

**LESTER B. PEARSON COLLEGE OF THE PACIFIC
AND UNITED WORLD COLLEGES (CANADA) INC. –
COLLEGE DU PACIFIQUE LESTER B. PEARSON
ET COLLEGES DU MONDE UNI (CANADA) INC.**

BYLAWS ENACTED PURSUANT TO CONTINUANCE UNDER
THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*

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CANADA NOT-FOR-PROFIT CORPORATIONS ACT

BYLAWS

of the

LESTER B. PEARSON COLLEGE OF THE PACIFIC AND UNITED WORLD COLLEGES (CANADA) INC.

PART 1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Articles**” means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the Directors acting as authorized by the Articles and these Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (d) “**Board Resolution**” means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (e) “**Bylaws**” means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (f) “**Chair**” means a Person elected to the office of Chair in accordance with these Bylaws;
- (g) “**Core Members**” means those Persons who become members of the Corporation in accordance with section 2.3;
- (h) “**Corporation**” means the “LESTER B. PEARSON COLLEGE OF THE PACIFIC AND UNITED WORLD COLLEGES (CANADA) INC. – COLLEGE DU PACIFIQUE LESTER B. PEARSON ET COLLEGES DU MONDE UNI (CANADA) INC.”;
- (i) “**Director of Corporations Canada**” means the director of Corporations Canada as appointed in accordance with the Act;
- (j) “**Directors**” means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;

- (k) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Regulations, if any, permits all participants to communicate adequately with each other;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c. 1 as amended from time to time;
- (m) **“Meeting of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (n) **“Members”** means those Persons who are Core Members and Patron Members and who, in either case, have not ceased to be members;
- (o) **“Mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (q) **“Organization”** means an association, corporation, partnership or society;
- (r) **“Patron Members”** means those Persons admitted as members of the Corporation pursuant to section 2.4;
- (s) **“Person”** means a natural person;
- (t) **“Previous Bylaws”** means the Bylaws of the Corporation, as amended, in force prior to the date on which these Bylaws come into force in accordance with the Act;
- (u) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (v) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws;
- (w) **“Registered Address”** of a Member or Director means the address at which that Person may be contacted by the Corporation in writing, as recorded from time to time in the register of Members or the register of Directors;
- (x) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;
- (y) **“Special Resolution”** means:
 - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members;

1. of which the period of notice required by these Bylaws has been given, and which notice includes the text of the resolution, or
 2. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

1.2 *Canada Not-for-profit Corporations Act* Definitions

The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

PART 2. MEMBERSHIP

2.1 Admission to Membership

Subject to the Articles, there will be two (2) classes of voting membership in the Corporation, being Patron Members and Core Members. Membership in both classes will be restricted to those Persons who are eligible and become Members of such class in accordance with these Bylaws.

2.2 Membership not Transferable

Membership in the Corporation is not transferable by a Member.

2.3 Core Members

All Persons who, on the date the Corporation is continued under the Act, are directors of the Corporation as listed with the Director of Corporations Canada, are Core Members of the Corporation and each shall continue as a Core Member until his or her membership ceases in accordance with section 2.15.

Subsequently, any Person who becomes a Director of the Corporation in accordance with these Bylaws will automatically be a Core Member and each shall continue as a Core Member until his or her membership ceases in accordance with section 2.15.

2.4 Patron Members

Patron Members are those Persons who:

- (a) were Patron Members in accordance with the Previous Bylaws at the time immediately prior to the coming into force of this section; or
- (b) being eligible in accordance with these Bylaws, are appointed as such by the Board from time to time and accept such appointment in writing,

and who, in either case, have not ceased to be Members in accordance with these Bylaws.

2.5 Transition of Patron Members

A Person who was a Patron Member at the time immediately prior to the coming into force of this section shall continue as a Patron Member for a term of five (5) years, which term shall be renewable in accordance with section 2.9 or until his or her membership ceases in accordance with section 2.14.

2.6 Eligibility for Patron Members

A Person may be eligible to be appointed as a Patron Member if he or she:

- (a) is 19 years of age or older;
- (b) has, in the determination of the Board, a significant connection with the Corporation; and
- (c) is interested in advancing the purposes and supporting the activities of the Corporation.

The Board may establish policies to determine additional eligibility criteria for Patron Members.

2.7 Appointment of Patron Membership

The Board, in its sole discretion, may appoint an eligible Person as a Patron Member by Board Resolution. Once appointed by Board Resolution, a Person must accept the appointment in writing and provide same to the Corporation.

There shall be a maximum of 250 Patron Members at any time. Notwithstanding the foregoing, no Person may be appointed as a Patron Member if there are already 250 Patron Members.

2.8 Term of Patron Membership

A Person is a Patron Member on the date of the Board Resolution appointing him or her to such membership, or such other date as the Board Resolution may specify.

Once appointed by Board Resolution, a Person continues as a Patron Member for a renewable term of five (5) years, unless sooner ceasing in accordance with section 2.14.

