

BY-LAW NO. NFP 1

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

THE ROTARY FOUNDATION (CANADA)

**Effective upon continuance of the Corporation under the
*Canada Not-for-profit Corporations Act***

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TABLE OF CONTENTS

SECTION ONE	INTERPRETATION	1
1.1	Definitions	1
SECTION TWO	AFFAIRS OF THE CORPORATION	2
2.1	Registered Office	2
2.2	Corporate Seal	2
2.3	Financial Year	2
2.4	Execution of Instruments	2
2.5	Banking Arrangements	2
2.6	Voting Rights in Other Bodies Corporate	2
SECTION THREE	DIRECTORS	3
3.1	Number of Directors	3
3.2	Qualification	3
3.3	Election and Term	3
3.4	Consent	3
3.5	Removal of Directors	3
3.6	Vacation of Office	3
3.7	Appointment of Additional Directors	4
3.8	Action by the Board	4
3.9	Meeting by Means of Electronic Communication	4
3.10	Place of Meetings	4
3.11	Calling of Meetings	4
3.12	Notice of Meeting	4
3.13	First Meeting of New Board	5
3.14	Adjourned Meeting	5
3.15	Regular Meetings	5
3.16	Chair	5
3.17	Quorum	5
3.18	Votes to Govern	5
3.19	Conflict of Interest	5
3.20	Remuneration and Expenses	5
SECTION FOUR	COMMITTEES	6
4.1	Executive Committee	6

4.2	Other Committees of the Board	6
4.3	Transaction of Business	7
4.4	Quorum and Procedure	7
4.5	Place of Meetings	7
SECTION FIVE	OFFICERS	8
5.1	Appointment	8
5.2	Chair of the Board	8
5.3	President	8
5.4	Secretary	8
5.5	Treasurer	8
5.6	Powers and Duties of Officers	8
5.7	Term of Office	9
5.8	Agents and Attorneys	9
5.9	Conflict of Interest	9
5.10	Remuneration	9
SECTION SIX	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	10
6.1	Limitation of Liability	10
6.2	Indemnity	10
6.3	Advance of Costs	10
6.4	Limitation	11
6.5	Additional Circumstances	11
6.6	Insurance	11
SECTION SEVEN	MEMBERS	12
7.1	Membership Conditions	12
7.2	Transfer	12
SECTION EIGHT	MEETINGS OF MEMBERS	13
8.1	Annual Meetings	13
8.2	Special Meetings	13
8.3	Place of Meetings	13
8.4	Participation in Meeting by Electronic Means	13
8.5	Meeting Held by Electronic Means	13
8.6	Notice of Meetings	13
8.7	Meetings without Notice	14
8.8	Chair and Secretary	14
8.9	Persons Entitled to be Present	14
8.10	Quorum	14
8.11	Right to Vote	14
8.12	Proxies	15
8.13	Votes to Govern	15
8.14	Show of Hands	15
8.15	Ballots	15
8.16	Casting Vote	16
8.17	Adjournment	16

8.18	Action in Writing by Members	16
SECTION NINE	NOTICES	17
9.1	Method of Giving Notices	17
9.2	Computation of Time	17
9.3	Undelivered Notices	17
9.4	Omissions and Errors	17
9.5	Waiver of Notice	18
SECTION TEN	EFFECTIVE DATE AND REPEAL	19
10.1	Adoption, Amendment and Repeal of By-Laws	19
10.2	Effective Date	19
10.3	Repeal	19

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

SECTION ONE

INTERPRETATION

1.1 Definitions. In the By-laws, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“**Articles**” means the articles attached to the certificate of continuance of the Corporation, as from time to time amended or restated.

“**Board**” means the board of directors of the Corporation.

“**By-laws**” means this By-law and all other by-laws of the Corporation from time to time in force and effect.

“**Corporation**” means the corporation continued under the Act by the said certificate to which the Articles are attached, and named “THE ROTARY FOUNDATION (CANADA)”.

“**Meeting of Members**” includes an annual meeting of members and a Special Meeting of Members.

“**Special Meeting of Members**” includes a special meeting of all members entitled to vote at an annual meeting of members.

“**Special Resolution**” means a resolution passed by a majority of not less than two thirds of the votes cast on the resolution.

