

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

ONTARIO EQUESTRIAN FEDERATION

(the “**Corporation**”)

BE IT ENACTED as a by-law of 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 Ontario *Corporations Act*, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Board**” means the board of directors of the Corporation;

“**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;

“**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;

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

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

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members;

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

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.

1.3 Robert’s Rules of Order. If any matter of procedure is not address by this By-Law, the policies or codes of the Corporation, or the Act, the latest version of Robert’s Rules of Order shall be consulted and followed.

ARTICLE II **GENERAL**

2.1 Registered Office – The registered office of the Corporation shall be situated in the City of Toronto, Ontario, or as otherwise set by the Board.

2.2 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.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on March 31st of each year or as otherwise set by the Board.

2.4 Execution of Documents – Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation shall be signed in accordance with the Corporation’s Financial Policy. The Financial Policy shall be reviewed, and if required, amended, annually by the Board. 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.

2.5 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.

2.6 Vacancy of Auditor – The Board shall immediately fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement.

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 those individuals who are interested in the purposes of the Corporation, and have applied for membership and had such membership application accepted by the Board. A Member must be at least eighteen (18) years of age at the time of application. Each Member shall be entitled to receive notice of, attend, and vote at all meetings of Members, and each Member shall be entitled to one (1) vote at such meetings.

3.2 Transferability of Membership – A membership may only be transferred to the Corporation.

3.3 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 or resigns;
- (b) the Member's membership is terminated by a seventy-five percent (75%) vote of those present at a meeting of the Board for that purpose, provided that the reasons for considering termination have been provided to the Member in question at least twenty-one (21) days prior to the meeting and such Member is given an opportunity to be heard by the Board;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

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 due will be returned to a previous Member upon termination of such Member's membership.

3.4 Resignation – Any Member may resign as a Member by delivering a written resignation to the President of the Board, in which case such resignation shall be effective from the date specified in the resignation.

3.5 Membership Dues – 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 month of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation.

3.6 Junior Associates. Any individual under eighteen (18) years of age may apply to the Board to become a Junior Associate. Upon payment of an annual fee set by the Board, a Junior Associate shall be entitled to:

- (a) compete in any competitions organized by the Corporation;
- (b) be covered by any insurance purchased by the Corporation; and
- (c) receive newsletters, magazines, and other informational documents from the Corporation.

For greater certainty, Junior Associates shall not be Members of the Corporation and therefore shall not be entitled to receive notice of, attend, or vote at any meeting of Members.

3.7 Associates. Any individual or organization that was a member of the Corporation prior to the enactment of this By-Law, other than the Individual Senior Members (who, herein, are the Members) and the Individual Junior Members (who, herein, are the Junior Associates), will continue to retain all rights held at the time of the enactment of this By-Law, other than the title of Member or the right to receive notice of, attend, or vote at any meeting of Members. For greater certainty, such individuals or organizations shall not be Members. Their new titles shall be as follows:

- (a) Family Associates;
- (b) Member Associates;
- (c) Competition Associates;
- (d) Industry Associates;
- (e) Horse Facility Associates;
- (f) Honorary Associates; and
- (g) Affiliate Organization Associates.

ARTICLE IV
MEETINGS OF MEMBERS

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

4.2 Annual Meetings – The Board shall call an annual meeting of the 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; and
- (c) appointing the auditor, whose remuneration shall be fixed by the Board.

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

4.3 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 ten per cent (10%) 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.

4.4 Notice of Meetings – Notice of the time and place of a meeting of Members shall be sent to each Member entitled to vote at the meeting at least twenty-one (21) days before the date of the meeting at the Member's address as it appears on the books of the Corporation. 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.

4.5 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.

4.6 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 auditor of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

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

4.8 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 a majority of the Members present at the meeting. No business shall be transacted at any meeting of members unless quorum is present. Quorum shall include people present in person or represented by proxy.

4.9 Adjournment – The chair of the meeting 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 (30) 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.

4.10 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.

4.11 Votes to Govern – 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 of the meeting shall have a second or casting vote.

4.12 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.

4.13 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, 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.

4.14 Resolution in Lieu of Meeting - 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. A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

ARTICLE V **DIRECTORS**

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

5.2 Composition of the Board – The Board shall consist of fourteen (14) directors, including the Associations Advisory Council Chair, the Competitions Advisory Council Chair, the Industry Advisory Council Chair, the Recreation Advisory Council Chair, the Horse

Facilities Advisory Council Chair, the Associations Advisory Council Vice-Chair, and eight (8) directors elected by the Members at the Annual General Meeting.

