

THE UNITED EMPIRE LOYALISTS' ASSOCIATION OF CANADA

BY-LAW (2013)

As amended to and including May 30, 2015

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A by-law relating generally to the conduct
of the affairs of

THE UNITED EMPIRE LOYALISTS' ASSOCIATION OF CANADA

WHEREAS The United Empire Loyalists' Association of Ontario (the "**Original Association**") was incorporated under the Revised Statutes of Ontario 1897, Chapter 172;

AND WHEREAS the Original Association then was incorporated by Special Act of the Parliament of Canada under the name The United Empire Loyalists' Association of Canada (the "**Association**") (S.C. 1914, c.146) so that operations could be extended to all provinces and territories of Canada under the context of one body;

AND WHEREAS the Association wishes to continue under the *Canada Not-for-Profit Corporations Act*;

BE IT ENACTED as a by-law of The United Empire Loyalists' Association of Canada (the "**Corporation**") as follows:

**ARTICLE I
INTERPRETATION**

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

"**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 therefor, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation which shall also be called the "Council" and/or "Dominion Council";

"**Branch**" means a branch of the Corporation chartered in accordance with procedures established by the Board;

"**By-Law**" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"**Chair**" means the President, who shall act as chair of the Board;

"**director**" means a member of the Board;

"**meeting of Members**" includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a member of the Corporation as specified in Section 3.3 hereof;

“**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue;

“**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution; and

“**Vice Chair**” means the Senior Vice President, who shall act as vice chair of the Board.

1.2 Interpretation - In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Purposes - The purposes of the Corporation are to preserve, promote and celebrate the history and traditions of the Loyalist epoch in Canadian history by:

- 1) Uniting in a Canadian association the descendants of those families who, during the American Revolutionary War, sacrificed all to retain their loyalty to the British Crown.

- 2) Collecting and cataloguing portraits, documents, books, weapons, flags, clothing and other artifacts relating to the United Empire Loyalists.
- 3) Publishing an historical and family research journal, books and newsletters as well as educational resource materials and encouraging scholarship and publication about Loyalist history and demography.
- 4) Erecting, constructing and repairing buildings, monuments and memorials in Canada to perpetuate the memory of the United Empire Loyalists.
- 5) Increasing public awareness of the Loyalist contributions to Canada and preserving, defending, and promoting Loyalist heritage within Canadian society, by developing and participating in projects and activities which honour and celebrate the memory of the United Empire Loyalists.
- 6) Defending and promoting the values and institutions fundamental to Canada's United Empire Loyalist heritage and, in particular, the Constitutional Monarchy, the Commonwealth, Parliamentary Government, the Rule of Law, Human Rights and Unity.

2.2 Registered Office - The registered office of the Corporation shall be situated in the City of Toronto or as otherwise set by the Board.

2.3 Corporate Seal - The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

2.4 Fiscal Year - The fiscal year of the Corporation shall end on December 31 of each year or as otherwise set by the Board.

2.5 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other documents and instruments ("**Documents**") in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.6 Banking - 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.

2.7 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.

ARTICLE III MEMBERS

3.1 Entitlement - Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

3.2 Membership Conditions - Subject to the Articles, there shall be one (1) class of Members in the Corporation.

3.3 Members - Membership may be granted to an applicant who supports the aims and purposes of the Corporation and who indicates a desire to be associated with, and to participate in, the activities of the Corporation. Members who can prove by documentary evidence their lineal descent, in the male or female line, from any United Empire Loyalist may apply for a certificate so attesting, in accordance with the criteria and procedures established by the Board. Upon the issuance of such a certificate, the Member concerned may bear the post-nominal letters, "U.E.", alluding to the principle of Unity of Empire.

3.4 Voting - Members shall be entitled to receive notice of, attend and vote at all meetings of members. Each Member shall have one (1) vote.

3.5 Application for Membership - An application for Membership in the Corporation shall be in accordance with procedures established by the Board. All members of the Corporation shall be members of at least one (1) Branch chartered by the Corporation.