Except as provided above, words and expressions defined in the Act have the same meanings when used in the By-laws. Words importing the singular number include the plural and vice versa. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO

AFFAIRS OF THE CORPORATION

2.1 Registered Office. The registered office of the Corporation shall be in the province in Canada from time to time specified in the Articles, and at such location within such province initially as is specified in the notice thereof filed with the Articles and thereafter as the Board may from time to time determine.

2.2 Corporate Seal. The Corporation may, but need not, adopt a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board.

2.3 Financial Year. Until changed by the Board, the financial year of the Corporation shall end on the last day of June in each year.

2.4 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chair of the Board, president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal, if any, to any instrument requiring the seal.

2.5 Banking Arrangements. The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

2.6 Voting Rights in Other Bodies Corporate. The signing officers of the Corporation under Section 2.4 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for them. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE

DIRECTORS

3.1 Number of Directors. Until changed in accordance with the Act, the Board shall consist of not fewer than three and not more than the maximum number of directors provided in the Articles. The number of directors to be elected at any annual Meeting of Members shall be the number of directors then in office, unless the directors or members otherwise determine. If the members increase the number of directors, within the minimum and maximum number provided in the Articles or adopt an amendment to the Articles to increase the maximum number of directors, the members may, at the Meeting of Members at which they adopt the amendment, elect the additional number of directors authorized by the amendment.

3.2 Qualification. No person shall be qualified for election as a director unless such person is a member of a Rotary Club that is a member of Rotary International or if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt.

3.3 Election and Term. Directors shall be elected for a term of two years and shall be eligible for re-election of up to three further two year terms, for a maximum of eight years. Any director who has ceased to hold office for a period of at least two years may be re-elected and shall be eligible to serve a maximum of a further two two-year terms. Two of the directors to be elected shall be two of the Trustees of The Rotary Foundation of Rotary International as designated by such Trustees. The balance of the term of any director who resigns or is no longer able to act as a director may be filled by resolution of the remaining directors, provided they constitute a quorum, and a director so elected shall serve the balance of the term of the director ceasing to hold office and shall be eligible for re-election for up to four two-year terms. If an election of directors is not held at the proper time, the directors then in office shall continue in office until their successors are elected.

3.4 Consent. No person shall hold office as a director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within 10 days after the election, or acted as a director after the election.

3.5 Removal of Directors. Subject to the Act, the members may by ordinary resolution passed at a Special Meeting of Members remove any director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

3.6 Vacation of Office. A director ceases to hold office on death, on removal from office by the members, on becoming disqualified for election as a director, on receipt of a written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

3.7 Appointment of Additional Directors. If the Articles so provide, the directors may, within the maximum number permitted by the Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

3.8 Action by the Board. The Board shall manage or supervise the management of the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

3.9 Meeting by Means of Electronic Communication. Subject to the Act, if all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.10 Place of Meetings. Meetings of the Board may be held at any place in or outside Canada.

3.11 Calling of Meetings. Meetings of the Board shall be held from time to time at such time and at such place as the Board, the chair of the Board, the president, or any two directors may determine.

3.12 Notice of Meeting. Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section Nine to each director (a) not less than 7 days before the time when the meeting is to be held if the notice is mailed, or (b) not less than 48 hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any annual financial statements;
- (e) adopt, amend or repeal by-laws; or

- (f) establish contributions to be made or dues to be paid by members.

3.13 First Meeting of New Board. Provided a quorum of directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

3.14 Adjourned Meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

3.15 Regular Meetings. 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 shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

3.16 Chair. The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chair of the Board or president. If no such officer is present, the directors present shall choose one of such directors to be chair.

3.17 Quorum. The quorum for the transaction of business at any meeting of the Board shall consist of three directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

3.18 Votes to Govern. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.

3.19 Conflict of Interest. A director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such director shall not vote on any resolution to approve the same except as provided by the Act.

3.20 Remuneration and Expenses. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from the director's position as such, provided that a director may be reimbursed for reasonable expenses reasonably incurred in the performance of the director's duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

SECTION FOUR

COMMITTEES

4.1 Executive Committee. The Board, whenever it consists of more than six people, may from time to time elect from among its number an Executive Committee consisting of such number of members, not fewer than three, as the Board may by resolution determine. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as such member shall be a director. The Board may fill vacancies in the Executive Committee by election from among its number.

