

ADR INSTITUTE OF ONTARIO, INC.

BY-LAW NO. 1

**ENACTED JANUARY 14, 1998 AND
AMENDED AND RESTATED MAY 26, 2006; JUNE 1, 2010; JUNE 16, 2011;
JUNE 22, 2012; JUNE 4, 2020; JUNE 3, 2021.**

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ADR INSTITUTE OF ONTARIO, INC.

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the Corporation.

INTERPRETATION

1. Interpretation. In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means the Corporations Act, R.S.O. 1990, c. 38 as from time to time amended and every statute that may be substituted in its place and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute;
 - (b) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, where substitution takes place, any references in the By-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions in the new regulations;
 - (c) "By-law" means any By-law of the Corporation from time to time in force and effect;
 - (d) "Greater Toronto" means the City of Toronto and the Regions/Counties of Halton, Peel, York and Durham;
 - (e) "Member" means those that pay an annual membership fee and that can exercise specific rights as established by the Board from time to time, that complete an Ethics course and are accepted by the Board into the membership;
 - (f) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or its Regulations have the meanings given to these terms in the Act or such Regulations;

HEAD OFFICE

2. Head Office. The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, unless changed by special resolution and at such place within the city in Ontario where the head office is from time to time located as the Directors of the Corporation may from time to time fix by resolution.

SEAL

3. Seal. The seal, an impression of which is stamped on the margin of this By-law, shall be the seal of the Corporation.

DIRECTORS

4. Board of Directors. The Directors elected by Members of the Corporation shall comprise the Board of Directors.
5. Duties and Number. The affairs of the Corporation shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or required by the Corporation or by the By-laws, by any special resolution of the Corporation or by statute. The number of Directors will be seventeen (17) in 2022 and thirteen (13) Directors in 2023.
6. Qualifications. Every Director shall be either a Member of the Corporation or a person duly authorized by a Corporate Member of the Corporation on or before the date of nomination.
7. Term of Office In order to ensure reasonable continuity on the Board, Directors will be elected for two (2) year terms and can serve up to eight (8) years on the Board, but may stand for re-election after an intervening period of two (2) years.
8. Vacancies.
 - (a) The office of a member of the Board of Directors shall be vacated if such member:
 - (i) becomes bankrupt or is declared insolvent; or
 - (ii) becomes of unsound mind; or
 - (iii) resigns office by notice in writing to the Board of Directors; or
 - (iv) ceases to be qualified as a Member; or
 - (v) the Member has missed three consecutive regular Board meetings and the Board of Directors has, by Resolution duly passed, declared the office of the Member to have been vacated due to such absences.
 - (b) So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term of the vacated Director by appointment by the Directors then in office, otherwise such vacancy shall be filled at the next annual meeting of the Members at which such vacated Director's term would have expired. If there is not a quorum of Directors, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy, and, in default, the meeting may be called by any Member. If, as a result of any vacancy or vacancies, less than 20% of the Directors reside outside of Greater Toronto, such vacancy or vacancies shall be filled by a Member or Members who reside(s) outside of Greater Toronto. If the number of Directors is increased between the terms, a vacancy in the number of authorized Directors, shall be considered to have occurred, which vacancy may be filled in the manner

provided above.

9. Committees. The Board of Directors may appoint Committees to carry out the business of the Corporation.
10. Election of Directors and the Vice President/President Elect.
 - (a) Nominations. Any nomination of a candidate for election to the Board of Directors shall be in writing and shall be lodged with the Nominating Committee at least forty-five (45) days before the day of the annual meeting excluding the date of such meeting.
 - (b) The Executive Director or other appropriate person appointed by the Board of Directors shall prepare ballots containing the names of the candidates so nominated listed alphabetically along with any other requirements as set by the Board of Directors. They shall send ballots and any other requirements set by the Board of Directors to each Member at least thirty (30) days before the day of the annual meeting, excluding the date of such meeting.
 - (c) Ballots shall be lodged with the Executive Director or other appropriate person appointed by the Board of Directors.
 - (d) The voting shall close at the time appointed for the commencement of the annual meeting.
 - (e) The Executive Director or other appropriate person appointed by the Board of Directors shall deliver the ballots lodged with them to three or more scrutineers appointed by the President from Members who are not candidates.
 - (f) The scrutineers shall count the votes cast by the ballots.
 - (g) For the election of Directors at any meeting:
 - (i) the two (2) nominees with the largest aggregate number of votes among the nominees from outside Greater Toronto shall be elected as Directors. Such elected Directors will hold office from the date of the meeting at which they are elected until the second annual meeting after such election or until their successors are elected or appointed; and
 - (ii) the remaining nominees with the largest aggregate number of votes among the remainder of the nominees (whether from within or outside of Greater Toronto) shall be elected as Directors. Such elected Directors will hold office from the date of the meeting at which they are elected until the second annual meeting after such election or until their successors are elected or appointed.
 - (h) The scrutineers shall prepare, sign and deliver to the Chair of the annual meeting a