3.6 Honorary Fellows - Honorary Fellowship may be conferred by the Corporation on a person for distinguished service to the Corporation by a two-thirds (2/3) vote of Members at an Annual Meeting, provided that notice of such intended action shall have been given in accordance with these By-Laws. While an Honorary Fellow may be a Member, the designation as an Honorary Fellow does not itself confer any membership rights.

3.7 Transferability of Membership - Other than as specifically set out in these By-laws, a membership may only be transferred to the Corporation.

3.8 Termination of Membership - The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section 3.10 below;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership dues will be returned to a previous Member upon termination of such Member's membership.

3.9 Resignation - Any Member may resign as a Member by delivering a written resignation to the Branch President and the Corporation President, in which case such resignation shall be effective from the date specified in the resignation.

3.10 Expulsion of Members - The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting and to be represented by counsel. Conduct detrimental to the Corporation shall include any act of disrespect or disloyalty to our Sovereign, and neglect of duty, breach of the By-Laws, rules or regulations of the Corporation.

3.11 Membership Dues and Finances - The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within one (1) calendar year of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation.

The Board may set out policies around the funding and finances of the Corporation.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings - Meetings of the Members may be held at any place within Canada determined by the Board.

4.2 Flags and Banner - The Canadian Flag and the Union Flag of 1707 shall be displayed at all conferences and meetings of the Members.

4.3 Annual Meetings - The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or

is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

4.4 Special Meetings - The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.5 Notice of Meetings - Notice of the time and place of a meeting of Members shall be sent to:

- (a) each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) each director;
- (c) the public accountant of the Corporation; and
- (d) each Branch.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation in accordance with the Act. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.6 Waiving Notice - A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is 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.

4.7 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. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

4.8 Chair of the Meeting - In the event that the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 Quorum - A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty (20) Members. 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. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.11, by telephonic and/or other electronic means.

4.10 Participation at Meetings by Telephone or Electronic Means - Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.

4.11 Meeting Held by Electronic Means - If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held 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.

4.12 Adjournment - The Chair may, with the consent of the meeting, 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 provided the adjourned meeting takes place within thirty-one (31) days of the original 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.

4.13 Absentee Voting - In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the requirements set out in the Act and the Regulations provided that:

- (a) A proxy that nominates as proxy holder a person who is not a member of the Association must be deposited with the Secretary at least 20 business days prior to the meeting in question;
- (b) A proxy that nominates as proxy holder a person who is a member of a branch of the Association other than the branch of the appointing member must be deposited with the Secretary at least 15 business days prior to the meeting in question;
- (c) A proxy that nominates as proxy holder a person who is a member of the same branch of the Association as the branch of the appointing member must be deposited with the Secretary at least 10 business days prior to the meeting in

question.

4.14 Votes to Govern - Unless otherwise required by the Act or this by-law, all questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the Chair shall have a second or casting vote.

4.15 Show of Hands - Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.16 Ballots - For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.17 Resolution in Lieu of Meeting - Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by a public accountant:

- (a) 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 the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.18 Annual Financial Statements - The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE V DIRECTORS

5.1 Powers - The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number - Until changed in accordance with the Act, the Board shall consist of a minimum of twelve (12) and a maximum of twenty (20). The Board shall be composed 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. No decrease in the number of directors shall shorten the term of an incumbent director.

5.3 Qualifications - The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual; and
- (d) a person who has the status of bankrupt.

A director must be a Member.

5.4 Election and Term - The Members shall elect by ordinary resolution at each annual meeting at which an election of directors is required, directors to hold office for a term expiring not later than the close of the third annual meeting of Members following the election. Not all directors elected at a meeting of Members need to hold office for the same term. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following his election, but, if qualified, is eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected.

5.5 Consent - A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (ii) by acting as a director after such person's election or appointment.

5.6 Vacation of Office - A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

5.7 Resignation - A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the

time specified in the resignation, whichever is later.

