

BY-LAW NO. 7

A By-law relating generally to the conduct of the affairs of
ONTARIO COUNCIL FOR INTERNATIONAL COOPERATION
(the "Corporation")

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

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SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws 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 the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the board of directors of the Corporation and "director" means a member of the Board;

- (d) "By-laws" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "Meeting of Members" includes an annual Meeting of Members or a special Meeting of Members;
- (f) "Ordinary Resolution" means a resolution of the members of the Corporation passed by a majority of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "Special Resolution" means a resolution of the members of the Corporation passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in section 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. 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.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.08 Borrowing Powers

The directors of the Corporation may, without authorization of the members:

- (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 debt obligation of the Corporation.

SECTION 2 – MEMBERSHIP

2.01 Membership Conditions

In accordance with the Articles, there shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available to organizations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board. Each member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation.

The board is authorized to adopt policies establishing criteria for admission to membership and to amend such policies, from time to time. The board, or a committee established by the board, shall have the discretion to screen applicants and may accept or reject an application for membership in the Corporation in the sole and absolute discretion of the board, or the said committee, as the case may be. The decision of the board, or the said committee, as the case may be, to deny an application for membership shall not be subject to challenge or appeal by the rejected applicant or any other person.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Authorized Representative of Member

Each member of the Corporation shall designate in writing, in the manner specified by the Corporation from time to time, a representative (the “authorized representative”) to attend meetings of members of the Corporation and to act on the member’s behalf, including exercising the vote of the member, at all meetings of members of the Corporation. Each member of the Corporation may also designate in writing, in the manner specified by the Corporation from time to time, a substitute representative (the “substitute representative”). If the authorized representative is unable to attend a meeting of members of the Corporation, the substitute representative may attend such meeting and act on the member’s behalf, including exercising the vote of the member, at such meeting.

It is the responsibility of each member of the Corporation to notify the Executive Director of the Corporation in writing of a change of a member’s authorized representative or substitute representative and/or of a change of address, telephone number, fax number and/or email address or other electronic address of an authorized representative or substitute representative. Upon receipt of such written notification from a member, the Executive Director shall cause such changes to be recorded in the records of the Corporation.

SECTION 3 – MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Membership dues shall be set by the Board periodically, subject to an ordinary resolution of the Board. Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within ninety (90) days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member is dissolved or wound-up;
- (b) the member resigns;
- (c) the member is removed from membership in accordance with section 3.03 below;
- (d) the member's term of membership, if any, expires;
- (e) the Corporation is dissolved under the Act; or
- (f) the member's membership is otherwise terminated in accordance with the Articles or the By-laws.

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.03 Removal from Membership

The board shall have authority to remove any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, the by-law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date

of receipt of the submission. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Notice of Members' Meeting

(a) Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- (i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the members is required to make any amendment to the By-law of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of Members.

- (b) Notice of the time and place of each Meeting of Members shall also be given to each director of the Corporation and to the public accountant of the Corporation, if any, in the manner provided in section 9.01 (Method of Giving Notices) of this By-law not less than 21 days before the date of the meeting.
- (c) Notice of a Meeting of Members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of directors and reappointment of the incumbent public accountant or fixing or authorizing the directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:
 - (i) the nature of the business in sufficient detail to permit the members to form a reasoned judgment on it; and
 - (ii) the text of any Special Resolution to be submitted to the meeting.

4.02 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Meetings of Members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.03 Annual Meetings

The annual Meeting of Members shall be held at such time in each year and, subject to section 4.09 below, at such place as the Board may from time to time determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

4.04 Special Meetings

The Board shall have power to call a special Meeting of Members at any time.

4.05 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting, invitation of the Executive Director or by resolution of the members.

4.06 Chair of the Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.07 Quorum

A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.08 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or the By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes at any Meeting of Members on a show of hands, on a poll or on the results of an electronic ballot, the chair of the meeting shall be entitled to a second or casting vote.

4.09 Electronic Meetings of Members

Any person entitled to attend a Meeting of Members may participate in the meeting, in accordance with the Regulations, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the directors or members call a Meeting of Members under the Act, the directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Regulations, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.10 Absentee Voting at Members' Meetings - Voting by Mailed-In or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of Members.

4.11 No Voting by Proxy

Members shall NOT have the right to vote by proxy.

SECTION 5 – DIRECTORS

5.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, the Articles or the By-laws expressly directed or required to be done in some other manner. Subject to the Act, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Election and Term

Directors shall be elected by the members at each annual meeting of members at which an election of directors is required. The terms of directors shall be staggered so that in each year approximately one-half (1/2) of the directors shall be elected for a term expiring at the close of the second (2nd) annual meeting of members following their election.

At the first election of Directors following the approval of this by-law, approximately one-half (1/2) of the directors shall be elected for a term expiring at the close of the first (1st) annual meeting of members following their election, approximately one-half (1/2) directors shall be elected for a term expiring at the close of the second (2nd) annual meeting of members following their election. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for terms expiring at the close of the second (2nd) annual meeting of members following their election.

5.04 Nomination of Directors

- (a) Nomination Sought. At least ninety (90) days prior to each annual meeting at which an election of directors will be required, the Corporation shall invite members and others to submit to the Chair of the Nominating Committee the names of persons whom they wish to be considered for election to the board.
- (b) Form of Nomination. All nominations shall be in writing and shall be accompanied by:
 - (i) the name and contact information of the person;
 - (ii) a biographical outline of the individual and such other detailed information concerning background and experience as deemed necessary by the Nominating Committee; and
 - (iii) the consent of the nominee to act as a director, if elected.

