

ONTABA™ By-Law

A by-law relating generally to the transaction of the affairs of Ontario Association for Behaviour Analysis

BE IT ENACTED as a by-law of Ontario Association for Behaviour Analysis as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions - In this by-law, unless the context otherwise requires:

- (a) “Act” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 and the regulations enacted pursuant to it and any statutes or regulations that may be substituted therefor, as from time to time amended;
- (b) “Board” means the board of directors of the Corporation;
- (c) “By-law” means this by-law and “By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (d) “Corporation” means Ontario Association for Behaviour Analysis, incorporated as a corporation without share capital under the Act by Letters Patent;
- (e) “declared incompetent” or “incapable”, in reference to Section 5.3(i), means a person who has been declared incompetent or incapable of managing their affairs by a court of competent jurisdiction or in respect of whom a certificate to that effect has been issued by a medical practitioner licensed to practice medicine in the Province of Ontario;
- (f) “Director” means a director of the Corporation described in Article 5;
- (g) “Director(s) at Large” means the directors at large of the Corporation;
- (h) “Letters Patent” means the letters patent incorporating the Corporation, as from time to time supplemented or amended by supplementary letters patent or articles of amendment and any restated articles of incorporation;
- (i) “Member” means a Voting Member or a Non-Voting Member or both, and “Members” means the collective membership of the Corporation;
- (j) “Non-Voting Member” means a non-voting member of the Corporation;
- (k) “Officer” means an officer of the Corporation;
- (l) “Past President” means the past president of the Corporation;
- (m) “President” means the president of the Corporation;
- (n) “President-Elect” means the president-elect of the Corporation;

- (o) “Secretary” means the secretary of the Corporation;
- (p) “Special Resolution” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;
- (q) “Student Representative” means the student representatives directors elected to the Board;
- (r) “Treasurer” means the treasurer of the Corporation;
- (s) “Treasurer-Elect” means the treasurer-elect of the Corporation; and
- (t) “Voting Member” means a voting member of the Corporation.

1.2 Interpretation - In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or one gender shall include the plural number or all genders, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations. The division of this By-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. References to an Article or Section are to the articles or sections specified in this By-law.

ARTICLE 2 GENERAL

2.1 Registered Office – Until changed by Special Resolution, the registered office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

2.2 Financial Year – The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

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

ARTICLE 3 MEMBERS

3.1 Membership – There shall be two classes of members of the Corporation: the Voting Members and the Non-Voting Members.

3.2 Voting Members –

- (a) Composition: The Voting Members shall be composed of:

- (i) **Full Members** - A Full member shall have completed a university or college degree or diploma in a related field. This will include the completion of a post-secondary education in a social science, psychology, health, education, or business-related program, where the expectation upon graduation will involve working with or helping others in a professional manner (such as psychology, behavioural science technology, nursing, social work, education, etc.) and shall be or have been employed in a professional capacity and applying Behaviour Analysis principles in a human service, educational, health, business or related service for a period of at least one year.
 - (ii) **Sustaining Members** – A Sustaining member will meet the requirements of a Full member and will be included in name on appropriate Corporation materials and documentation as determined by the Board.
 - (iii) **Emeritus Members** - A member Emeritus can be selected by the Board and must meet the requirements of a Full member.
 - (iv) **Student Members** - A Student member shall be currently registered in a full time university or college degree or diploma program in a related field (as previously outlined under 3.2(i)) and provide proof of registration at the time of application.
- (b) **Privileges:** The Voting Members shall be entitled to: (i) receive notice of and attend all meetings of the Members; (ii) vote on all matters put before the Members; and (iii) if otherwise qualified, stand for election as a Director.

3.3 Non-Voting Members –

- (a) **Composition:** The Non-Voting Members shall be composed of:
 - (i) **Affiliate Members** - An Affiliate member does not meet the requirements for Full or Student member but is interested in supporting the purposes of the Corporation.
- (b) **Privileges:** The Non-Voting Members shall be entitled to receive notice of and attend all meetings of the Members.