certificate of the names of the candidates who have been elected. The scrutineers shall also prepare and sign a summary of the votes cast for each successful candidate which shall be lodged with the Executive Director or other appropriate person appointed by the Board of Directors.

- (i) Any ties shall be broken by lot drawn on privately by the scrutineers.
- (j) The Chair of the annual meeting shall declare to the annual meeting that the candidates named in the scrutineers' certificate have been elected to the Board of Directors for the ensuing year, but the Officers of the Corporation shall notwithstanding continue to act until their successors are elected.
- (k) The ballots and the summary of votes shall be destroyed by the Executive Director following the annual meeting.

OFFICERS

11. Election/Appointment of Officers.

At the first Board of Directors' meeting, or as soon as possible after the annual meeting of the Corporation, the Board of Directors shall:

- (a) confirm the appointment, as President, of the then-current Vice President/ President Elect, so long as they are a Director;
- (b) appoint, from the Directors, a Secretary who must be a Director; and
- (c) appoint a Treasurer, who does not need to be a Director, so long as they are a Member in good standing of the Corporation,

all as Officers of the Corporation.

Each incumbent Officer shall continue in office until the earlier of:

- (i) their resignation;
- (ii) the election or appointment of their successor;
- (iii) they cease to be a Director or a Member of the Corporation; and
- (iv) the meeting at which the Board of Directors annually elects or appoints the Officers of the Corporation.

The Board of Directors may, as may be necessary from time to time, similarly appoint a replacement of any such Officer..

12. Powers and Duties. All Officers shall sign such contracts or documents in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors, subject however, to any special resolution of the Corporation.
13. Duties of Officers may be delegated. In the absence, inability or refusal to act of any Officer or for any other reason that the Board of Directors may consider sufficient, the Board of Directors may delegate all or any of the powers of the Officer concerned to any other Officer or to any Director for the time being.
14. President. The President shall be the chief executive officer and spokesperson for the Corporation unless otherwise determined by special resolution or resolution of the Board of Directors. The President shall, subject to any special resolution, when present, preside at all meetings of the Board of Directors and all Members meetings including the annual meeting.
15. Vice-President/President Elect
 - (a) Subject to the provisions of subparagraphs (c) and (d) hereof, the Board of Directors, at the first meeting of the Board after the Annual General Meeting (AGM), or as soon as possible thereafter, shall select from among those Directors with one year remaining on their term of office, a person to fill the office of Vice President/President Elect, who shall be appointed with the intent that they will serve out the remainder of the current year term as Vice President and stand for re-election at the next AGM as a Director in order to take on the role of President for the year following the next AGM.
 - (b) If, during the current year, the President is unable due to illness or absence to discharge the functions of the office for any reason or if the office becomes vacant by reason of death, resignation, disqualification or otherwise, the Vice President/President Elect shall be vested with all powers and shall perform all duties of the President until the President is able to resume those duties or if that is not possible, until the next Annual Meeting when the Vice President/President Elect, upon re-election to the board, shall assume the office of President.
 - (c) If a person elected to the Board has already served in the capacity of a Director previously, then if the Directors are of the view that such person is sufficiently experienced by prior service, the Board may, by Resolution, waive the requirement to select a person in their second year of service on the Board and may nonetheless appoint that person as Vice President/President Elect.
 - (d) Further, if the person designated as Vice President/President Elect to serve as President after the next election fails to receive sufficient votes to be elected or declines to run in the election, then the Board, in default of that person's election to the Board, may fill the Office of President by appointment from among the

remaining members of the Board.