- (c) Closing Date for Nominations. All nominations must be received by the Chair of the Nominating Committee no later than twenty-one (21) days prior to the annual meeting. Subject to the discretion of the board, no nominations will be accepted after such date.
- (d) Nominating Committee. A Nominating Committee shall be established by the board in accordance with section 8.01 below for the purpose of proposing a list of candidates for election to the board. In selecting candidates for the board, the Nominating Committee shall have regard to the requirements of section 8.02, to the nominations received, and the skills and selection criteria as established by the board. The list of candidates proposed by the Nominating Committee shall be subject to approval by the board before circulation to the members of the Corporation.
- (e) List of Candidates. The list of candidates proposed by the Nominating Committee and approved by the board shall be sent to the members at the time of sending the notice of the meeting to the members in accordance with section 4.01 hereof.
- (f) No Nominations from Floor. There shall be no nominations for directors from the floor of the annual meeting at which directors are to be elected. Nominations for directors shall take place in accordance with the provisions of this by-law.

5.05 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at a special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

5.06 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be qualified for election as a director;
- (d) if the director misses three (3) consecutive meetings of the Board, unless the Board determines by resolution otherwise; or
- (e) the director is removed from office by the members.

5.07 Filling Vacancy in Office of Director

A quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of directors provided for in the articles; or
- (b) a failure of the members to elect the number or minimum number of directors provided for in the articles.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 (Method of Giving Notices) of this By-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum

A majority of directors in office from time to time shall constitute a quorum for meetings of the Board.

6.05 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes at a Board meeting, the chair of the meeting in addition to an original vote shall not be entitled to a second or casting vote.

6.06 Electronic Meetings of Directors

If all the directors consent thereto generally or in respect of a particular meeting, a director may, in accordance with the Regulations, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

SECTION 7 – OFFICERS

7.01 Appointment

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless the By-laws otherwise provide. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the Board, if one is appointed, shall be a director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the Board, if one is appointed, shall be a director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of

the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify.

- (c) Executive Director – The executive director, if one is appointed, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Executive Director, if one is appointed, shall also hold the position of president of the Corporation.
- (d) Secretary – The secretary, if one is appointed, shall attend and be the secretary of all meetings of the Board, and of the members, or shall ensure that minutes are kept at those meetings. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) Treasurer – The treasurer, if one is appointed, shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the Board, whenever required, an account of all their transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or executive director requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this By-law, the Board may assign those responsibilities to another officer or employee of the Corporation.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;

- (c) such officer ceasing to be a director (if a necessary qualification of appointment); or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – COMMITTEES

8.01 Committees

The Board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

8.02 Nominating Committee

A Nominating Committee shall be established by the board in accordance with section 8.01 above for the following purposes:

- (a) proposing a list of candidates each year for election to the board by the members at an annual meeting of members. In selecting candidates, the Nominating Committee shall ensure that at least sixty (60%) percent of the candidates on the proposed list shall be affiliated and endorsed by the member organizations.
- (b) proposing to the board names of candidates for filling vacancies in the board. In the event that, as a result of the vacancy on the board, less than sixty (60%) percent of the Corporation's directors are affiliated and endorsed by the member organizations, the proposed candidates must be individuals affiliated and endorsed by the member organizations until the sixty (60%) percent threshold referred to above has been met.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice to be given by the Corporation may be written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 – INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or an individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, and their heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual: (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; (b) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individual in such other circumstances as the Act or law permits or requires to the maximum extent permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

10.02 Advance of Defence Costs

The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.01. The individual shall repay the monies if the individual does not fulfil the conditions of section 10.03.

10.03 Impermissible Indemnification

The Corporation shall not indemnify an individual under section 10.01 unless they (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Corporation's request and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

10.04 Limitation of Liability

Every director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for

joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

10.05 Insurance

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in section 10.01 as the Board may from time to time determine. To the extent that the Corporation maintains an insurance policy or policies providing liability insurance for the benefit of any individual referred to in section 10.01, such individual shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage available for such individual under such policy or policies. The Corporation shall not be liable under this By-law to make any payment of amounts otherwise indemnifiable under section 10, including without limitation section 10.01, of this By-law if and to the extent that such individual has actually received such payment under any insurance policy.

SECTION 11 – DISPUTE RESOLUTION

11.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Act, the Articles or the By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Toronto in the Province of Ontario, unless otherwise agreed by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 12 – BY-LAWS AND AMENDMENTS

12.01 By-laws and Amendments

Subject to the Articles, the board may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Section 12.01(a) above does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act.

12.02 Invalidity of any provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

SECTION 13 – REPEAL

Upon this by-law coming into force, all prior by-laws of the Corporation are repealed. Such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

SECTION 14 – EFFECTIVE DATE

14.01 Effective Date

This By-law shall come into force on the date that the Corporation continues (import) under the Canada Not-for-profit Corporations Act.

CERTIFIED to be By-Law No. 7 of the Corporation, passed by the board of directors of the Corporation by resolution on the 31 day of May, 2024, and confirmed by the members of the Corporation by special resolution on the 12 day of June, 2024, and to be effective on the date that the Corporation continues (import) under the *Canada Not-for-profit Corporations Act*.

[SIGNATURES FOLLOW ON NEXT PAGE]

DATED as of the 12 day of June, 2024.

JACQUELYN WRIGHT - Director

AYSHA DAWOOD - Director

This By-Law No. 7 came into force on the 25th day of July, 2024, the date of continuance as reflected on the Certificate of Continuance (import) issued by Corporations Canada under the *Canada Not-for-profit Corporations Act*.