During the intervals between the meetings of the Board and subject to the Act and Section 4.2, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and supervision of the affairs of the Corporation in such manner as the Executive Committee shall deem in the interests of the Corporation in all cases in which specific directions have not been given by the Board.

Subject to the provisions of the By-laws and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not fewer than three of its members and may fix its own rules of procedure from time to time. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and such minutes shall be submitted to the Board at least annually.

Meetings of the Executive Committee may be held at the registered office of the Corporation or as specified in the notice calling the meeting. The Executive Committee may invite such other directors, officers and others as it may deem fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Corporation.

4.2 Other Committees of the Board. The Board may appoint other committees or other advisory bodies as it may deem necessary or appropriate for such purposes and delegate to any such committee or other body any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise, including authority to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any annual financial statements;
- (e) adopt, amend or repeal by-laws; or

- (f) establish contributions to be made or dues to be paid by members.

4.3 Transaction of Business. The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of such committee. If and whenever a vacancy shall exist on a committee, the remaining members may exercise all its powers so long as a quorum remains in office. Meetings of a committee may be held at any place in or outside Canada.

4.4 Quorum and Procedure. Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not fewer than three of its members, to elect its chair and to regulate its procedure.

4.5 Place of Meetings. Meetings of any committee of the Board may be held at any place in or outside Canada.

SECTION FIVE

OFFICERS

5.1 Appointment. The Board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office, except that the president may not hold the office of vice-president. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such officers powers to manage the activities and affairs of the Corporation, except those which pertain to items which, under the Act, an officer has no authority to exercise. Subject to Section 5.2, an officer may but need not be a director.

5.2 Chair of the Board. The Board may from time to time appoint a chair of the Board, who shall be a director. If appointed, the Board may assign to the chair any of the powers and duties that are by any provisions of this By-law assigned to the president. The chair shall have such other powers and duties as the Board may specify.

5.3 President. Subject to the authority of the Board, the president shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify.

5.4 Secretary. The Board may appoint a secretary, who shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, public accountants and members of committees of the Board. The secretary shall be the custodian of any corporate seal and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

5.5 Treasurer. The Board may appoint a treasurer, who shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board.

5.6 Powers and Duties of Officers. The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

5.7 Term of Office. The Board, in its discretion, may remove any officer of the Corporation. Each officer appointed by the Board shall hold office until a successor is appointed, the officer resigns, or the Board removes the officer, whichever occurs first.

5.8 Agents and Attorneys. The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

5.9 Conflict of Interest. An officer of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such officer shall not vote on any resolution to approve the same except as provided by the Act.

5.10 Remuneration. The officers may be paid such reasonable remuneration for their services as the Board may from time to time determine.

SECTION SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Limitation of Liability. All directors and officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director or an officer under the Act or otherwise, no director or officer shall be liable for:

- (a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;
- (e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or
- (f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

6.2 Indemnity. Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, 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 proceeding in which the individual is involved because of that association with the Corporation or such other entity.

6.3 Advance of Costs. The Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.2. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 6.4.

6.4 Limitation. The Corporation shall not indemnify an individual under Section 6.2 unless (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

6.5 Additional Circumstances. The Corporation shall also indemnify an individual referred to in Section 6.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

6.6 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.2 as the Board may from time to time determine.

SECTION SEVEN

MEMBERS

7.1 Membership Conditions. Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes. No individual shall be admitted to membership in the Corporation unless such individual is a member of a Rotary Club that is a member of Rotary International. The membership of the Corporation shall comprise at any time the members at such time of the Board and the Trustees of The Rotary Foundation of Rotary International and such other individuals as may be admitted to membership by the Board. Any member of the Board or of the Trustees of The Rotary Foundation of Rotary International who resigns, retires or otherwise ceases to hold such position shall *ipso facto* cease to be a member of the Corporation at that time. Each member shall be entitled to receive notice of, attend and vote at all Meetings of Members.

7.2 Transfer. Membership in the Corporation shall not be transferrable.

SECTION EIGHT

MEETINGS OF MEMBERS

8.1 Annual Meetings. Subject to the Act, the Board shall call an annual Meeting of Members (a) not later than 18 months after the Corporation comes into existence, and (b) subsequently, not later than 15 months after holding the last preceding annual Meeting of Members but no later than six months after the end of the Corporation's preceding financial year. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual Meeting of Members, electing directors, appointing a public accountant and for the transaction of such other business as may properly be brought before the Meeting of Members.