16. Secretary. The Secretary shall provide notices for all meetings of the Board of Directors and membership, when directed to do so.
17. Treasurer. Subject to any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit or cause to be deposited the same in the name of the Corporation in such bank or banks or with such depository as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records and the preparation of financial statements. The Treasurer may be required to give such bond for the faithful performance of the duties of Treasurer as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
18. Executive Director. The Board of Directors may from time to time appoint an Executive Director who shall receive remuneration for this office, and the Board of Directors may delegate to such person full power to manage and direct the business and affairs of the Corporation, except such businesses and affairs of the Corporation as must be transacted or performed by the Officers, by the Board of Directors or by the Members, and to employ and discharge agents and employees of the Corporation or may delegate to the Executive Director any lesser authority. The Executive Director shall conform to all lawful orders received from the Board of Directors of such matters and duties as by law, including, without limitation, a special resolution and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation. The Executive Director may be given the same indemnity by the Corporation as the Corporation may give to its Directors.
19. Vacancies. If the office of any Officer of the Corporation (except for the Executive Directors) shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect from the Directors or appoint from the Members a person to fill such vacancy.
20. Nominating Committee. The Board shall appoint a Nominating Committee to be chaired by the immediate past president of the Corporation or a Director and consisting of no fewer than two (2) other persons including no fewer than one (1) Member not on the Board and one (1) member of the Board for the purpose of receiving the nominations of the Members for election of Directors and for the office of Vice President/President Elect. The Nominating Committee shall deliver the names of the nominated candidates to the Executive Director in sufficient time for the notices to be issued in accordance with these by-laws to the Members for the election. The Nominating Committee report of the list of nominated candidates shall be made to the Executive Director no later than 40 days prior to the day of the annual meeting excluding the date of such meeting.

AUDITOR

21. (a) The Board of Directors shall place before the annual meeting of the Corporation financial statements for the last completed financial year prepared in accordance with generally accepted accounting principles.
- (b) At the annual meeting of the Corporation, an auditor shall be appointed to hold office until the close of the next annual meeting, at a remuneration to be fixed by the Board of Directors. The auditor shall not be a Member of the Board of Directors.

MEETINGS OF DIRECTORS

22. Place of Meeting. Meetings of the Board of Directors may be held either at the head office or at any place within or outside Ontario, and may be by telephone conference, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.
23. Notice. A meeting of the Board of Directors may be convened by the President, a Vice-President or any two (2) Directors at any time and the Secretary, when so directed shall convene a meeting of Directors. The notice of any meeting so convened need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be given in the manner specified in this By-law not less than two (2) days, exclusive of the day on which the notice is sent or transmitted, but inclusive of the day for which notice is given, before the meeting is to take place. A Director may in any manner and at any time waive notice of a meeting of Directors, and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. However, a meeting of Directors may be held at any time without notice if all the Directors are present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, or if all of the absent Directors waive notice before or after the date of such meeting.
24. Adjournment. Any meeting of the Board of Directors may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be considered to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
25. Regular Meetings. The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by

the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director immediately after being passed, but no further notice shall be required for any such regular meetings.

26. Quorum. A quorum of Board of Directors for the transaction of business shall be a simple majority of Directors holding office.
27. Voting. Questions arising at any meeting of the Board of Directors shall be decided by majority of votes. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

REMUNERATION OF DIRECTORS

28. Remuneration of Directors. The Board of Directors shall serve as Directors without remuneration and no Director shall directly or indirectly receive any profit from their position as Director, but a Director may be reimbursed for reasonable expenses incurred by such Director in the performance of their duties.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

29. Submission of Contracts or Transactions to Members for Approval. The Board of Directors may submit any contract, act or transaction for approval or ratification at any annual meeting of the Members or at any general or special meeting of the Members called for the purpose of considering it and any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

INDEMNITIES TO DIRECTORS AND OTHERS

30. Conflict of Interest.

A Director who is, or who becomes, in any way whatsoever, directly or indirectly, interested in any actual or proposed: (a) contract with the Corporation; or (b) mandate, activity, committee, programme or event of, run by, with, at, or for the benefit of the Corporation (individually and collectively, the “Contract”), shall fully and honestly disclose the nature and extent of such interest, both: (i) by email to the President of the Board of Directors and to the Executive Director, promptly upon their first knowledge of the Contract or, the probability or realistic possibility of the Contract; and, as applicable, (ii) at the very next meeting of the Board of Directors at which the Contract is raised.

