

ONTARIO RECREATION FACILITIES ASSOCIATION INC.

By-law No. One

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ONTARIO RECREATION FACILITIES ASSOCIATION INC.

BY-LAW NO. ONE

A by-law relating generally to the transaction of the business and affairs of Ontario Recreation Facilities Association Inc. (the "Corporation").

PART 1 - INTERPRETATION

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

"Act" means the *Corporations Act (Ontario)*, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

"board" means the board of directors of the Corporation;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"general meeting of members" means a meeting of all members of the Corporation;

"letters patent" means the letters patent dated September 8, 1951 incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent including supplementary letter patent dated November 14, 1990;

"meeting of members" includes an annual meeting of members and a general meeting of members of the Corporation;

"officer" means a person appointed or elected to an office pursuant to Part 7;

"Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.4 or by a resolution passed pursuant thereto; and

"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 meeting of members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.

1.2 **Interpretation.** This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;
- (b) words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- (c) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 **Letters Patent.** If any of the provisions contained in the by-laws are inconsistent with those in the letters patent, the provisions contained in the letters patent shall prevail.

PART 2 - TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **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 such place within the municipality in Ontario where the head office is from time to time situate as the board may fix from time to time.

2.2 **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 **Financial Year.** Until changed by the board, the financial year of the Corporation shall end on the 31st day of December in each year.

2.4 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the President, President-Elect and Chief Administrative Officer of the Corporation. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal (if any) to any instrument. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.5 **Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations 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 prescribe or authorize from time to time.

PART 3 - DIRECTORS

3.1 Number of Directors and Powers. The affairs of the Corporation shall be managed by a board of nine (9) directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of directors shall be approved by special resolution.

3.2 Qualifications. Every director shall:

- (a) be 18 or more years of age;
- (b) be a member of the Corporation or shall become a member of the Corporation within 10 days after the director's election or appointment;
- (c) not be an undischarged bankrupt nor a mentally incompetent person; and
- (d) ordinarily resident in the Province of Ontario.

3.3 Election and Term. The directors' term of office (subject to the provisions, if any, of the letters patent) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting next following or until their successors shall have been duly elected or appointed whichever comes first.

Directors shall be elected by the members at the annual general meeting.

Retiring directors shall be eligible for re-election to the board if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed.

3.4 Vacancy in Office. The office of a director shall be automatically vacated upon the occurrence of any of the following events:

- (a) if the director does not become a member within 10 days of election or appointment as a director, or ceases to be a member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if by notice in writing to the Corporation the director resigns, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (e) if the director dies; or

- (f) if the director is removed from office by the members, in accordance with section 3.5.

3.5 Removal of Directors. The members may, by resolution passed by at least 2/3 of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the director's term of office and may, by majority of the votes cast at such meeting, elect any qualified person in the director's stead for the remainder of the director's term.

3.6 Vacancies. Subject to section 3.3 hereof, a vacancy or vacancies on the board, however caused, may, so long as there is a quorum of directors then in office, be filled by the directors from among the qualified members of the Corporation if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next general meeting of members at which directors for the ensuing year(s) are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of members to fill the vacancy or vacancies. If the number of directors is increased between the terms, subject to the Act, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

3.7 Other Committees. The board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be directors. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The board may remove any member of any such committee.

3.8 Nominations. Candidates for the office of director shall include the slate of candidates for office proposed by the nominating committee, or if there is no nominating committee, by the executive committee (if any).

3.9 Remuneration of Directors. The directors shall serve as directors without remuneration and no director shall directly or indirectly receive any profit or remuneration from holding the position of director, provided that a director may be paid reasonable expenses incurred by the director in the performance of duties.

PART 4 - MEETINGS OF DIRECTORS

4.1 Place of Meeting. Meetings of the board may be held either at the head office of the Corporation or at any place within or outside Ontario.

4.2 Notice. A meeting of the board may be convened at any time by:

- (a) the President;
- (b) the President-Elect; or
- (c) any two directors.

The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in section 11.1 of this by-law not less than two days before the meeting is to take place. A director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of directors and the attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business. A meeting of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

4.3 Means of Meetings. If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting.

4.4 Written Resolutions. A resolution in writing, signed by all 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.

4.5 Omission of Notice. The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.

4.6 Adjournment. Any meeting of directors may, with the consent of the meeting, be adjourned from time to time by the chair of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.7 Regular Meetings. The board may appoint a day or days in any month or months for regular meetings of the board at a place or hour to be named by the board and 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 forthwith after being passed, but no further notice shall be required for any such regular meetings.

4.8 **Chair.** The chair of each meeting of the board shall be the President or such other director as the President may from time to time designate for that purpose or, failing such designation, as the board may select.

4.9 **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting in addition to an original vote shall not be entitled to a second or casting vote and the motion shall be considered to be defeated.

4.10 **Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies in the board, the remaining directors may exercise all the powers of the board as long as such a quorum of the board remains in office.

