

BY-LAW NO. 2**A By-Law relating generally to the conduct of the affairs of****JEWISH COMMUNITY CENTRE OF OTTAWA****(the “Corporation”)**

Carrying on business as

SOLOWAY JEWISH COMMUNITY CENTRE**SECTION 1: GENERAL****1.1 Definitions**

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-For-Profit Corporations Act*, 2010 (Ontario), and, where the context requires, including the regulations made under it, 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;
- (d) “**By-Law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Chair**” means chairperson of the Board;
- (f) “**Director**” means an individual occupying the position of director as a member of the Board of the Corporation by whatever name he or she is called;
- (g) “**Member**” means a member of the Corporation;
- (h) “**Officer**” means an officer of the Corporation;
- (i) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty percent plus one (50%+1) of the votes cast on that resolution;
- (j) “**Past-Chair**” means the immediately preceding Chair;

- (k) “**President**” means the president of the Corporation;
- (l) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (m) “**Secretary**” means the secretary of the Corporation;
- (n) “**Treasurer**” means treasurer of the Corporation; and
- (o) “**Vice-Chair**” means the vice-chair of the Board.

1.2 Interpretation

- 1.2.1 Other than as specified in the Definitions section, all terms contained in this By-Law that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.
- 1.2.2 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.
- 1.2.3 If any of the provisions contained in this By-Law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles, or the Act will prevail.

1.3 Severability and Precedence

- 1.3.1 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. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Corporate Seal

- 1.4.1 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.

1.5 Head Office

- 1.5.1 The head office of the corporation shall be located in the Regional Municipality of Ottawa-Carleton, City of Ottawa, in the province of Ontario and at such place therein as the Board may from time to time determine.

1.6 Execution of Documents

- 1.6.1 Unless otherwise authorized by the Board, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed on behalf of the Corporation solely by the President. Any Officer may certify a copy

of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2: DIRECTORS

2.1 Board of Directors

- 2.1.1 Subject to the Act, the Board shall manage or supervise the activities and affairs of the Corporation and the Board shall be comprised of not less than three (3) Directors and not more than fifteen (15) Directors.
- 2.1.2 Including the Chair and Vice-Chair, 5 Directors shall be appointed as Officers.
- 2.1.3 The Board shall appoint a Chair and Vice-Chair from among the Directors.
- 2.1.4 An individual elected as Director shall automatically upon accepting such election to the Board become a Class B Member of the Corporation and shall automatically cease to be a Class B Member upon ceasing to be a Director.

2.2 Election and Term

- 2.2.1 The Directors shall be elected by the Members at the annual meeting. It is not necessary that all Directors elected hold office for the same term.
- 2.2.2 The term of office of the Directors shall not be for a term expiring later than the close of the second annual meeting of Members after their election. A Director not elected for an expressly stated term ceases to hold office at the close of the next annual meeting, but if a successor is not elected, the incumbent Directors continue in office until their successors are elected.
- 2.2.3 Subject to the Act, the Board may elect one or more Directors who shall hold office for a term expiring not later than the close of the next annual meeting, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting.
- 2.2.4 No Director shall serve on the Board for more than six (6) consecutive years regardless of the number of terms elected. Notwithstanding the foregoing, (i) an individual who is appointed as Vice-Chair may only be subject to this six (6) consecutive years restriction from the time this individual is subsequently appointed as Chair or otherwise serves on the Board in a capacity other than as Chair or Vice-Chair; and (ii) subject to the Act, with respect to a particular Director, the Board may by Ordinary Resolution extend this six (6) consecutive years restriction for a limited term if the Board determines their expertise necessary on the Board until an individual holding similar expertise is elected to the Board.
- 2.2.5 Subject to the Act, the Members may, by Ordinary Resolution at a special meeting of Members, remove from office any Director.

2.3 Qualifications of Directors

- 2.3.1 Subject to the Act, to qualify as a Director, each Director must be:

- (a) an individual who is a Member;
- (b) at least eighteen (18) years of age;
- (c) not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) not be an undischarged bankrupt.

2.4 Vacancies

2.4.1 Subject to the Act, a Director will stop holding office immediately if the Director:

- (a) resigns office by written notice to the Corporation, 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;
- (b) dies or becomes bankrupt;
- (c) is found to be incapable by a court or incapable of managing property under Ontario law;
- (d) if, at a meeting of Members, the Members by Ordinary Resolution removes the Director before the expiration of the Director's term of office;
- (e) fails to attend three (3) consecutive Board meetings or attends less than one half (1/2) of such meetings in a twelve (12) month period; or
- (f) fails to attend three (3) consecutive committee meetings to which he or she is assigned or attends less than one half (1/2) of such meetings in a twelve (12) month period.