For greater certainty, the term of a Patron Member will expire at the close of business on the last day of the fiscal year for the Corporation (as determined from time to time) in the fifth year of the Patron Members' term of membership.

2.9 Renewal of Patron Membership

A Patron Member may renew his or her membership in the last year of the current term of membership, and prior to its expiry, by completing and providing to the Corporation such form of renewal as may be established by the Corporation from time to time.

2.10 Dues

There will be no annual membership dues.

2.11 Standing of Members

All Members are deemed to be in good standing.

2.12 Obligations of Patron Membership

Every Patron Member will:

- (a) promptly notify the Corporation of any change that would affect his or her Registered Address;
- (b) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Directors from time to time; and
- (c) further and not hinder the purposes and activities of the Corporation.

2.13 Expulsion of Patron Member

A Patron Member may be expelled by a Board Resolution.

Notice of a Board Resolution to expel a Patron Member will be provided to the Member in question and accompanied by a brief statement of reasons for the proposed expulsion.

The Patron Member who is the subject of the proposed expulsion will be provided a reasonable opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered by the Directors.

2.14 Cessation of Patron Membership

A Person will cease to be a Patron Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon expiration of his or her term of membership, unless notice of renewal is provided in accordance with section 2.9;
- (c) upon becoming a Core Member;
- (d) upon failing to notify the Corporation of any change that would affect the Member's Registered Address within 90 days of such change;
- (e) immediately upon his or her expulsion; or

- (f) immediately upon his or her death.

2.15 Cessation of Core Membership

A Person will cease to be a Core Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated thereon;
- (b) immediately upon ceasing to be a Director in accordance with section 5.18; or
- (c) immediately upon his or her expulsion; or
- (d) immediately upon his or her death.

2.16 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.14 or 2.15, as the case may be.

PART 3. MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

A Meeting of Members will be held at a place in Canada that the Directors determine or a place outside Canada if all the Members entitled to vote at the meeting agree.

3.2 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.3 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of at least five percent (5%) of the Core Members or five percent (5%) of the Patron Members, as the case may be.

3.4 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.5 Waiver or Reduction of Notice Period

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing.

3.6 Entitlement to Notice of Meeting of Members

Notices of a Meeting of Members will be given to:

- (a) every Person shown on the register of members as a Member at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person is entitled to receive notice of a Meeting of Members.

3.7 Contents of Notice

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the special business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

3.8 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

3.9 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the preceding annual general meeting, but no later than six (6) months after the end of the Corporation's preceding financial year.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Special Business

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) consideration of the financial statements;
 - (ii) consideration of the Public Accountant's report;

- (iii) the election of Directors; and
- (iv) re-appointment of the incumbent Public Accountant.

4.2 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.3 Quorum

A quorum for a Meeting of Members is a majority of the current number of Core Members on the date upon which notice of the Meeting of Members is given.

4.4 Lack of Quorum

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 Loss of Quorum

If quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.6 Participation in a Meeting by Electronic Means

Any Person entitled to attend a Meeting of Members may, in accordance with the Act and the Regulations, if any, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility. A Person so participating in a meeting is deemed to be present at the meeting.

The Board may determine that any Meeting of Members may, in accordance with the Act and the Regulations, if any, be held entirely by Electronic Means.

4.7 Chair

The Chair of the Corporation will, subject to a Board Resolution appointing another Person, chair all Meetings of Members; but if at any Meeting of Members the Chair, or such alternate Person appointed by a Board Resolution, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

4.8 Alternate Chair

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

4.9 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.11 Ordinary Resolution Sufficient

Any issue at a Meeting of Members which is not required by these Bylaws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Member is entitled to one (1) vote.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot Voting will be by show of hands or voice vote recorded by the secretary of the meeting, provided that, at the request of any Member entitled to vote at the meeting, a secret vote by written ballot will be required.

4.14 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that complies with the requirements of the Act and the Regulations, if any.

4.15 Absentee Voting by Members

Absentee voting by Members (including proxy voting) is not permitted.

4.16 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members is valid and effectual as a resolution as if it had been passed at a Meeting of Members duly called and constituted and will be deemed to be a resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.17 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a proposal has been submitted.

4.18 Notice of Proposal

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 5. DIRECTORS

5.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these Bylaws and the Articles.

5.2 Management of Property and Affairs

The property and the affairs of the Corporation will be managed by the Board.

5.3 Composition of Board

The Board will be composed of no fewer than ten (10) and no more than twenty (20) Directors, each of whom will be elected by the Members in accordance with the Act.

At least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

5.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.5 Ineligible Person

A Person is not eligible to be a Director if he or she:

- (a) is less than 18 years of age; or
- (b) has been declared incapable by a court in Canada or elsewhere; or
- (c) is an undischarged bankrupt.

5.6 Director Need not be a Member

A Person need not be a Member to be eligible to be a Director.

5.7 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation

5.8 **Election of Directors** Directors will normally be elected by Ordinary Resolution at each annual general meeting at which an election of Directors is required and will take office commencing at the close of such meeting.