PART 5 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

5.1 **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The chair of any meeting of the board or of any committee of the board shall request any member, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.

5.2 **For the Protection of Directors and Officers.** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for: (a) the acts, receipts, neglects or defaults of any other director or officer or employee; (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; (c) the insufficiency or

deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested; (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom any moneys, securities or effects shall be lodged or deposited; (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation; provided that nothing herein shall relieve any director or officer of any liability imposed by statute.

PART 6 - INDEMNITIES TO DIRECTORS AND OTHERS

6.1 Indemnities. Every director and officer of the Corporation, and his or her executors and administrators, legal representatives, and estates 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 and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.

6.2 Insurance. Subject to applicable law, the Corporation may purchase and maintain insurance 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.

PART 7 - OFFICERS

7.1 Appointment. The board shall for a term of two (2) years:

- (a) elect a President from among themselves,
- (b) appoint a Secretary.

If deemed advisable, the board may appoint a President-Elect from among themselves and a Treasurer. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the President and the President-Elect need be a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer the officer may but need not be known as the Secretary-Treasurer. The board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

7.2 Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of the officer's successor;
- (c) the officer ceasing to be a director or member of the Corporation if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) the officer's removal; or
- (f) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors shall, in the case of the President, elect from among themselves a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may in the case of any other office, appoint a person to fill such vacancy.

7.3 Remuneration. The officers who also serve as directors shall serve as directors and officers without remuneration provided that such director or officer may be paid reasonable expenses incurred through the performance of duties. The remuneration of all officers elected or appointed by the board who do not also serve as directors shall be determined from time to time by resolution of the board. The fact that any officer or employee is a member of the Corporation shall not disqualify the person from receiving such remuneration as an officer or employee as may be determined.

7.4 Removal of Officers. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time, with or without cause.

7.5 Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as

may from time to time be assigned to them by the board; subject however to any special resolution.

7.6 Duties of Officers may be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

7.7 President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board. The President shall, subject to any special resolution, when present, preside at all meetings of the board, the executive committee, if any, and the members of the Corporation.

7.8 President-Elect. The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a President-Elect who is not a director shall not preside as chair at any meeting of the board or the executive committee, if any, and that a President-Elect who is not a director and member shall not, subject to section 9.7 of this by-law, preside at any meeting of members.

7.9 Secretary. The Secretary shall give or cause to be given notices for all meetings of the board or the executive committee, if any, and of the members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.

7.10 Treasurer. Subject to the provisions of any resolution of the board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. The treasurer shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act.

7.11 Chief Administrative Officer . The board may from time to time appoint a Chief Administrative Officer and may delegate to them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the board or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to them any lesser authority. Chief Administrative Officer shall conform to all lawful orders delegated by the board of such matters and duties as permitted by law, including, without limitation, a special resolution and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by an Chief Administrative Officer shall be subject to discharge by the board.

PART 8 - MEMBERS

8.1 Entitlement. The members of the Corporation shall be: (a) those persons as may from time to time be the directors of the Corporation; (b) those persons as may from time to time be admitted to membership by the Secretary in accordance with any rules for membership in the

Corporation which have been approved by resolution of the directors; and (c) those persons as may from time to time be admitted to membership in the Corporation by resolution of the board or by resolution of the members. The Corporation reserves or right of refuse an application for a person who has had a bad credit experience with the Corporation. Each member shall be promptly informed by the Secretary after admission into the membership. Each member shall be entitled to vote at all meetings of members and to be nominated for election as a director or officer of the Corporation.

8.2 Classes of Membership. There shall be five (5) classes of membership in the Corporation, namely:

- (a) Individual Member;
- (b) Group Member;
- (c) Student Member;
- (d) Corporate Member; and
- (e) Life Member.

8.3 Individual Members Individual members shall be those individuals, who have filed an application for such membership with the Corporation and who have been appointed as individual members by the board.

8.4 Group Members. Group members shall be those corporations or governments which are involved in the management and/or operation of recreation facilities, which have filed an application for such membership with the Corporation and which have been admitted as group members by the board.

8.5 Student Members. Student members shall be those individuals who are currently enrolled in a post-secondary college or university, who have filed an application for such membership with the Corporation and who have been admitted as student members by the board.

8.6 Corporate Members. Corporate members shall be those corporations which are involved in a business or profession which supplies goods or services to other members of the Corporation, which have filed an application for such membership with the Corporation and which have been admitted as corporate members by the board.

8.7 Life Members Life members shall be appointed by majority vote of the board in appreciation of outstanding contributions made to the Corporation.

8.8 Voting Rights. All members of all classes shall be entitled to one vote at all meeting of members.

8.9 Notices, Attendance and Participation at Meetings. All members of all classes shall be entitled to receive notice of all meetings of members. All members of all classes shall be entitled to attend meetings of members and participate in discussions.