Notwithstanding subsections (e) and (f) above, the Chair may have the discretion to retain such Director on the Board on such terms and conditions as set by the Chair and such Director's position shall not be automatically vacated as set out herein.

2.6 Filling Vacancies

2.6.1 A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor;

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
- (b) if there is no quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such

a meeting or if there are no Directors in office, the meeting may be called by any Member; and

(c) a quorum of Directors may fill a vacancy among the Directors.

2.7 Remuneration of Directors

2.7.1 No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION 3: COMMITTEES

3.1 Committees

3.1.1 Committees may be established by the Board as follows:

(a) the Board may appoint from their number, committees of Directors and may delegate to such committees any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and

(b) subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

SECTION 4: DIRECTORS' MEETINGS

4.1 Calling of Meetings

4.1.1 Board meetings may be called by the Chair, or any six (6) Directors at any time and any place on notice as required by this By-Law.

4.1.2 The Chair or in absence, the Vice-Chair, shall preside at Board meetings. In the absence of the Chair and Vice-Chair, the Directors present shall choose one (1) of their number to act as the chair for the Board meeting.

4.1.3 The Directors may consider or transact any business, either special or general, at any Board meeting.

4.1.4 Any Director wishing to have any matter connected with the affairs of the Corporation brought up or discussed at any meeting shall notify the Secretary of such matter by the beginning of the meeting; upon receipt of such a notification the Secretary shall place the matter on the agenda of the meeting, subject to the Chair's discretion.

4.2 Regular Meetings

- 4.2.1 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 meeting shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
- 4.2.2 Subject to the Act, Board meetings shall be held at the head office of the Corporation or any other location or means as determined by the Board.

4.3 Notice of Meetings

- 4.3.1 As required by this By-Law notice of five (5) business days' of time and place of every meeting so called shall be given to every Director.
- 4.3.2 Notice of a meeting is not necessary if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- 4.3.3 No error or omission in the content of the notice of a Board meeting invalidates the meeting or any proceedings taken at the meeting. Any Director may at any time waive notice of any Board meeting and may approve any proceedings taken at the Board meeting.

4.4 Participation by Telephone or Other Communications Facilities

- 4.4.1 If all of the Directors of the Corporation consent, a Director may participate in a Board meeting or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.5 Voting

- 4.5.1 Each Director, including the Chair, has one vote.
- 4.5.2 A majority of Directors, fifty percent plus one (50% +1), is the quorum for the transaction of business at any Board meeting. Except for other circumstances that require a Special Resolution as provided for in the Act, Articles, or By-Laws, a resolution or decision may be passed by Ordinary Resolution of the Directors.
- 4.5.2 In the case of equality in votes, the Chair or whomever is acting as chair for the particular Board meeting, shall not be permitted to a second or casting vote.
- 4.5.3 Votes may be taken by ballots or emails if the majority of the Directors consent.

4.6 Persons Entitled to be Present

- 4.6.1 The only persons entitled to attend a Board meeting 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. Any other person may be admitted only with the consent of the Chair of the meeting.

4.7 Written Resolutions

- 4.7.1 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, is as valid as if it had been passed by a meeting of the Directors. A resolution approved or a motion passed in this manner shall be recorded in the minutes of the next Board meeting. All emails related to the resolution shall be maintained at the head office.

SECTION 5: FINANCIAL

5.1 Banking

- 5.1.1 The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.2 Financial Year

- 5.2.1 The financial year of the Corporation ends on August thirty-first (31) each year or on such other date as the Board may from time to time by resolution determine.

5.4 Borrowing Power

- 5.4.1 Subject to the Act, the Directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (d) give a guarantee on behalf of the Corporation; and
- (e) 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.

The powers hereby conferred 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 by-law.

SECTION 6: OFFICERS

6.1 Officers of the Corporation

- 6.1.1 Subject to the Act, in addition to the Chair and Vice-Chair as Officers, the Board shall appoint a Treasurer, Secretary and Past-Chair. Subject to the Act, the Board from time to time may appoint qualified individuals to any additional Officer roles not stated herein, and

remove Officers and abolish any Officer role, in all events in any manner the Board determines is in the best interests of the Corporation.

6.1.2 **Chair:** The Chair shall chair Board meetings, meetings of Officers, and meetings of Members. The Chair is responsible for, without limitation, ensuring that the Board and Officers operate effectively and in alignment with the Corporation's mission and goals. The Chair shall guide the overall direction of the Board and Officers to fulfill governance responsibilities, and shall work closely with the President by providing guidance, support, and serving as a key point of contact between the Board and the President and any other Officer.