3.4 Withdrawal from Membership – Any Member may withdraw from the Corporation by providing a written notice of resignation to the Corporation. The resignation of a Member shall become effective at the time such resignation is delivered to the Board or at the time specified in the resignation, whichever is earlier. In the case of the withdrawal of a Member, a Member shall remain liable for payment of any dues or fees which became payable by such Member to the Corporation prior to the effective time of such Member’s resignation.

3.5 Removal of Member – A Member may be removed at any time by the Board by a resolution passed by the Directors present and entitled to vote at the meeting of the Board authorizing the removal of such Member, for any reason which the Board in its sole discretion deems to be in the interests of the Corporation, including, but not limited to, the following:

- (a) violating of any provision of the Articles or By-laws, or any policies or practices

- of the Corporation in effect from time to time; and
- (b) engaging in any conduct which may be detrimental to the Corporation, including its reputation.

3.6 Process for Removal - In the event that the Board determines that a Member should be removed from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of removal to the Member and shall provide reasons for the proposed removal. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is removed from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date or receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.7 Transferability and Termination of Membership – Membership in the Corporation shall not be transferable and the membership of a Member shall lapse and terminate on the earliest to occur of any one of the following events:

- (a) death of such Member;
- (b) the withdrawal or resignation of such Member in accordance with Section 3.4;
- (c) the removal of such Member in accordance with Section 3.5; or
- (d) the liquidation or dissolution of the Corporation.

3.8 Dues – Annual membership fees shall be fixed from time to time by resolution of the Board.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Place of Meetings of Members – Any meeting of the Members shall be held at the Registered Office of the Corporation or at any place within Ontario on such day and at such time as the Board may determine.

4.2 Annual Meeting of Members – An annual meeting of the Members shall be held not later than eighteen (18) months after the incorporation of the Corporation and thereafter, at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted,

- (a) the financial statements and the report of the auditor shall be presented to the Members;
- (b) vacancies on the Board shall be filled;
- (c) vacancies in Officer positions shall be filled; and
- (d) the auditor shall be appointed in accordance with Article 11 and the remuneration

of the auditor shall be fixed or the Board shall be authorized to fix such remuneration.

4.3 General Meeting of Members – Other meetings of the Members, the general nature of which shall be specified in the notice calling such meeting, may be convened by order of the Board or the President. In addition, the Board shall call a general meeting of Members upon the deposit, at the Registered Office of the Corporation, of a written requisition signed by not less than one tenth (1/10th) of the Voting Members. Such requisition shall set out the general nature of the business to be presented at the requisite meeting. In the event the Board does not call the meeting within twenty-one (21) days from the date of deposit of such requisition, any one of the Members who signed such requisition may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

4.4 Notice of Members' Meetings - Written notice of the time and place of any meeting of the Members shall be given by pre-paid mail or delivery not less than ten (10) days and not more than fifty (50) before the meeting is to take place to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members. Notice of a general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon. The Auditor of the Corporation is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive. The statutory declaration of either the President or Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

4.5 Meetings without Notice - Any meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Members, may transact.

4.6 Error or Omission in Notice - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.7 Adjournments - Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.8 Meetings by Teleconference - If the Corporation makes such a meeting possible, a meeting of the Members may be held by means of telephone, electronic, or other communication facilities to permit all persons participating in the meeting to communicate adequately with each other during the meeting. A Member participating in such a meeting by such means is deemed to be present in person at that meeting. At such meetings, the Corporation will provide a means for confidential voting.

4.9 Chair of Meetings - The President or, in their absence, the President-Elect, shall be the chair at each meeting of the Members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

4.10 Persons Entitled to be Present - The only persons entitled to attend meetings of Members shall be the Members, the Directors, the Auditor of the Corporation, and others who although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Members entitled to vote will have the right to vote at such meetings and the Members entitled to vote and the Auditor of the Corporation (on matters pertaining to the Auditor's duties) will have the right to speak at such meetings. Notwithstanding the foregoing, others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the meeting.

