

TORONTO PEOPLE WITH AIDS (PWA) FOUNDATION

BYLAWS

Approved and Effective as of

September 24, 2019

**Toronto People With AIDS (PWA) Foundation
BYLAWS
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BYLAW NUMBER ONE

BE IT ENACTED as a bylaw relating to the conduct of the affairs of the TORONTO PEOPLE WITH AIDS (PWA) FOUNDATION as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this bylaw and all other bylaws and resolutions of the Corporation, unless the context otherwise specifies or requires:

“**Act**” means the Corporations Act, R.S.O. 1990, c. C. 38 or successor legislation, if proclaimed in Ontario, governing non-share corporations, as amended from time to time and any statute that may be substituted therefore and, in the case of any such substitution, any references in the bylaws to provisions of the Act will be read as references to the substituted provisions therefore in such statute.

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

“**Bylaw**” and, collectively, “bylaws”, means any or more bylaws of the Corporation from time in force and effect;

“**Corporation**” means the TORONTO PEOPLE WITH AIDS (PWA) FOUNDATION, an Ontario non-share capital corporation, amalgamated under the Act;

“**Directors**” means those persons who are Directors of the Corporation, and a “Director” means any one of them;

“**Documents**” includes deeds, mortgages, hypotheses, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;

“**Enactment**” means the formal enactment of this bylaw;

“**Letters Patent**” means the letters patent dated May 11, 1987 and any supplementary letters patent;

“**Meetings of the Members**” means the annual and special meetings of the Corporation and “Meetings of the Members” means any such meeting;

“Members” means the applicants for incorporation and those Persons who have become Members of the Corporation in accordance with these bylaws and have not ceased to be Members, and a “Member” means any one of them;

“Organization” includes an association, club, company, corporation, group, institution, not-for-profit organization or society;

“Ordinary Resolution” means: i) a resolution passed by the Members by a simple majority of the votes cast in person at a Meeting of the Members; or ii) a resolution that has been submitted to the Members and consented to in writing by all of the Members who would have been entitled to vote on the resolution in person at the Meeting of the Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of the Members;

“Person” means a natural person;

“Personal Services Contract” means an agreement or arrangement under which an individual directly provides personal services to the Corporation in exchange for non-nominal compensation or remuneration;

“President” means the President of the Corporation;

“Special Resolution” means, in accordance with the Act, a resolution passed by the Board and confirmed with or without variation by at least 67% of the votes of those Members who, being entitled to do so, vote in person; or at a meeting of the Members duly called for that purpose or, in lieu of confirmation, by the consent, in writing, of all Members of the Corporation.

1.2 **Interpretation**

This bylaw and all other bylaws and resolutions of the Corporation shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) All terms which are contained but not defined in the bylaws and resolutions of the Corporation and which are defined in the Act shall have the meaning given to those terms in the Act;
- (b) Words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and number or aggregate of persons;
- (c) The headings used in the bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions of the bylaws or to be deemed in any way to clarify, modify or explain the effect of any those terms or provisions;

- (d) The Act includes the regulations made under the Act, as amended from time to time, and every statute or regulations that may be substituted therefore and, in the case of that substitution, any references in the bylaws to provisions of the Act will be read as references to the substituted provisions therefore in the new statute, statutes or regulations, as the case may be; and
- (e) If any provision contained in a bylaw is inconsistent with any provision contained in the Letters Patent, the provision contained in the Letters Patent shall prevail.

2. HEAD OFFICE

The head office of the Corporation shall be in the City of Toronto, in the Province Of Ontario (subject to change by Special Resolution) and at that place within the City of Toronto where the head office is from time situated as the Board may from time to time by resolution fix.

3. CORPORATE SEAL

The seal of the Corporation shall be that as the Board may from time to time by resolution approve.

4. BOARD OF DIRECTORS

4.1 Duties

The affairs of the Corporation shall be managed by the Board who may exercise all powers and do all Acts and things as may be exercised or done by the Corporation that are not by the bylaws or by statute expressly directed or required to be done in some other manner.