Vice-Chair: During the absence or disability of the Chair, the duties and powers of the Chair shall be performed and exercised by the Vice-Chair. The Vice-Chair shall also assist the Chair and attend to any duties or responsibilities requested by the Chair.

6.1.3 **President:** The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

6.1.4 **Secretary:** The Secretary shall attend and be the Secretary of all Board 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. The Secretary shall be the custodian of the corporate seal, all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have the power to certify documents issued by the Corporation and shall perform such other duties as may from time to time be determined by the Board.

6.1.5 **Treasurer:** The Treasurer shall be responsible for supervising the general financial operations of the Corporation. The Treasurer shall be responsible for seeing that full and accurate accounts of all financial transactions of the Corporation are kept in proper books of account and that all funds are deposited in the name and to the credit of the Corporation. The Treasurer shall ensure that all funds of the Corporation are properly disbursed, that proper vouchers are prepared in respect of disbursement and shall render to the Board, at regular meetings thereof or whenever required of him, an account of all financial transactions and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be determined from time to time by the Board.

6.1.6 **Past-Chair.** The Past-Chair shall assist the Chair and the Officers as required in the leadership transition of the Board and Officers. It is recommended but not a requirement for the Past-Chair to chair the Nomination Committee.

SECTION 7: PROTECTION OF DIRECTORS AND OFFICERS

7.1 Limitation of Liability

7.1.1 No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the

Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.2 Indemnity

7.2.1 Every director, Officer or Officers Committee member of the Corporation and his/her 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 and expenses whatsoever that such director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Corporation;

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

SECTION 8: CONFLCIT OF INTEREST

8.1 Conflict of Interest

8.1.1 A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act and comply with laws applicable to charitable organizations. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 9: MEMBERS

9.1 Membership

9.1.1 Subject to the below class of Members, membership in the Corporation shall be limited to those interested in furthering the objects of the Corporation and may consist of anyone who meets the qualifications set by the Board from time to time. Membership in the Corporation shall be open to any person regardless of race, creed, color, religion and political affiliation, although the thrust, atmosphere and direction of programs provided by the Corporation shall be primarily Jewish in content and orientation.

9.2 Class of Members

9.2.1 Membership in the Corporation shall consist of two classes of Members, namely, Class A Members and Class B Members. The Officer, employee or individual designated by the Board shall approve the admission of the Class A Members and the Board shall approve admission of the Class B Members. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

Class A Members

Class A Members shall be individuals who pay an annual membership fee to use the Corporation's facilities. Class A Members shall retain their membership as long as their annual membership fees are paid in a timely manner when they become due. All such fees must be paid no later than the start of the annual meeting of Members following the fees due date, and failure to pay by then shall result in the automatic termination of such Class A Membership immediately prior to the start of that annual meeting of Members.

The term of Membership of a Class A Member shall be one (1) year, subject to renewal in accordance with the policies of the Corporation.

As set out in the Articles, each Class A Member is entitled to receive notice of and attend, all meetings of Members, but shall not be entitled to vote at such meetings and shall not be relevant to the requirements of Members quorum whether set out in this By-laws, the Articles, the Act, or elsewhere.

Class B Members

Class B Members shall be individuals who are expressly appointed by the Board as Class B Members and in addition to Directors holding Class B Membership, shall be comprised of not less than eight (8) and not more than thirty (30) individuals at a given time. The Class B Members must be active Class A Members at all times while being Class B Members.

The term of Membership of a Class B Member shall extend until such a time as they resign or are removed by the Board as a result of a breach of this By-laws, the Articles, or the Act. Subject to the Act and the Articles, a Class B Member shall be entitled to receive notice of, attend, and vote at meetings of the Members of the Corporation and each Class B member shall be entitled to one (1) vote at such meetings.

9.3 Membership Not Transferrable

9.3.1 The interest of a member in the Corporation shall not be transferable.

9.4 Removal of Member

9.4.1 The Board may pass a resolution authorizing the removal of a Member for cause from the register of members of the Corporation. No such resolution shall be put before the Board until after the Member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board. Such notice shall be given at least fifteen (15) days prior to such meeting. The notice shall set out the reasons for the disciplinary action or termination of membership.

9.4.2 The Member will be given an opportunity to be heard orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

SECTION 10: MEETING OF MEMBERS

10.1 Annual Meeting

10.1.1 Subject to the Act, the annual meeting of Members shall be held on any day fixed by the Board at the head office of the Corporation or elsewhere in in the Regional Municipality of Ottawa-Carleton as the Board determine.

10.1.2 Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting of Members, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

10.1.2 The business transacted at the annual meeting of Members shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting of Members in accordance with the Act, so that such item of new business can be included in the notice of annual meeting of Members.