4.11 Quorum— A quorum for the transaction of business at any meeting of Members shall consist of 40 Members who shall be present in person. No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.

4.12 Proxy Voting – Voting by proxy is not permitted.

4.13 Voting – Unless the Act or the By-laws otherwise provide, each Voting Member present in person and in good standing shall, at all meetings of Members, be entitled to one vote on each question. No Member shall be entitled to vote at meetings of the Corporation unless such Member has paid all dues or fees, if any, then payable by such Member to the Corporation.

4.14 Votes to Govern - At any meeting of the Members, every question shall, unless otherwise required by the Act, the Letters Patent or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.

4.15 Show of Hands – Unless a Member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient 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 the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.16 Vote By Ballot – Prior to the chair of the meeting calling for a vote on a question, a Member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. The result of the vote by ballot shall be the decision of the Members upon the said question.

4.17 Casting Vote – In the case of an equality of votes at any meeting of Members, the chair of the meeting shall not have a second casting vote.

4.18 Resolutions in Writing – A resolution signed by all the Members entitled to vote on the matter is as valid as if it had been passed at a meeting of Members. Resolutions in writing

satisfy all the requirements of this By-law relating to meetings of Members and may be signed in counterpart. A copy of every such resolution shall be kept with the minutes of meetings of Members.

4.19 Special Business – All business transacted at a general meeting of the Members and all business transacted at an annual meeting of the Members is special business except for the following:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) a Special Resolution to have a review engagement instead of an audit or not have an audit or review engagement;
- (d) election of directors; and
- (e) reappointment of the incumbent Auditor or person appointed to conduct a review engagement.

4.20 Notice of Meeting – Special Business – Notice of a meeting of the Members at which special business is to be transacted must,

- (a) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and,
- (b) state the text of any special resolution to be submitted to the meeting.

ARTICLE 5 DIRECTORS

5.1 Number of Directors – Until changed by Special Resolution, there shall be at least nine (9) and no more than twelve (12) Directors.

5.2 Composition of the Board – There shall be three (3) categories of Directors:

- (a) the Officers of the Corporation set out in Section 7.2 elected by the Full, Sustaining and Emeritus Members from among the candidates nominated by either the Board or the Full, Sustaining and Emeritus Members;
- (b) up to five (5) Directors at Large elected by the Full, Sustaining and Emeritus Members from among the candidates nominated by either the Board or the Full, Sustaining and Emeritus Members;
- (c) two (2) Student Representatives, one of whom shall be the Undergraduate Student Representative and one of whom shall be the Graduate Student Representative, elected by the Student Members from among the candidates nominated by the Student Members. Only Student Members may be elected as the Undergraduate Student Representative; Student Members or Full Members may be elected as the Graduate Student Representative.

All nominations shall be made in accordance with any Board policy in place from time to time.

5.3 Qualification – In addition to meeting any applicable requirements set out in

Sections 5.2 (a) to (d), a Director must be an individual who:

- (a) is at least eighteen (18) years of age or older;
- (b) is not an undischarged bankrupt under the *Bankruptcy and Insolvency Act* (Canada);
- (c) is a Member;
- (d) in the case of the President or the President-Elect, is not a Student Member;
- (e) is a member of the Association for Behavior Analysis International or shall become a member within two (2) months of election to the Board;
- (f) is not a plaintiff in a lawsuit or an applicant in an application against the Corporation;
- (g) has not been dismissed as an employee of the Corporation or removed from the Board under the provisions of this By-law;
- (h) is not or has not been in the past twelve (12) months an employee of the Corporation;
- (i) is not or has not been in the past twelve (12) months the spouse of an employee of the Corporation;
- (j) within sixty (60) days of election to the Board provides the Corporation with a satisfactory Criminal Record & Judicial Matters Check, the cost of which will be reimbursed by the corporation;
- (k) has not been declared, incompetent or incapable; and
- (l) has not been declared an “ineligible individual” within the meaning of the *Income Tax Act* (Canada).