8.10 **Resignation.** Members may resign by resignation in writing which shall be effective from the time of acceptance thereof by the board. 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 the acceptance of such a resignation.

8.11 **Termination of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when the person's period of membership expires (if any) or when the person ceases to be a member by resignation or otherwise in accordance with the by-laws. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

8.12 **Dues.** Any dues or fees payable by members shall from time to time be fixed by resolution of the board.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by majority vote of the board.

PART 9 - MEMBERS' MEETINGS

9.1 **Annual Meeting.** Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The annual meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting, electing directors, appointing auditors and for the transaction of such other business that may properly be brought before the meeting.

9.2 **General Meetings.** Other meetings of the members may be convened by:

- (a) the President;
- (b) the President-Elect; or
- (c) the board,

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

9.3 **Notice.** A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in section 11.1 of this by-law not less than forty-five (45) days before the date of the meeting.

9.4 Waiver of Notice. A member and any other person entitled to attend any meeting of members may in any manner waive notice of a meeting of members and the attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A meeting of members may be held if all such persons entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to the meeting being held.

The only persons entitled to attend a meeting of the members shall be those entitled to vote thereat, the auditors 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 the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.5 Omission of Notice. The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolutions passed or any proceedings taken at any meeting of members.

9.6 Votes. Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chair of the meeting shall not on a show of hands or at a poll be entitled to a second or casting vote in addition to the vote or votes to which the chair may be otherwise entitled and the motion shall be considered to be defeated. Every question shall, unless otherwise required by the Act, Regulations, letters patent or by-laws, be determined by the majority of the votes duly cast on the question.

No member shall be entitled either in person or by proxy to vote at any meeting of members of the Corporation unless the person has paid all dues or fees, if any, then payable by the person.

At any meeting of members unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.7 Chair of the Meeting. In the event that:

- (a) the President is absent; and

(b) there is no President-Elect present who is a director and a member,

then the persons who are present and entitled to vote shall choose another director as chair of the meeting. If no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of such persons to be chair.

9.8 Written Resolutions. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

9.9 Proxies. Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which the member is entitled to vote, every member and person appointed by proxy to represent one or more members and any individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent of the Corporation, every member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member.

Subject to the provisions of the Act, a proxy may be in the following form:

The undersigned member of [] hereby appoints [*] or [*] or failing him or her, [*], as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the [*] meeting of the members of the said Corporation to be held on the [*] day of [*], and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.*

DATED the [] day of [*].*

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or to any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or

adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the chair of the meeting shall be valid and shall be counted.

9.10 Adjournment. The chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.11 Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies is required to be present by the Act or by the letters patent or any other by-law) shall be persons present being not less than two (2) in number and being or representing by proxy not less than twenty (20) members entitled to vote thereof. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 9.3 with regard to notice shall apply to such adjournment.

PART 10 - VOTING SHARES AND SECURITIES

10.1 Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board.

PART 11 - NOTICES

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the letters patent, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded address or if mailed to the person at the person's last recorded address by prepaid ordinary or air mail, or if sent to the

person at the person's last recorded address by any means of prepaid transmitted, electronic or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received by the addressee on the fifth day after mailing; and a notice so sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given on the first business day after it was so sent. The Secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

11.2 **Signature of Notices.** The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

11.3 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.4 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

11.5 **Waiver of Notice.** Any member or member's duly appointed proxy, any director, officer or auditor may waive any notice required to be given 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.

PART 12 - CHEQUES, DRAFTS, NOTES, ETC.

12.1 **Cheques, Drafts, Notes, etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

PART 13 - AUDITOR

13.1 **Auditor.** Unless the Corporation qualifies under the exemption in section 96.1 of the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the board or an officer or employee of the Corporation or a partner, employer or employee of any such person.

PART 14 - BOOKS AND RECORDS

14.1 **Records.** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

PART 15 - CUSTODY OF SECURITIES

15.1 **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board, with such other depositaries or in such manner as may be determined from time to time by the board.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

PART 16 - RULES AND REGULATIONS

16.1 **Rules and Regulations.** The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed. Failing such confirmation at such annual meeting of members, such rules and regulations shall at and from that time cease to have any force and effect.

PART 17 - AMENDMENT OF BY-LAWS

17.1 **Amendments of By-Laws.** The provisions of the by-laws not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board and sanctioned by at least 2/3 of the members voting at a meeting duly called for the purpose of considering the said by-law.

PART 18 - REPEAL

18.1 **Repeal.** All previously enacted by-laws of the Corporation are repealed upon the enactment of this by-law. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all

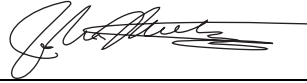
resolutions of the members and of the board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

WITNESS the corporate seal of the Corporation.

ENACTED by the board the 22nd day of September, 2010.



President – Rob Lilbourne



Secretary – John Milton

CONFIRMED by at least two-thirds of the members voting at the members meeting held on the 1st day of December, 2010.



Secretary – John Milton

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