4.2 Qualifications

Every Director shall:

- (a) Be at least eighteen (18) years of age;
- (b) Become a Member before standing for election and remain a Member of the Corporation during their term of office;
- (c) Not be an undischarged bankrupt;

- (d) Not be an employee of the Corporation, and not have served as an employee of the Corporation in the two (2) years immediately preceding their nomination as Director.

4.3 Composition of the Board of Directors and Quorum

The numbers of Directors shall be a minimum of (five) 5 and a maximum of 15 (fifteen), of whom a significant and appropriate number shall be HIV positive. The majority of Directors shall be a quorum (defined as 50% plus 1 (one)) for the transaction of business. Notwithstanding vacancies the remaining Directors may act if constituting a quorum. Directors must be Members of the Corporation.

4.4 Election and Term

- (a) **Election of Directors:** The Directors of the Corporation will be elected at the Annual General Meeting and will take office commencing at the close of such meeting.
- (b) **Term of Office:** Elections for Directors will be normally held at each Annual General Meeting and the term of office of Directors will normally be three (3) years. Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director elected shall hold office until the third annual meeting after the election. Board composition is as such to ensure that there is continuity of the Board of Directors over time. Directors can be appointed for a minimum of 1 year to ensure continuity and to fulfill required skill and expertise across the Board.
- (c) **Consecutive Terms and Limits.** Directors may be elected for two consecutive terms for no more than six (6) consecutive years. An Appointed Director may serve for no more than six (6) consecutive years after the Annual General Meeting at which they are elected as a Director.

4.5 Removal of Directors

The Members may remove a Director before the expiration of such Director's term of office by resolution passed by at least two thirds (67%) of the votes cast thereon at a meeting of the Members called for the purpose. Notice of the intention to remove the Director must be provided in advance as per Section 10.3. The Members may remove any Director before the expiration of their term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the Director who has been removed. Removal of a Director may occur if a Person no longer meets the Qualification in Section 4.2.

4.6 Cessation of Director

A Person will automatically cease to be a Director:

- (a) Upon the date which is the later of the date of delivery their resignation in writing to the President of the Board or to the Address of the Corporation and the effective date of the resignation stated therein;
- (b) Upon the conclusion of their term;
- (c) Upon their removal; or
- (d) Upon their death.

4.7 Vacancies

Any mid-term vacancy or vacancies on the Board may be filled by the Board of Directors. In the case of any vacancy, however caused, among the five (5) to eleven (11) Directors elected pursuant to Section 4.4 hereof or their successors, the remaining Directors entitled to the vote pursuant to this bylaw or any other bylaw of the Corporation shall use reasonable efforts to appoint replacements within sixty (60) days of the occurrence of the vacancy, unless the vacancy occurs within 60 days before the Annual General Meeting, in which event the replacement Director will be elected by the membership.

5. MEETINGS OF DIRECTORS

5.1 Calling of Meetings

Meetings of the Board of Directors shall be held from time to time at the call of a majority of the Board or of the President. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be required if all the Directors are present, or if those absent waive notice or otherwise signify their consent to such meeting being held.

5.2 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board of Directors may without notice hold its first meeting immediately following an annual meeting of Members or another meeting of members in which director elections are held.

5.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director after being passed, but no other notice shall be required for any such regular meeting.

5.4 Place of Meeting

Meetings of Board of Directors shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or any absent directors consent, at some place outside Ontario.

5.5 Chairperson

The President will normally serve as the Chairperson of meetings of the Board of Directors. In the absence of the President, a Director designated by the President, shall be Chairperson of the meeting. If the President or the Chairperson is, or is perceived to be, in a conflict of interest, then the Directors present shall choose one of the remaining Directors to be the Chairperson of that meeting.

5.6 Votes to Govern

The Board of Directors will strive to achieve consensus for decision making. In the event of a called vote, a question shall be decided by a majority of the votes cast by Directors in attendance at the meeting upon the question. In case of an equality of votes, a second vote on the question shall be called, and the Chairperson of the meeting shall not be entitled to a second vote.

