) **Board Work Plan.** Ensure that a Board Work Plan is developed and implemented that includes annual goals and embraces continuous improvement and training.
- (e) **Representation.** Serve as the Board's primary contact with the public and stakeholders.
- (f) **Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.
- (g) **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- (h) **Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- (i) **Succession Planning.** Ensure succession planning occurs for the Board and the Executive Director.
- (j) **Committee Membership.** Serve as a member, either voting or ex-officio, on all Board committees.

5.3 Duties of the Secretary. The Secretary, or the individual performing the usual duties of the Secretary, shall attend all meetings of the Board and record all facts and minutes of all proceedings in the book kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the

Corporation, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which shall be delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board.

The Secretary shall work collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall be responsible for the following:

- (a) Board Conduct. Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- (b) Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Ensure all minute books, reports, documents, registers and the seal of the Corporation are maintained and filed as required by law or requested by the Board.
- (c) Meetings. Give such notice as required by the By-laws of all meetings of the Corporation and the Board. Attend all meetings of the Corporation and the Board.

5.4 Duties of the Treasurer. The Treasurer, or individual performing the usual duties of the Treasurer, shall keep full and accurate accounts of all receipts and disbursements, the proper books of account, and shall deposit all money or other valuable effects in the name and to the credit of the Corporation in such bank or banks as they may be designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meeting thereof whenever required of the Treasurer an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be determined by the Board.

The Treasurer shall work collaboratively with the Chair and Executive Director to support the Board in achieving its fiduciary responsibilities.

The Treasurer's responsibilities are as follows:

- (a) Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority keeping proper records for such disbursements, and shall provide to the Chair and directors on a regular basis, financial statements detailing the financial position of the Corporation, including material disbursements.

- (b) Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- (c) Mentorship. Serve as a mentor to other Directors.
- (d) Financial Statement. Present to the Members at the annual general meeting as part of the annual report, the audited financial statements of the Corporation approved by the Board together with the report of the auditor.

5.5 Duties of Other Officers. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for, or the Board requires of them.

SECTION 6 PROTECTION OF DIRECTORS AND OTHERS

6.1 No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: (i) complied with the Act and the Corporation's articles and By-laws; and (ii) exercised their powers and discharged their duties in accordance with the Act.

6.2 Indemnification of Directors and Officers. The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, provided the individual: (i) acted honestly and in good faith with a view to the best interest of the Corporation or other entity, as the case may be, and (ii) had reasonable grounds for believing that their conduct was lawful if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty.

6.3 Advancement of Costs. The Corporation shall advance money to a Director, Officer or other individual referred to in Section 6.2 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Sections 6.2 (i) and (ii).

6.4 Insurance. The Board shall maintain insurance to protect the Directors or Officers and to protect the Corporation in respect of its obligations to the Directors and Officers under this

By-law.

SECTION 7
CONFLICT OF INTEREST

7.1 Conflict of Interest. A Director who has in any way a direct or indirect interest, or is perceived to have an interest, in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.2 Charitable Corporations. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

SECTION 8
MEMBERSHIP

8.1 Members. The Membership shall consist of the following three groups:

8.1.1 The current directors of the Corporation, current members of committees of the Corporation and currently registered volunteers with the Corporation. These members are eligible to be directors under Section 4.3.

8.1.2 An individual who has, within the last fiscal year, made a donation to the corporation of \$18 or more that is eligible for a receipt for income tax purposes.

8.1.3 Hamilton Jewish Federation represented by one individual from the Federation.

8.1.4 A membership in the Corporation is terminated if the member fails to maintain at least one of the qualifications for membership described in this Section 8.1.

8.2 Membership. A membership in the Corporation is not transferrable and automatically terminates if: (i) the Member dies or resigns, (ii) the Member is expelled or membership is otherwise terminated in accordance with the articles or By-laws, (iii) the Corporation is liquidated or dissolved, or (iv) the Member ceases to meet the requirements outlined in 8.1.

8.3 Dues. There shall be no dues or fees payable by the Members except such, if any, as may from time to time be fixed by the Board.

8.4 Disciplinary Act or Termination of Membership for Cause. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice will be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action

or termination of membership.

8.5 Annual Meeting and Other Meetings of Members. The annual or any other special meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the annual meeting shall include:

- (i) receipt of the agenda;
- (ii) receipt of the minutes of the previous annual and subsequent special meetings;
- (iii) consideration of the financial statements;
- (iv) report of the auditor;
- (v) reappointment of the current auditor or appointment of a new auditor for the coming year;
- (vi) election of Directors; and
- (vii) such other or special business as may be set out in the notice of meeting. No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

8.6 Special Meetings. The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

8.7 Notice. Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specific in the Act to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. Any meeting of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at any annual or special meetings may transact.

8.8 Adjournments. The Chair may, with the majority consent of any Members' meeting, adjourn the same and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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. Such adjournment may be made notwithstanding that no quorum is present thereat.

8.9 Quorum. A quorum for the transaction of business at any meeting of the members is 10 Members entitled to vote at such meeting, whether present in person, proxy or by telephonic or electronic means. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

8.10 Chair of the Meeting. The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair shall be the chair of the Member's meeting; and in the absence of both the Chair and Vice-Chair, the Members present at any Members' meeting shall choose another Director as chair.

8.11 Voting of Members. Subject to the provisions, if any, contained in the articles of the Corporation, each Member of the Corporation shall at all meetings of Members be entitled to one vote and they may vote by proxy. Such proxy need not be a Member, and before voting shall produce and deposit with the Secretary sufficient appointment in writing signed by the Member or the Member's attorney. At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy, unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, every Member having voting rights shall vote and unless a poll is demanded a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of the votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the chair of the meeting shall direct and the result of such poll shall be deemed to be the decision of the Corporation upon the matter in question. In case of an equality of votes at any meeting whether upon a show of hands or at a poll, the chair of the meeting shall not be entitled to a second or casting vote. The chair can only cast the deciding vote if they have not previously voted on the motion.

8.12 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles 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.

8.13 Meeting held by Telephone or Electronically. If the Directors call a meeting of the Members, the Directors may determine that the meeting be held entirely by telephone or electronic means that permits all persons participating in the meeting to communicate adequately with each other at the same time.

SECTION 9 NOTICES

9.1 Service. Any notice required to be sent to any Member or Director or to the auditor

shall be provided by telephone, sent by mail, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

9.2 Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.3 Error or Omission in Giving Notice. No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 10
AUDITORS

10.1 Qualification. One or more auditors shall be appointed by resolution of the Members at the annual meeting of the Members of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act.

10.2 Access to Records. The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

SECTION 11
BOOKS AND RECORDS

11.1 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.

SECTION 12
CHEQUES, ETC.

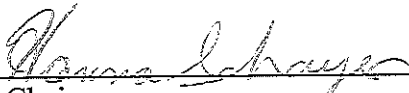
12.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and releases or verification slips.

SECTION 13
ADOPTION AND AMENDMENT OF BY-LAWS

13.1 Amendments to By-laws. The Board may in accordance with the Act pass or amend By-laws other than a provision respecting the transfer of a membership, 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. The Members may amend By-laws by a majority of the votes cast.

PASSED by the Board of Directors this 3RD day of JANUARY, 2023.

CONFIRMED, RATIFIED AND APPROVED by the Members this 7th day of Feb., 2023.


Chair


Secretary

APPROVED