10.2 Special Meeting

10.2.1 The Directors may call a special meeting of Members. The Board shall call a special meeting of Members on written requisition of the Members who hold at least ten (10) percent of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

10.2.2 No business shall be transacted at any special meeting of Members, except that which is included in the notice calling the special meeting of Members.

10.3 Notice of Meetings

10.3.1 Subject to the Act, not less than ten (10) days and not more than fifty (50) days written notice of any annual or special meetings of Members and shall be given to each Member entitled to vote, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution be submitted to the meeting.

10.4 Place of Meeting

10.4.1 Meetings of Members shall be held at the head office of the Corporation or elsewhere in the Regional Municipality of Ottawa-Carleton as the Board determine.

10.5 Chair

10.5.1 The Chair of the Board shall act as the chair of the meetings of Members. In the absence of the Chair, Vice-Chair, President, or Past-Chair, the Members entitled to vote present at any meeting of Members shall choose a Director as chair and if no Director is present or if all the Directors present decline to act as chair, the members present shall choose one of their number to be chair.

10.6 Persons Entitled to be Present

10.6.1 The only persons entitled to attend a meeting of Members are the Members entitled to vote, the Directors and the auditors of the Corporation (or other person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting.

10.7 Quorum

- 10.7.1 A quorum for the transaction of business at a meeting of Members is fifty percent plus one (50%+1), of the Class B Members entitled to vote, present in person to vote at the meeting.
- 10.7.2 If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, if the quorum is not present throughout the meeting.

10.8 Right to Vote

- 10.8.1 Business arising at any meeting of Members shall be decided by Ordinary Resolution unless otherwise required by the Act or this By-Law provided that:
- (a) each Member entitled to vote shall be entitled to one vote;
 - (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - (c) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any four (4) Members may demand, a poll be required. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. Upon a poll, each person present shall be entitled to one (1) vote, and the result of the poll shall be the decision of the Members upon the said question;
 - (d) if there is a tie vote, either upon a show of hands or upon a poll, the Chair of the meeting shall not have a second or casting vote;
 - (e) whenever a vote by show of hands is taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

10.9 No Entitlement to Vote

- 10.9.1 No Member shall be permitted to vote on any occasion whatsoever if their membership is in arrears.

10.10 Written Resolutions

- 10.10.1 A resolution in writing, signed by all Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed by a meeting of Members.

10.11 Waiver of Notice

- 10.11.1 Any Member, Director, Officer or auditor may waive any notice required to be given to him/her under any provision of the Act or the letters patent or the by-laws of the

Corporation, 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.

10.12 Adjournment

10.12.1 The chair may, with the majority consent of any meeting of Members, adjourn the same from time to time and if a meeting of Members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- (a) The time of the continued meeting.
- (b) If applicable, the place of the continued meeting.
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

SECTION 11: NOTICES

11.1 Service of Notice

11.1.1 Subject to the Act, any notice required to be sent under this By-laws to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

SECTION 12: BOOKKEEPING AND ANCILLARY

12.1 Minutes of Meetings

12.1.1 The minutes of the meeting of Members, Board of Director's meetings, Officers meeting or committee meetings shall be accurately and fully recorded and placed in their respective sections of the Corporation's minute book and the last sheet for each meeting shall be signed and all other sheets initialed by the chair and the secretary of the meeting at which they are approved.

12.2 Books and Records

12.1.1 The Directors shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

12.3 Confidentiality

12.3.1 Each Director, Officer and Member of a committee shall not, at any time or under any circumstances, directly or indirectly communicate or disclose to any person any knowledge or information howsoever acquired by such party relating to the operation or other confidential information regarding the business and affairs of the Corporation, nor shall such party utilize or make available any such knowledge directly or indirectly in connection with any business or activity in which such party is or proposes to be involved. In particular, reports, documentation and minutes of meetings of the Board, the Officers, the Members, or other committees are confidential and shall be treated as such by all Directors and Officers.

12.4 Omissions and Errors

12.4.1 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 or otherwise founded thereon. Any Member, Director, Officer or auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

12.5 Rules and Regulations

12.5.1 The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members shall at and from that time cease to have any force.

12.6 Amendments to By-Laws

12.6.1 Subject to the Act, the Board may from time to time amend these By-Laws by Ordinary Resolution.

12.6.2 Subject to the Act, the Board must submit any By-Laws it passes or changes it makes to existing By-Laws to the Members at the next meeting of Members. The Members may confirm, reject or amend the new By-Law or By-Law changed by Ordinary Resolution.

The foregoing By-Law has been enacted by the directors at a meeting of the Board of Directors properly held on the 15th day of October , 2024.