5.7 Conflict of Interest

Conflict of Interest. A Director may not enter into a Personal Services Contract with the Corporation. A Director or officer who has, or may have, an interest in a strategic, contractual or transactional, material or otherwise with the Corporation, whether made or proposed, will declare their interest to the Corporation the nature and extent of their interest in the contract or transaction. Such Director or officer will be counted towards quorum at a meeting of the Council at which the contract or transaction is considered but shall not be entitled to vote on the contract or transaction.

5.8 Remuneration

Directors shall serve without remuneration.

5.9 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

5.10 Reimbursement of Expenses

The Directors are eligible to be reimbursed for their travel and other expenses properly incurred by them in attending meetings of the Board or of the Members.

5.11 Executive Committee

The Board may elect from its number an Executive Committee consisting of not fewer than three (3) Directors, which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board.

5.12 Other Committees

The Board may, by resolution create one or more other committees which may but need not include members of the Board. Until otherwise provided, the President shall be a member ex officio of all committees. Other committees created by the Board shall be given written terms of reference by the Board.

6. POWERS OF DIRECTORS

6.1 Power to Administer

The Directors shall ensure the management of the activities and affairs of the Corporation. Directors shall make or cause to be for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by law and its Articles or otherwise authorized to exercise and do.

6.2 Policies and Procedures

The Directors may establish, enact, prescribe, alter or revoke policies and procedures relating to the management and operation of the Corporation as they deem expedient, provided that such policies and procedures are not inconsistent with these Bylaws.

6.3 Fiscal Authority

- (a) **Fiscal Year:** The Board shall establish the fiscal year of the Corporation.
- (b) **Annual Review of Financial Affairs:** The Board shall ensure an annual review engagement report or an audit of the Corporation's financial affairs, as required by The Act, is:
 - i. received annually by the Board, and
 - ii. presented annually to its Members for approval as required by the Act.

Members shall, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting. The Corporation will present the annual financial statements at the annual meeting. Copies will be made available prior to the annual meeting on the Corporation website or by alternate electronic means approved by the Board.

- (c) **Control and Management:** All property and financial assets of the Corporation shall be subject to the control and management of the Board.

6.4 Appointment of Agents

The Directors may appoint agents and engage such agents as they deem necessary from time to time and such persons will have such authority and will perform such duties as will be prescribed by the Directors at the time of such appointment.

6.5 Remuneration of Agents

The remuneration of all agents shall, subject to other provisions of this bylaw, be fixed by the Board by resolution upon recommendation of any officer of the Corporation when that power is delegated under this bylaw or by resolution.

6.6 Authority of Executive Director

The Directors shall have authority over the recruitment, hiring, remuneration, termination, granting of leaves of absence, and such requirements of the Executive Director of the Corporation.

6.7 Borrowing Power

The Directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell pledge, or hypothecate debt obligations of the Corporation;

- (c) Mortgage, hypothecate, pledge or otherwise create security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;

Provided that, except where the Corporation borrows on the security of its real or personal property or borrows for the purpose of purchasing real property, its borrowing power shall be limited to borrowing money for current operating expenses.

From time to time, the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan, and as to the security to be given for the borrowed amounts, with power to vary or modify those arrangements, terms and conditions and to give any additional security as the Board may authorize and generally, to manage, transact and settle the borrowing of money by the Corporation.

The powers conferred in this Bylaw shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing Bylaw.

6.8 Fund Raising and Acceptance of Grants

The Directors will take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.

Investment of Property and Standard of Care. In investing the funds of the Corporation, the Directors 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.

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

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.

7. OFFICERS

7.1 Election of Officers

All officers must be Directors. All officers will be elected by Directors of the Board. Each elected officer will hold office until the first meeting of the Board. Elections for Officers will be held prior to each Annual General Meeting and the term of office will normally be one (1) year. Officers shall be elected to fill the positions of those Officers whose term of office has expired and each Officer elected shall hold office until the first annual meeting after the election. Officer composition is as such to ensure that there is continuity of the Board of Directors over time.