“Interest” or “interested” includes: (A) any financial or legal interest, of any nature whatsoever, in or with respect to the Contract; and (B) any financial or legal interest of any

nature whatsoever, in, or any financial, business, legal, familial or relevant personal relationship, of any nature whatsoever, in or with respect to, the Contract's co-contractant(s), the supplier/organizer/promoter of the aforesaid programme (the "Promoter"), any of the Promoter's directors, officers, individuals acting in a similar capacity, or any person having an ownership, controlling or material interest in the Promoter.

No such Director shall either: (I) participate in the Board's discussion of the Contract unless the other then-present Directors so approve by a majority verbal vote, or, if any then-present Director so requests, by a majority written or electronic vote sent confidentially to the Board's designate; or (II) vote on any resolution to approve such Contract.

31. For the Protection of Directors and Officers.

- (a) Subject to compliance with these bylaws, the Directors and Officers of the Corporation shall not be under any personal duty or responsibility in respect of any contract, act or transaction except such as shall have been submitted to, and authorized or approved by, the Board of Directors.
- (b) If any Director or Officer of the Corporation shall be employed by, or shall perform services for, the Corporation, otherwise than as a Director or Officer, or shall have any interest in or with respect to a person who is employed by, or performs services for, the Corporation, then the mere fact of their being a Director or Officer of the Corporation shall not as such disentitle such Director or Officer, or such person, as the case may be, from receiving proper remuneration for such employment or services, provided, however, that compliance with these bylaws is effected.

32. Indemnities to Directors. Every Director of the Corporation and the Executive Director, their heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Board of Directors, 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 that they sustain or incur in or about any action, suit or proceedings brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to affairs of the Corporation, except such costs, charges or expenses which are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any Director in such other circumstances as the law permits or requires. Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

MEMBERS

33. Entitlement. The Members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons who may from time to time be admitted as Members by the Secretary in accordance with rules for membership in the Corporation which have been approved by resolution of the Directors and those persons who may from time to time be admitted as Members in the Corporation by resolution of the Board of Directors or by resolution of the Members. Each Member shall be promptly informed by the Secretary of their admission as a Member.
34. Resignation. Members may resign by resignation in writing. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Corporation prior to receipt of notice of resignation by the Corporation.
35. Termination of Members. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when their period of membership expires or when they cease to be a Member by resignation or otherwise in accordance with the By-laws, but the Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any Member of the Corporation.

DUES

36. Dues. There shall be such dues or fees payable by Members which are from time to time fixed by vote of the Board of Directors, and any change shall be subject to ratification by a vote of the Members at the next annual or other general meeting. The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within ninety (90) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but such defaulting Members may on payment of all unpaid dues or fees and such administrative or other charges and on compliance with such other requirements as may be determined by the Board of Directors from time to time be reinstated as Members in good standing.

MEMBERS' MEETINGS

37. Annual Meeting. The annual meeting of the Members shall be held at any place within Ontario on such day in each year and at such time as the Board of Directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.
38. General Meetings. Other meetings of the Members may be convened by the President or a Vice-President or by the Board of Directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