5.4 **Election and Term –**

- (a) Each individual elected to the Board, except the Student Representatives, and the Treasurer-elect shall be elected for a term expiring at the close of the second annual meeting following their election or until their successor is elected unless:
 - (i) any such Director was elected to complete the unexpired term of a former Director, in which case such Director shall be elected for the remainder of such term; or
 - (ii) prior to the annual meeting at which such individual is elected as a Director, the Board determines that, in the interests of providing for a staggered Board, the individual should be elected for a term expiring at the end of the first annual meeting following their election.
- (b) Each individual elected to the Board as a Student Representative shall be elected

for a term expiring at the close of the first annual meeting following their election.

- (c) Each individual elected to the Board as the Treasurer-Elect shall be elected for a term expiring at the close of the first annual meeting following their election.
- (d) If qualified, the President-Elect shall succeed to the office of President at the end of their term.
- (e) If qualified, the Treasurer-Elect shall succeed to the office of Treasurer at the end of their term.
- (f) If qualified, each individual elected to the Board who has completed a term of office as a “Specific Officer Position” as set out in section 7.2, shall be eligible for re-election; provided that no such individual may be elected to the same office for more than two (2) terms. For greater certainty, if the second annual meeting, following the date upon which an individual was elected as a Director is later than the second anniversary of the Director’s election, the Director may continue their term of office until such annual meeting.
- (g) An individual elected to the Board as a Student Representative may only serve for one year as a Student Representative. However, if qualified, such an individual shall be eligible for re-election to the position of Student Representative provided that no such individual may be elected for a term of more than four (4) consecutive years.

5.5 Removal – The Voting Members may, remove any Director before the expiration of such Director’s term of office at a general meeting, of which notice specifying the intention to pass such resolution has been given, and may, by a majority of votes cast at that meeting, elect any person in the place of a Director that has been removed for the remainder of the term of such Director, provided that such individual meets the requirements set out in Sections 5.2 and 5.3.

5.6 Vacation of Office – The office of a Director shall automatically be vacated:

- (a) upon such Director’s death;
- (b) upon such Director ceasing to be a Member;
- (c) in accordance with the terms of such Director’s resignation, effective at the time a written resignation is received by the President, or at the time specified in such resignation, whichever is later;
- (d) upon such Director becoming disqualified from being a Director under Sections 5.2 or 5.3;
- (e) upon such Director’s removal from office in accordance with Section 5.5; or
- (f) upon such Director’s failure to attend two (2) consecutive Board meetings, unless the Board passes a resolution permitting such Director to remain in office as a Director notwithstanding such absences.

5.7 Vacancies – If a quorum of the Directors as defined in Section 6.11 is then in office,

vacancies on the Board, howsoever caused, may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so; otherwise, any such vacancy shall be filled by resolution of the Members at a general meeting of Members. If, as a result of any vacancy on the Board, there is not a quorum of Directors as set by the Board, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancy.

5.8 Powers - The Board shall administer the affairs of the Corporation in all things and shall have the rights, powers and privileges of a natural person.

The Board shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to any officer or officers of the Corporation the right to make such expenditures on such terms and conditions as deemed appropriate.

The Board may appoint such agents and engage an Executive Director as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of agents and the Executive Director shall be fixed by the Board by resolution.

5.9 Committees - The Board may from time to time constitute such committee or committees as it deems necessary, and for such purposes and with such powers as may be prescribed by the Board, whose Members shall serve at the pleasure of the Board. Any such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. Any member of any such committee may be removed from such committee at any time at the discretion of the Board.

5.10 Declaration of Interest - It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest and to refrain from voting thereon in accordance with the Act.

5.11 Remuneration of Directors – Director positions are unpaid voluntary positions. Each Director shall be entitled to be paid reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses incurred in attending meetings of the Board, of any committee thereof, or of the Members or otherwise in connection with carrying out the activities of the Corporation.

5.12 Confidentiality - Every Director, officer of the Corporation and committee member shall respect the confidentiality of any matters brought before the Board or any committees of the Board in accordance with the law and any policy of the Board from time to time enacted.