Consecutive Terms and Limits. Officers may be elected for consecutive terms, within the provisions of their term of appointment as a Director.

7.2 Secretary and President Required

The Directors will elect a Secretary and President and may appoint and remove such other officers of the Corporation as they deem necessary and determine the duties, responsibilities of all officers.

The Offices of Secretary and Treasurer may held by one person who will be known as the Secretary-Treasurer.

7.3 Removal of Officer

A Person may be removed as an Officer by an Ordinary Resolution by the Directors.

7.4 Replacement

Should the President or any other Officer for any reason not be able to complete their term, the Directors will remove such Officer from their office and elect a replacement as soon as possible.

7.5 Election of President

The Board shall annually elect a President from its Directors.

7.6 Appointment of Other Officers

The Board shall annually elect a Secretary and may appoint one or more Vice-Presidents, a Treasurer and such other Officers as the Board may determine.

7.7 President

The President shall have the strategic oversight of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Board and to settle the terms of employment and remuneration, subject to the authority of the Board.

The President will be responsible for:

- (a) Administering the activities and affairs of the Board;
- (b) Supervising the other Officers in the execution of their duties;
- (c) Supervising the Executive Director of the Corporation;
- (d) Presiding over Meetings of the Members and meetings of the Board; and
- (e) Acting as the spokesperson and representative for the Corporation.

7.8 Vice-President

During the absence of the President, their duties shall be performed and their powers exercised by the Vice-President or, if there are more than one, the Vice-Presidents in order of seniority.

7.9 Secretary

The Secretary will be responsible for ensuring:

- (a) The issuance of notices of meetings of the Corporation and the Board;
- (b) Adherence to the bylaws of the Corporation;
- (c) The custody of all records of the Board and documents of the Corporation;
- (d) The maintenance of the register of Members;
- (e) The conduct of the correspondence of the Corporation; and
- (f) The conduct of the seal of the Corporation.

7.10 Treasurer

The Treasurer is the financial steward of the Corporation. The Treasurer will be responsible for:

- (a) Having such powers and perform such duties as are usually vested in the office of Treasurer.
- (b) Having such other powers as are assigned to the Treasurer from time to time by the Board;
- (c) Making recommendations to the Board concerning all aspects of the financing of the Corporation;
- (d) Receiving, examining and presenting to the Board the financial statements and budgets of the Corporation
- (e) Ensuring the reporting of financial statements to the Directors, Members and others, when required.

7.11 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of engagement call for or as the Board or the President may prescribe.

7.12 Variations of Duties

From time to time the President may add to the duties of any other officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any officer.

8. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation of Liability

Except as otherwise provided in the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer, employee or agent or, for joining in any receipt or other act for conformity, or for any loss or damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or, for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or, for any loss or damage arising from the bankruptcy, insolvency or tortuous acts person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on their

part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by or their own wilful neglect or default; provided that nothing in this Bylaw shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

8.2 Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) All costs, charges whatsoever which that director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of the office or in respect of any such liability; and
- (b) All costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except, in any case, those claims, demands, causes of action, costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw to the extent permitted by the Act or law.

8.3 Validity of Actions

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to that act or proceeding or the qualification of that Director or Board or Directors.

8.4 Liability Insurance

The Corporation may purchase and maintain insurance, out of the funds of the Corporation, for a director or officer of the Corporation against any liability incurred by the Director or officer, in the capacity as a Director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation, if:

- (a) The Corporation complies with the Charities Accounting Act or a regulation made thereunder that permits the purchase; or
- (b) The Corporation, or a Director or officer of the Corporation, obtains a court order authorizing the purchase.

9. MEMBERS

9.1 Members

Members of the Corporation shall consist of those persons who declare that they support the mission, vision, and values of the Corporation and who are interested in furthering the objectives of the Corporation; who are not in default of payment of any dues or fees and who are not employees of the Corporation. The roster of members shall be presented annually to the Board for approval within 30 days of the Annual General Meeting.