39. Special Meetings. Twenty (20) Members of the Corporation may in writing request a meeting of Members and the President or a Vice-President or the Board of Directors shall give notice as provided by this By-law and shall convene such a meeting.
40. Notice of Meeting.
- (a) A printed, written or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by sending such notice by prepaid ordinary mail, or by electronic transmission to each Member entitled to notice of such meeting and to the auditor of the Corporation.
 - (b) Notice of the annual meeting of the Corporation shall be given not less than thirty (30) days before such meeting and notice of any other Members meeting shall be not less than ten (10) days before such meeting.
41. Waiver of Notice. Any person entitled to attend a meeting may in any manner waive notice of such meeting and attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
42. Omission of Notice. The accidental omission to give notice of any annual, general or special meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.
43. Conduct of Members' Meetings.
- (a) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands or by poll and in the case of an equality of votes, the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which they may otherwise be entitled.
 - (b) No Member shall be entitled either in person or by proxy to vote at meetings of Members of the Corporation unless they have paid all dues or fees or charges, if any, then payable by them.
 - (c) At any meeting unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
 - (d) A poll may be demanded either before or after any vote by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later

in the meetings or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

44. Chair of the Meeting. In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another Director as Chair of the meeting and if no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be Chair.
45. Proxies
 - (a) Votes at meetings of the Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of Members of the Corporation. At every meeting at which they are entitled to vote, every Member or person appointed by proxy to represent one or more Members or individual so authorized to represent a Member who is present in person shall have one vote. Upon a poll and subject to the provisions of the letters patent or supplementary letters patent of the Corporation, every Member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxy holder.
 - (b) A proxy shall be executed by the Member or their attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney who is duly authorized.
 - (c) A person appointed by proxy shall be a Member.
 - (d) The Board of Directors may from time to time make regulations regarding the lodging of proxies at a place other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by electronic transmission or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of Members may accept an electronic transmission or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member despite the fact that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such a facsimile transmission, electronic transmission or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

46. Adjournment. The Chair of any meeting may with the consent of the meeting adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling that meeting.
47. Quorum. A quorum at any meeting of the Members other than the annual meeting shall be not less than five percent (5%) of Members represented in person, and at any annual meeting not less than ten percent (10%) of Members represented in person or by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place, but may not transact any other business and the provisions with regard to notice shall apply to such adjournment.

NOTICES

48. Service. Any notice or other document required to be sent to any Member, Officer or Director or to the auditor shall be sent by prepaid ordinary mail or by electronic transmission to any such Member, Officer or Director at their last address as shown in the records of the Corporation and to the auditor at their business address, or if no address is given, then to the last address of such Member, Officer or Director known to the Secretary. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice.
49. Computation of Time. Where a given number of days notice or notice extending over a period is required to be given, the day of mailing or electronic transmission of the notice shall not, unless it is otherwise provided, be counted in the number of days or other period.

CHEQUES, DRAFTS, NOTES, ETC.

50. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.
51. Custody of Money. All money owned by the Corporation or held by it on behalf of third parties shall be lodged in the name of the Corporation with a Canadian chartered bank, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

52. The Directors of the Corporation may, without authorization of the Members
- (a) borrow money on the credit of the Corporation;
 - (b) issue, re-issue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (c) give a guarantee on behalf of the Corporation; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

53. Execution of Documents.

- (a) Subject to any special resolution, contracts or documents in writing requiring the signature of the Corporation may be signed by
 - (i) any one of the President or a Vice-President, together with any one of the Secretary or the Treasurer; or
 - (ii) any one of the President or a Vice-President, together with any one Director;

and all contracts or documents in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or any person on behalf of the Corporation either to sign contracts or documents in writing generally or to sign specific contracts or documents in writing.

- (b) The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as provided or by any Officer or Officers, person or persons, appointed as provided by resolution of the Board of Directors.
- (c) The term "contracts or documents in writing" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, or other securities and all paper writings.

FINANCIAL YEAR

54. Financial Year. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

ENACTED the 14th day of January, 1998; AMENDED AND RESTATED the 30th day of March, 1999; AMENDED AND RESTATED the 28th day of May, 2001; AMENDED AND RESTATED the 27th day of May, 2004; AMENDED AND RESTATED the 26th day of May, 2006; AMENDED AND RESTATED the 1st day of June, 2010; AMENDED AND RESTATED THE 16th day of June, 2011; AMENDED AND RESTATED the 22nd day of June, 2012; AMENDED AND RESTATED the 4th day of June, 2020.

WITNESS the seal of the Corporation.

President

Secretary