8.2 Special Meetings. The Board shall have power to call a Special Meeting of Members at any time.

8.3 Place of Meetings. Meetings of Members shall be held at the registered office of the Corporation or elsewhere in Canada if the Board shall so determine. A Meeting of Members may be held at a place outside Canada if the place is specified in the Articles or all the members entitled to vote at the Meeting of Members agree that the Meeting of Members is to be held at such place. A member who attends a Meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully held.

8.4 Participation in Meeting by Electronic Means. Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

8.5 Meeting Held by Electronic Means. If the directors or the members of a Corporation call a Meeting of Members pursuant to the Act, those directors or members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.

8.6 Notice of Meetings. Notice in writing of the time and place of each Meeting of Members shall be given in the manner provided in Section Nine not less than 21 days before the date of the Meeting of Members to each director, to the public accountant, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a Meeting of Members called

for any purpose other than consideration of the financial statements and public accountant's report and Board's report, election of directors and reappointment of the incumbent public accountant shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

8.7 Meetings without Notice. A Meeting of Members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such Meeting of Members being held, and (b) if the public accountant and the directors are present and waive notice of or otherwise consent to such Meeting of Members being held. At such a Meeting of Members any business may be transacted which the Corporation may transact at a Meeting of Members. If the Meeting of Members is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such Meeting of Members, shall also be deemed to have consented to the Meeting of Members being held at such place.

8.8 Chair and Secretary. The chair of any Meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of Members: chair of the Board, president, or a vice-president who is a member or represents a member. If no such officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the Meeting of Members.

8.9 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members, the directors, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with consent of the Meeting of Members.

8.10 Quorum. The quorum for the transaction of business at any Meeting of Members shall be three persons present in person, each being a member entitled to vote at Meeting of Members or a duly appointed proxyholder or representative for a member so entitled. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

8.11 Right to Vote. Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a member.

8.12 Proxies. At any Meeting of Members, members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed by the member or by their agent:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; or
 - (ii) with the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; and
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the Meeting of Members by way of a show of hands.

8.13 Votes to Govern. Unless the Act, the Articles or any By-law otherwise provides, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

8.14 Show of Hands. Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as provided in Section 8.15. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

8.15 Ballots. On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member

present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon such question.

8.16 Casting Vote. In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a ballot, the chair of the Meeting of Members shall not be entitled to an additional or casting vote.

8.17 Adjournment. The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

8.18 Action in Writing by Members. A resolution 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, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the public accountant in accordance with the Act.

SECTION NINE

NOTICES

9.1 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 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 (the “Intended Recipient”);
- (b) if delivered to the Intended Recipient’s recorded address, or in the case of notice to a director, to the latest address of such director 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) of the Act;
- (c) if mailed to the Intended Recipient’s recorded address by prepaid mail; or
- (d) if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient’s recorded address for that purpose, provided that any notice given in the form of an electronic document shall be 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 in accordance with Section 9.1(a), (b) or (c). A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered for dispatch. The secretary 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 secretary to be reliable.

9.2 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 day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

9.3 Undelivered Notices. If any notice given to a member pursuant to Section 9.1 is returned on two consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until informed in writing by the member of a new address.

9.4 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

9.5 Waiver of Notice. Any member, director, officer, public accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

SECTION TEN

EFFECTIVE DATE AND REPEAL

10.1 Adoption, Amendment and Repeal of By-Laws. Subject to the Articles and to Section 10.2, the Board may, by resolution, adopt, amend or repeal any By-law that regulates the activities and affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by resolution of the members. 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) of the Act where the amendment or repeal of such sections of the By-law is only effective when confirmed by the members.

10.2 Effective Date. This By-law shall become effective upon the issuance of a certificate of continuance continuing the Corporation under the Act.

10.3 Repeal. All previous By-laws are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (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 or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

This By-law No. NFP 1 was made by the Board of the Corporation on the 12th day of December, 2012 and was confirmed without variation by members of the Corporation on the 12th day of December, 2012 effective upon the continuance of the Corporation under the *Canada Not-for-profit Corporations Act*.



President



Director