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 found to be incapable of managing property;
- (c) anyone who is not an individual;
- (d) anyone who has the status of bankrupt;
- (e) anyone who is not a Member;
- (f) anyone who is not a resident in Ontario; and
- (g) anyone who is an ineligible individual as defined under the *Income Tax Act* (Canada).

5.4 Election – An election of directors shall be held annually at the Annual General Meeting of the Corporation. The nomination process for the election of directors shall be set out in a policy of the Board. Except for Advisory Council Directors, each director shall be elected for a two (2) year term, except as otherwise provided. No director shall hold office for more than five (5) consecutive terms (for a total of ten (10) years) unless an extension is required in order to enable the director to complete his/her term as an officer of the Corporation.

5.5 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.

5.6 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. A director will be deemed to have resigned if:

- (a) he/she misses two (2) consecutive meetings of the Board or fifty percent (50%) or more of the meetings of the Board within a one year period, without adequate reason (as determined by the Board in its sole discretion);
- (b) the director and/or the director's spouse becomes an employee or a contractor of the Corporation; or
- (c) if, in the sole discretion of the Board, such director has not abided by the By-Law, policies, or codes of the Corporation.

5.7 Removal – The Members may, by special 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. Any director must be given twenty-one (21) days' written notice of a meeting in which the removal of such director will be discussed and written reasons for the removal; such director must be given the opportunity to be heard by the Board.

5.8 Vacancies – 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.

5.9 Remuneration and Expenses –The directors of the Corporation shall not be remunerated for their roles as directors. The Board may, by resolution, fix the reasonable remuneration of the officers and employees of the Corporation. No director or officer may receive reasonable remuneration or expenses for any services to the Corporation that are performed in a capacity other than as a director or officer. 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.

5.10 Borrowing Powers – The directors of the Corporation may, without authorization of the Members:

- (h) borrow money on the credit of the Corporation;
- (i) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (j) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (k) mortgage, 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.

ARTICLE VI

COMMITTEES AND EXECUTIVE DIRECTOR

6.1 Executive Committee – The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, and the Executive Director. The Executive Committee shall carry out such duties as may be designated to it by the Board.

6.2 Committees – The Board may from time to time appoint any committee 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. Each committee shall report at least annually to the Board and to the Members at the Annual General Meeting of the Members. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

6.2 Executive Director – The Board may, from time to time, hire an Executive Director who shall be the chief operating officer of the Corporation and who shall have the following duties:

- (a) to attend all of the meetings of the Board, and such meetings of the Advisory Councils and the Committees as required by the Board;
- (b) to be responsible to the Board and to the Members for the general administration, organization, and management of the Corporation in accordance with this By-Law and the directions of the Board;
- (c) to hire and manage all employees of the Corporation within the boundaries established by the Board;
- (d) to be accountable to the Board for the payment of all salaries due from the Corporation as approved within the annual budget, or otherwise as established from time to time by resolution of the Board;
- (e) to disclose and report to the Board any matter about which the Board should have knowledge; and
- (f) to support informed decision-making by the Board.

The compensation of the Executive Director shall be set by the Board based on an annual evaluation conducted by, or on behalf of, the Board.

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 within Ontario as the Board may determine. The Board shall meet at least four (4) times per year.

7.2 Calling of Meetings – Meetings of the Board may be called by at least three (3) directors.

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 twenty-one (21) 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. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.

7.4 Quorum – A majority of the directors shall constitute a quorum, unless a Special Resolution is passed stating otherwise. For the purpose of determining quorum, a director may be

present in person, or, if authorized under Section 7.6, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.5 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.

7.6 Participation at Meeting by Telephone or Electronic Means – A director may, if all directors present or participating in the meeting are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic or electronic means 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.

7.7 Chair of the Meeting – In the event that the President and the Vice-President are absent, the directors who are present shall choose one of their number to chair the meeting.

7.8 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 of the meeting shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE VIII OFFICERS

8.1 Appointment –The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. Each officer must be a director. Two or more offices may be held by the same person. The officers shall be appointed by the Board, when necessary, as soon as possible after an annual meeting of the Members. Each officer shall be appointed for a one (1) year term for up to a maximum of three (3) consecutive terms.

ARTICLE IX DESCRIPTION OF OFFICES

9.1 Description of Offices – Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President** – The President shall, when present, preside at all meetings of the Board and of the Members. The President shall supervise the general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other duties and powers as the Board may specify.