ARTICLE 6 BOARD MEETINGS

6.1 Place of Meetings - Except as otherwise required herein or by law, the Board may hold its meetings either at the Registered Office of the Corporation or at any place within or outside Ontario as it may from time to time determine.

6.2 Number of Meetings - There shall be a minimum of two (2) meetings per year of the Board or such greater number of meetings as is determined, from time to time, by the Board.

6.3 Calling of Meetings - Board meetings may be formally called by the President, the Secretary or by any two (2) Directors.

6.4 Notice of Board Meetings - Notice of meetings of the Board shall be given by pre-paid delivery, telephone, email or other means of recorded electronic communication to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting unless the meeting is to approve a resolution:

- (a) to submit to the Members any question or matter requiring the approval of the Members;
- (b) to fill a vacancy among the directors or in the position of auditor or of a person appointed to;
- (c) to appoint additional directors;
- (d) to issue debt obligations except as authorized by the directors;
- (e) to approve any financial statements under section 83 of the Act;
- (f) to adopt, amend or repeal By-laws; or
- (g) to establish contributions to be made or dues to be paid, by Members.

The statutory declaration of either the Secretary or the President or any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

6.5 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such a regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following each annual meeting of the Members.

6.6 Meetings without Notice – A meeting of the Board may be held at any time and place without notice if all Directors are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Directors, may transact, provided that a quorum of the Board is present.

6.7 Adjourned Meetings – Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.8 Meetings by Teleconference – If all the Directors, either generally or in respect of a particular meeting, a meeting of the Board or of a committee of the Board may be held by means of conference call or telephone, that permit all persons participating in the meeting to communicate adequately with each other during the meeting. A Director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

6.9 Meeting by other Electronic Means – The Board may meet by other electronic means that permits all persons participating in the meeting to communicate adequately with each other, provided that the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; each Director has equal access to the specific means of communication to be used; and each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting. A Director participating in such a meeting by such means is deemed to be present at that meeting.

6.10 Chair of Meetings – The President or, in their absence, the President-Elect, shall be the chair at all meetings of the Board. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be the chair of the meeting.

6.11 Quorum – The quorum for the transaction of business at any meeting of the Board shall consist of a majority of Directors last set by the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

6.12 Voting – Subject to the Act, the Letters Patent and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director is entitled to exercise one vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect 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, and the result of the vote so taken shall be the decision of the Board upon the said question.

6.13 Casting Vote – In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote.

6.14 Resolutions in Writing – A resolution in writing signed by all of 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 duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Director or Directors and transmitted by email or other electronic communications to the Secretary shall be deemed to be duly signed by such Director or Directors.

6.15 Persons Entitled to be Present - The only persons entitled to attend meetings of the Directors shall be the Directors, the Auditor of the Corporation, and others who although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Directors and the Auditor of the Corporation (on matters pertaining to the Auditor's duties) will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the meeting.

ARTICLE 7 OFFICERS

7.1 Directors are the Officers – The Directors shall be the Officers of the Corporation.

7.2 Specific Officer Positions – The following Officers shall be elected by the Voting Members pursuant to Section 4.2(c): a President, a President-Elect, a Secretary, a Treasurer and a Treasurer-Elect.

7.3 President - The President shall preside at all meetings of the Members and of the Board. The President, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as specified by the Board.

7.4 Secretary - The Secretary shall be the secretary of all meetings of the Board, Members and committees of the Board and the Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal as well as all books papers, records, documents and other instruments belonging to the Corporation.

7.5 President-Elect – If the President is absent or is unable or refuses to act, the President-Elect, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.

7.6 Treasurer - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

7.7 Treasurer-Elect -The Treasurer-Elect succeeds to the office of Treasurer.

7.8 Powers and Duties of Other Officers - The powers and duties of all other officers shall be as the Board may specify.

7.9 Variations of Powers and Duties - The Board 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.

7.10 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.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation of Liability – Except as otherwise provided in the Act, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be 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 of the monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on such Director or officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director or officer's office or in relation thereto unless the same are occasioned by such Director or officer's own failure to act honestly and in good faith in the performance of their duties.