9.2 Term

Membership in the Corporation shall be for one (1) year, or such period as the Board may determine at its sole and absolute discretion. Membership shall be renewed annually by the payment of membership dues within 30 days of the Annual General Meeting and declaration in writing that the Member supports the mission, vision and values of the Corporation, and are interested in furthering the objectives of the Corporation.

9.3 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

9.4 Resignation

Members may resign by resignation in writing, which shall be effective from the date of the resignation. In the case of resignation, a Member, shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to of the Member's resignation.

9.5 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist on the earliest to occur of:

- (a) Death of the Member;
- (b) The Member's period of membership (if any) expiring; or
- (c) The Member ceasing to be a Member by resignation or otherwise in accordance with the bylaws, including those who are in default of payment of any dues.

9.6 Removal in Certain Circumstances

The Board may by resolution passed by at least two-thirds (67%) of the votes can remove a Member from the register of Members of the Corporation and, after that removal, the person shall cease to be a Member of the Corporation.

The Members, by resolution passed by at least two-third (67%) of the votes cast by the Members at a general meeting of which notice specifying the intention to pass such resolution has been given, may terminate the membership of any Member of the Corporation.

9.7 Rules and Regulations

The Board may enact rules and regulations relating to the rights and obligations of the Members, but those rules and regulations shall not conflict with or be inconsistent with the bylaws or Letters Patent.

9.8 Membership Dues

There shall be dues or fees payable by Members as are from time to time fixed by approval of the Board, which approval shall become effective only when confirmed by a vote of the Members at an annual or general meeting of the Members.

The Secretary shall ensure that Members are notified of the dues or fees at any time payable by them and, if any are not paid within thirty-one (31) days of the date of the notice, the Members in default shall then automatically cease to be Members, but those defaulting Members may, on payment of all unpaid dues or fees, be reinstated by majority vote of the Board. In the case of financial hardship of any Member, the Corporation at its discretion, can waive any dues or fees payable by that Member for a period of time as deemed appropriate.

10. MEMBERS MEETINGS

10.1 Annual Meeting

The annual Meeting of the Members shall be held within fifteen months of the previous Annual General Meeting, and may be held within 6 months of the end of the previous fiscal year, at any place within Ontario as the Directors may by resolution determine or, in the absence of that determination, at the place where the head office of the Corporation is located for the purpose of:

- (a) Hearing and receiving the reports and statements required by the Act to be read at and laid before the Members of a corporation at an annual meeting;
- (b) Electing those Directors to be elected at the annual meeting;
- (c) Appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration;
- (d) Reviewing the financial statements and the report of the auditor brought before the annual meeting; and
- (e) Transacting special business may be properly brought before the meeting by Members by giving notice to the President or Vice-President, at least twenty (20) days prior to the meeting, which notice shall set out the particulars of any such other business.

10.2 General Meetings

Other meetings of the Members may be convened by order of the President or Vice-President or by the Board at any date and time and at any place within Ontario or, in the absence of that determination, at the place where the head office of the Corporation is located. The Board must call a general meeting of Members at the written request of at least one-tenth (1/10) of the total number of Members at the date of the written request.

10.3 Notices of Meetings of the Members

- (a) At least thirty (30) days written notice of the time and place of a Meeting of the Members shall be given to each Member of any Meeting of the Members. Member of any annual, special or general meeting of Members; provided that in the case of a new Member, no such notice shall be required to be given unless a new Member has registered with the Corporation and paid all required dues and fees at least thirty-one (31) days prior to the meeting.

- (b) Notice of any meeting where special business will be transacted shall (i) contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken, and (ii) state the text of any Special Resolution. For purposes of this section, all business transacted at any Meeting of the Members, except the business in 10.1 (a)-(d), is “special business”.
- (c) Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements and report of the public accountant are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and report free of charge at the registered office or by prepaid mail.
- (d) Notice of each meeting of Members may remind the Members that the Members have the right to vote by proxy.

10.4 Waiver of Notice

The Directors may at any time in any manner waive notice of a meeting of the Members and may ratify, approve and confirm any or all proceedings.