- (b) Vice-President(s) –If the President is absent or is unable or refuses to act, a Vice-President shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify. There shall be a maximum of two (2) Vice-Presidents who shall be called the 1st Vice-President and the 2nd Vice-President.
- (c) Secretary - The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. 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 auditor, and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such others duties and powers as the Board may specify.
- (d) Treasurer – The Treasurer shall oversee the preparation of an annual budget for the Corporation and present it to the Board; oversee the receipt and disbursement of funds belong to the Corporation; keep the financial records and books of account of the Corporation; oversee the preparation of financial statements for presentation to the Board, the Members, and others when required; oversee the preparation and presentation of appropriate motions concerning banking arrangements and the appointment of auditors; and shall have such others duties and powers as the Board may specify.

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 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.

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.

9.3 Remuneration of Officers – The remuneration of all officers appointed by the Board shall be determined in accordance with Section 0.

ARTICLE X
ADVISORY COUNCILS

10.1 Advisory Councils – The governance structure of the Corporation shall include the following Advisory Councils:

- (a) Associations Advisory Council
- (b) Competitions Advisory Council
- (c) Industry Advisory Council
- (d) Recreation Advisory Council
- (e) Horse Facilities Advisory Council

No additional Advisory Councils may be established.

10.2 Governance – The terms of reference of each Advisory Council shall be approved by the Board of Directors.

10.3 Associations Advisory Council – Each Member Associate is entitled to one vote on the Associations Advisory Council and shall deliver written notice within twenty-one (21) days of the selection of the individual authorized to exercise such vote to the Secretary of the Corporation. The individual authorized to exercise such vote shall be a Member in good standing and a resident of Ontario.

10.4 Competitions Advisory Council - Each Competition Associate shall be entitled to one vote on the Council and shall deliver written notice within twenty-one (21) days of the selection of the individual authorized to exercise such vote to the Secretary of the Corporation. The individual authorized to exercise such vote shall be a Member in good standing and a resident of Ontario.

10.5 Industry Advisory Council - Each Industry Associate shall be entitled to one vote on the Council and shall deliver written notice within twenty-one (21) days of the selection of the individual authorized to exercise such vote to the Secretary of the Corporation. The individual authorized to exercise such vote shall be a Member in good standing and a resident of Ontario.

10.6 Recreation Advisory Council – Each Affiliate Organization Associate, Industry Associate, or Member Associate that has recreational activities and/or interests shall be entitled to one vote on the Council and shall deliver written notice within twenty-one (21) days of the selection of the individual authorized to exercise such vote to the Secretary of the Corporation. The individual authorized to exercise such vote shall be a Member in good standing and a resident of Ontario.

10.7 Horse Facilities Advisory Council – Each Horse Facility Associate shall be entitled to one vote on the Council and shall deliver written notice within twenty-one (21) days of the selection of the individual authorized to exercise such vote to the Secretary of the Corporation.

The individual authorized to exercise such vote shall be a Member in good standing and a resident of Ontario.

10.8 Council Chairs –

- (a) Each Advisory Council shall, once every two years, or as required in the case of a vacancy, elect from among its members one person who shall be chair of the Council.
- (b) The Associations Advisory Council shall once every two years in those years in which a chair of the Council is not being elected (off-setting years), or as required in the case of a vacancy, elect a vice-chair from among its members.
- (c) The terms of the chairs of the Councils shall not exceed three (3) consecutive terms.
- (d) The chair of each Advisory Council, and the vice-chair of the Associations Advisory Council, shall be directors of the Corporation.

10.9 Meetings of Council – Each Advisory Council shall meet, at a minimum, at the time of the Annual Conference. In any year in which there is to be an election, the Council shall hold that election either at a meeting and/or electronically at least ninety (90) days prior to the Annual General Meeting. The terms of the elected representatives shall commence at the Annual General Meeting.

10.10 Recommendations to the Board – The recommendations of each Advisory Council shall be presented for consideration to the Board by the chair of that Council.

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 under the Act and the By-Law has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an officer, a report or advice of an officer or employee of the Corporation, or a report of a professional, no director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

11.3 Indemnification of Directors and Officers –The Corporation shall 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 shall 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 shall 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 46(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 auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

12.2 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, auditor, 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.

12.3 Omissions and Errors – The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board or auditor, 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.

12.4 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 – The Board may, by resolution passed by a majority of the votes cast on that resolution, make, amend or repeal any By-Law that regulate 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 must be confirmed, rejected or amended by the Members by Special 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 pursuant 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.

ENACTED this _____ day of _____, 2014.

President

Secretary

CONFIRMED by the Members this _____ day of _____, 2014.

President

Secretary