8.2 Indemnity – 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

- (a) 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; and
- (b) all other costs, charges and expenses that such Director or officer sustains or incurs, in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

except where such Director or officer failed to act honestly and in good faith in the performance of their duties.

8.3 Expenses Paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

8.4 Other Remedies Available and Enurement – Subject to applicable law, the indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding any office with the Corporation. The provisions of this Article 9 shall continue to apply to a person who has ceased to be a Director, or an officer, and shall inure to the benefit of the heirs, executors and administrators of all such Directors and officers.

8.5 Insurance – Subject to the Act and all other relevant legislation, the Corporation shall purchase and maintain insurance for each Director or officer of the Corporation against any liability incurred by such Director or officer, in their capacity as a Director or officer of the

Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 9 EXECUTION OF DEEDS AND BANKING

9.1 Signatories – The following are the only persons authorized to sign any document on behalf of the Corporation, other than in the usual and ordinary course of the Corporation's business:

- (a) any two (2) Directors; or
- (b) any individual or individuals appointed by resolution of the Board to sign a specific document or type of document or generally on behalf of the Corporation.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

9.2 Facsimile Signatures – The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

9.3 Banking – The banking business of the Corporation shall be transacted with such banks, trust companies or other financial institutions 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 or authorize.

9.4 Borrowing – Subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and
- (f) delegate to such one or more of the Directors or other individuals as may be designated by the Directors all or any of the powers conferred by this Section 10.4 to such extent and in such manner as the Board shall determine at the time of each delegation.

9.5 Board Delegation - From time to time, the Board may authorize any Director to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

9.6 Deposit of Securities for Safekeeping - The securities of the Corporation may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board, or if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such persons, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 10 NOTICE

10.1 Procedure for Sending Notices - Any notice required or permitted to be sent pursuant to the By-laws, shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Corporation and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including email, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which, or to which, notice is to be mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.

10.2 Undelivered Notices - If any notice given to a Member pursuant to Section 10.1 hereof is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

10.3 Error or Omission in Notice - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat even if:

- (a) by accident, notice was not given to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of the notice.

10.4 Computation of Time - In computing the date when notice must be given under any provision of the By-laws 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.

10.5 Waiver of Notice - Any Member, Director or auditor may waive any notice required to

be given under any provision of the Act, the Letters Patent, the By-laws or otherwise 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.

ARTICLE 11 AUDITOR

11.1 Auditor – The Members, at each annual meeting, shall appoint one or more Auditors to hold office until the close of the next annual meeting. If an appointment is not so made, the Auditor in office will continue in office until a successor is appointed.

11.2 The responsibilities of the Auditor or Auditors shall be:

- (a) to audit the financial statements of the Corporation; and
- (b) to report to the Members at each annual meeting on whether the financial statements of the Corporation are fairly presented in accordance with generally accepted accounting principles.

11.3 Qualification - The auditor shall not be a Director, officer or employee, or associated with a Director, officer of employee, of either the Corporation or of an affiliated corporation, unless all the Members have unanimously consented.

11.4 Remuneration - The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Board if it is authorized to do so by the Members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

ARTICLE 12 BY-LAWS

12.1 Procedure – The Directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of a matter referred to in section 103(1) (g), (k) or (l) of the Act which can only become effective when approved by the Members. For greater clarity the matters set out in those sections are as follows:


- (g) add, change or remove a provision respecting the transfer of a membership;
- (k) change the manner of giving notice to members entitled to vote at a meeting of members;
- (l) change the method of voting by members not in attendance at a meeting of the members.

The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

12.2 Effect of Repeal of By-laws - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, officers of the Corporation and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.

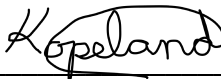
12.3 Effective Date – This By-law is in full force and effect as of January 15, 2024.

Approved by the Board on October 17, 2023.



Secretary

Approved by the Members on: January 15, 2024



Secretary