10.5 Omission of Notice

No error or omission in giving notice of any Meeting of the Members, whether annual, special or any adjourned meeting, will invalidate such meeting or make void any proceedings taken thereat.

10.6 Quorum

A quorum at any meeting of Members shall be twenty (20) Members present in person or by proxy at a Meeting of the Members will constitute quorum.

10.7 Chairperson of the Meeting

The President will, subject to a Board Resolution appointing another Person, chair all Meetings of the Members; but if at any Meeting of the Members the President, or such alternate Person appointed by a Board Resolution, is not present at the time appointed for the meeting or requests that they not chair that meeting, the Members present may choose one (1) of their number to chair that meeting.

Alternate Chair. If a Person presiding as chair of a Meeting of the 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.

10.8 Adjournment

A Meeting of the 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.

Notice of Adjournment. If the meeting is adjourned: (a) for less than thirty-one (31) days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or (b) by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment will be given as if for an original meeting. Such adjournment may be made notwithstanding that no quorum is present.

10.9 Votes

Entitlement to Vote. A Member in good standing is entitled to one (1) vote on every question at a Meeting of the Members.

Voting by Proxy. Votes at any Meeting of the Members may be given personally, or by proxy, by a Person who is authorized in writing by such Member to represent them at the meeting in question or at Meetings of Members generally. A proxy will be in writing and will be executed by the Member, the Member's attorney or, the Member's authorized representative.

Decisions by Show of Hands, Secret Ballot., Voting will be by show of hands recorded by the Secretary of the meeting, except that, at the request of any Member present at the meeting, a secret vote by written ballot will be required.

10.10 Resolution/Bylaws

Any resolutions signed by all the Members entitled to vote is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. In addition, any Bylaw passed at any time during the Corporation's existence may, in lieu of confirmation at a general meeting, be confirmed in writing by all the Members.

11. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation will be signed in accordance with the Corporation's policy. The Board will have power from time to time by resolution to appoint any officer or officers or any Person or Persons to sign contracts, documents and instruments in writing on behalf of the Corporation. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as provided above or by any officer or officers, person or persons, appointed as provided above by resolution of the Board.

12. BOOKS AND RECORDS

The Board will see that all necessary books and records of the Corporation required by the Bylaws or by any applicable statute or law are regularly and properly kept.

Access to Corporation Documents. The documents, including the books of account, of the Corporation and the minutes of meetings of the Corporation and the Board will be open to inspection by any Director. Any Member in good standing is entitled, upon reasonable notice to the Corporation, to inspect the minutes of any Meeting of the Members, as well as any Ordinary Resolution or Special Resolution passed by the Members, but except as permitted by the Act, no Member is entitled or has the right to inspect any other document of the Corporation.

12.1 Services

Any notice or other document required by the Act, the Letters Patent or the By-Laws to be sent to any Member or director or the auditor shall be delivered personally or sent by prepaid mail or by facsimile to that Member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address is recorded, then to the last address of that Member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

13. BYLAWS

Amendment of Bylaws. Any provision of these Bylaws not embodied in the Articles may be amended or repealed, or a new bylaw enacted, by a majority of the Directors at a meeting of the Board and sanctioned by a Special Resolution of the Members of the Corporation.

14. DISSOLUTION

In the event the Corporation dissolves, after payment of liabilities, all assets or the objects. The Board will determine the distribution of assets.

15. PUBLIC ACCOUNTANT

Appointment of Public Accountant. The Members will, at each annual meeting, appoint a public accountant to audit the accounts of the Corporation for report to the Members at the next annual meeting. The public accountant will hold office until the next annual meeting provided that the Directors shall immediately fill any vacancy in the office of the public accountant that may occur during the financial year. The remuneration of the public accountant will be fixed by the Corporation.

If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Corporation. The Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in the auditor's stead for the remainder of the term.

16. FINANCIAL YEAR

The financial year of the Corporation will commence on the 1st day of April and terminate on the 31st day of March in each year.

17. EFFECTIVE DATE

This By-Law shall come into force without further formality upon Enactment.

ENACTED as of the 24th day of: September, 2019



Chair



Secretary (Interim)