5.9 Term of Office

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be three (3) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term other than three (3) years, but not more than four (4) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected and will be deemed to expire at the close of the annual general meeting held in the last year of the Director's term.

5.10 Consecutive Terms

A Director may be elected for consecutive terms for a maximum number of three (3) terms.

5.11 Appointing Additional Directors

The Directors may, in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting.

5.12 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.13 Election by Secret Ballot

In elections where the number of candidates exceeds the number of vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.14 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.15 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.16 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.15.

5.17 Election of Less than Required Number of Directors

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.18 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- (b) in the case of a Core Member only, upon ceasing to be a Core Member in accordance with section 2.15;
- (c) upon his or her removal;
- (d) upon ceasing to be qualified pursuant to section 5.5; or
- (e) upon his or her death.

5.19 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. In accordance with such policies as the Board may establish, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

5.20 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

5.21 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Corporation as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Articles or these Bylaws.

5.22 Investment of Property and Standard of Care

The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

5.23 Investment in Mutual or Pooled Funds The property of the Corporation may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

5.24 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.25 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6. PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Corporation.

6.2 Attendance at Meetings

Subject to the Act, every Director is entitled to attend every meeting of the Board. No other Person is entitled to attend any meeting of the Board, but the Board may invite any Person to attend one or more meetings of the Board to advise or otherwise assist the Board.

6.3 Quorum

A quorum for a meeting of the Board will be a majority of the Directors currently in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act.

6.4 Chair of Meetings

The Chair of the Corporation will, subject to a Board Resolution appointing another Person, chair all meetings of the Board. If at any Board meeting the Chair or such alternate Person appointed by Board Resolution is not present within fifteen (15) minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.5 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.6 Calling of Meetings

A Director may at any time, and the secretary at the request of a Director will, convene a meeting of the Board.

6.7 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.8 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.9 Electronic Participation

One or more Directors may, in accordance with the Act and the Regulations, if any, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

6.10 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

6.11 Resolution in Writing

A Board Resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. COMMITTEES

7.1 Standing and Special Committees

The Board may, from time to time, create such standing and special committees as it deems necessary, provided that such committee will include at least one Director. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees.

7.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next

meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

PART 8. DUTIES OF OFFICERS

8.1 Officers

The officers of the Corporation are the Chair, vice-chair, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

8.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. With exception of Chair and vice-chair, officers need not be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

8.3 Removal of Officers

A Person may be removed as an officer by Board Resolution.

8.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Corporation and of the Board.

8.6 Duties of Vice-Chair

The vice-chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the vice-chair by the Board.

8.7 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Corporation and the Board;
- (b) the keeping of minutes of all meetings of the Corporation and the Board;
- (c) the custody of all records and documents of the Corporation, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Corporation.

8.8 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

8.9 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Corporation or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.10 Combination of Offices

Two or more offices may be held by one Director.

PART 9. EXECUTION OF INSTRUMENTS

9.1 **No Seal** The Corporation will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) the Chair, together with the secretary or the treasurer; or
- (b) any two Directors;

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10. BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

10.2 Restrictions on Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Board.

PART 11. AUDITOR

11.1 Appointment of Public Accountant The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

11.2 Failure to Appoint

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

11.3 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

11.4 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

11.5 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;
- (c) upon his, her or its removal in accordance with section 11.4; or

- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and these Bylaws.

11.6 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 11.4, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

11.7 Replacement to Request Statement from Incumbent The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within fifteen (15) days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

11.8 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

11.9 Audit of Financial Statements

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

11.10 Report to Members

After conducting an audit engagement, the Public Accountant will report to the Members in the manner required by the Act.

PART 12. NOTICE

12.1 Method of Giving Notice Except as otherwise provided in the Act or these Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or

- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

12.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day it reaches the electronic mail address that the Member has designated for the purpose of receiving notices.

12.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 13. MISCELLANEOUS

13.1 Examination of Records The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours:

- (a) the Articles and the Bylaws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the minutes of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;

- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on upon reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

13.2 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.3 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 14. INDEMNIFICATION

14.1 Indemnification of Directors and Officers Subject to the provisions of the Act and these Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

14.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

14.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 14.3.

14.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or these Bylaws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

14.6 Purchase of Insurance

The Corporation will purchase and maintain insurance for the benefit of all Directors and officers and may purchase and maintain insurance for the benefit of other individuals who act at the Corporation's request, against personal liability incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request as a Director, an officer or in a similar capacity of another entity.

PART 15. BYLAWS

15.1 Entitlement of Members to copy of Articles and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Articles and Bylaws of the Corporation.

15.2 Special Resolution to Alter Articles or Bylaws

The Articles or these Bylaws, or both of them, may be amended, added to or repealed by Special Resolution.

15.3 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within twelve (12) months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

15.4 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

These Bylaws adopted on amalgamation effective July 1, 2014 and amended by special resolution on November 27, 2014.