5.8 Removal - The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board. Notwithstanding the foregoing, a director elected by a class or group of Members that has an exclusive right to elect the director may only be removed by an ordinary resolution of those Members.

5.9 Vacancies –

- (a) Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.
- (b) Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number of directors required to be elected at any meeting of Members, the directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member. If the director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

5.10 Remuneration and Expenses - The directors of the Corporation may, by resolution, fix the reasonable remuneration of the directors, officers and employees of the Corporation. Any director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a director, officer or employee. In addition, a director or officer may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a director or officer.

5.11 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;
- (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;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum

amounts as determined by the Board,

- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

ARTICLE VI COMMITTEES

6.1 Delegation - Executive Committee -The Executive Committee shall consist of the officers of the Corporation as defined in Article 9.1 of the By-Law and the Board shall delegate to the committee any of the powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act, namely the authority to:

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made, or dues to be paid, by members
- (g) all of which powers shall remain with the Board. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

6.2 Nominating Committee - The Board shall appoint a Nominating Committee that deals with the process for nominating suitable candidates for election as directors in accordance with a policy set by the Board from time to time.

6.3 Other Committees - The Board may from time to time appoint 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. 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. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

**ARTICLE VII
MEETINGS OF DIRECTORS**

7.1 Place of Meetings - Meetings of the Board may be held at the registered office of the Corporation or at any other place as the Board may determine.

7.2 Calling of Meetings - Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) directors at any time.

7.3 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 Article XII of this By-Law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. 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. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

7.4 First Meeting of New Board - Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.5 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 immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.6 Quorum - A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.7 Resolutions in Writing - A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

7.8 Participation at Meeting by Telephone or Electronic Means - A director may, if all directors are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

7.9 Chair of the Meeting - In the event that the Chair and the Vice-Chair are absent, the

directors who are present shall choose one of their number to chair the meeting.

7.10 Votes to Govern - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the Chair shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE VIII OFFICERS

8.1 8.1 Election - The Board may designate the offices of the Corporation, specify the duties of the officers and delegate to them the power to manage the affairs of the Corporation. The officers shall be elected by the Members at the Annual Meeting. A director may be elected to any office of the Corporation. An officer may, but need not, be a director unless these By-Laws otherwise provide. Two or more offices may be held by the same person.

ARTICLE IX DESCRIPTION OF OFFICES

9.1 Description of Offices - Unless otherwise specified by the Board, the officers of the Corporation shall be the President, the Immediate Past President, the Sr. Vice President, the five (5) Regional Vice-Presidents, the Secretary and the Treasurer, who shall collectively form the Executive Committee of the Association.

The powers and duties of all officers of the Corporation shall be such as the terms of their engagement call for or as the Board or Executive Committee requires of them. The Board or the Executive Committee may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.2 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.

**ARTICLE X
CONFLICT OF INTEREST**

10.1 Conflict of Interest –

- (a) Any director or officer of the Corporation who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation, or
 - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation,shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Corporation.
- (b) The disclosure required by (a) above, shall be made, in the case of a director:
 - (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Corporation's activities, would not require approval by the directors or Members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (e) A director required to make a disclosure under Section 10.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance under Section 151 of the Act; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section 10.1, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 10.1(a)(ii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) Even if the conditions under Section 10.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which

disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed by the Members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 10.1 but a court may upon the application of the Corporation or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Corporation for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

ARTICLE XI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care - Every director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

11.2 Limitation of Liability - Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

11.3 Indemnification of Directors and Officers - The Corporation may indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil,

criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person 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
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the 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.

11.4 Insurance - Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

11.5 Advances - With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE XII NOTICES

12.1 Method of Giving Notices - Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

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. 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 electronic or similar communication shall be deemed to have been given when

delivered to the appropriate electronic server or equivalent facility. 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 or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.2 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-Law, 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.

12.3 Waiver of Notice - Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE XIII BY-LAW AND EFFECTIVE DATE

13.1 By-Law and Effective Date - 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. The 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.

This Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. 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 of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and person 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 as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.