

CANADA NOT-FOR-PROFIT CORPORATIONS ACT

BYLAWS

OF THE

INTERNATIONAL WINE LAW ASSOCIATION (CANADIAN CHAPTER)

**CHAPITRE CANADIEN DE L'ASSOCIATION INTERNATIONALE
DES JURISTES DU DROIT DE LA VIGNE ET DU VIN**

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PART 1. INTERPRETATION

1.1 Definitions

In the Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, as amended from time to time, and includes the regulations made under the Act, and includes every statute or regulation that may be substituted therefor and, in the case of a substitution, any references in the Bylaws to provisions of the Act or regulations thereunder will be read as references to the substituted provisions therefor in the new statute, statutes, or regulations, as the case may be;
- (b) **“AIDV”** means the **“Association Internationale des Juristes du Droit de la Vigne et du Vin”**;
- (c) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **“Board”** means the Directors acting as authorized by the Act, the Articles and the Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (e) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who, being entitled to do so, vote in person or by Electronic Means at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;

- (f) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (g) **“Chair”** means a Person elected to the office of Chair in accordance with the Bylaws;
- (h) **“Corporation”** means **“International Wine Law Association (Canadian Chapter)”**, alternatively known as **“Chapitre Canadien de l’Association Internationale des Juristes du Droit de la Vigne et du Vin”**;
- (i) **“Corporations Canada”** means the federal agency responsible for the administration of the Act;
- (j) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (k) **“Directors”** means those Persons who have become directors of the Corporation in accordance with the Bylaws and have not ceased to be directors;
- (l) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (m) **“Honourary Member”** means a Member who has become a member of the Corporation pursuant to section 2.4 of the Bylaws;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Incorporators”** means the applicants for incorporation who sign the Articles of incorporation;
- (p) **“Meeting of Members”** means the annual general meeting of the Corporation and any special general meetings of the Corporation;
- (q) **“Members”** means the Incorporators and those Persons who have subsequently become members of the Corporation in accordance with the Bylaws and, in either case, have not ceased to be members;
- (r) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (s) **“Ordinary Member”** means a Member who has become a member of the Corporation pursuant to section 2.1 of the Bylaws;

- (t) **“Ordinary Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (u) **“Organization”** means an association, corporation, partnership, society or other entity;
- (v) **“Person”** means an individual;
- (w) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (x) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with the Bylaws;
- (y) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the Corporation’s register of Members or register of Directors, as may be applicable;
- (z) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada; and
- (aa) **“Special Resolution”** means:
 - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members;
 - 1. of which the period of notice required by the Bylaws has been given, and which notice includes the text of the resolution, or
 - 2. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or

- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

1.2 **Canada Not-for-profit Corporations Act Definitions**

The definitions in the Act on the date the Bylaws become effective apply to the Bylaws and in the event of any contradiction between the definitions in the Bylaws and those in the Act, the definitions in the Act will prevail to the extent of the contradiction.

1.3 **Rules of Interpretation**

In the Bylaws:

- (a) words importing the plural form include the singular and vice-versa;
- (b) words importing the masculine gender include the feminine and neuter gender and vice-versa; and
- (c) the invalidity or unenforceability of any provision of the Bylaws will not affect the validity or enforceability of any other provision of the Bylaws.

PART 2. MEMBERSHIP

2.1 **Admission to Membership**

Membership in the Corporation will be composed of and restricted to the Incorporators, those Persons whose application for admission as a Member has been accepted by the Board pursuant to section 2.3, and those Persons who have been designated as an Honourary Member by Board Resolution pursuant to section 2.4, all of whom must also be Members of the AIDV.

2.2 **Classes of Membership**

In accordance with the Articles, there are two classes of Members, being:

- (a) Ordinary Members; and
- (b) Honourary Members.

2.3 **Application for Ordinary Membership**

A Person, including an Honourary Member, may apply in writing to the Corporation at its Registered Office to become an Ordinary Member and on acceptance by the Board will be an Ordinary Member.

An application for membership must include payment of applicable membership dues, if any.

2.4 **Honourary Membership**

The Board may, by Board Resolution, designate as an Honourary Member of the Corporation any Person who has made an extraordinary contribution to legal aspects of the wine industry in Canada or is a Member of Honour of the AIDV.

2.5 **Membership not Transferable**

Membership is not transferable.

2.6 **Rights and Restrictions of Membership**

In addition to any rights conferred by the Act, and notwithstanding any other provision in these Bylaws, a Member in good standing has the following rights and privileges of membership, by class:

Ordinary Members:

- (a) shall be eligible to hold office as a committee member or officer of the Corporation;
- (b) shall receive notice of, and are entitled to attend, all General Meetings;
- (c) shall be entitled to make or second motions at a General Meeting, to speak in debate on motions under consideration in accordance with such rules of order may be adopted, and to exercise a vote on matters for determination at General Meetings;
- (d) shall be included in the quorum at any meeting of the Corporation;
- (e) shall be entitled to participate in the programs and initiatives of the Corporation, in accordance with such criteria as may be determined by the Board from time to time; and
- (f) shall be required to pay dues to the Corporation as set out in section 2.7 of these Bylaws.

Honourary Members:

- (a) shall not be eligible to hold office as a Committee member or officer of the Corporation;
- (b) shall be entitled to attend General Meetings;
- (c) shall be entitled to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order may be adopted, but shall not be entitled to exercise a vote on matters for determination at meetings of the Corporation;

- (d) shall not be included in any quorum at any meeting of the Corporation;
- (e) shall be entitled to participate in the programs and initiatives of the Corporation, in accordance with such criteria as may be determined by the Board from time to time; and
- (f) shall not be required to pay any dues to the Corporation.

2.7 Dues

Annual dues for Ordinary Members shall be such amount as may be prescribed by the Board from time to time and is payable in advance on or before the date determined by the Board each year.

There will be no annual membership dues for Honourary Members.

2.8 Standing of Members

All Members are deemed to be in good standing, except a Member who has failed to pay such annual membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid.

2.9 Compliance with Articles, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Directors from time to time; and
- (b) further and not hinder the aims and objects of the Corporation.

2.10 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution is considered by the Members.

2.11 Cessation of Membership

A Person will cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated thereon;

- (b) upon the date of his or her cessation of Membership of the AIDV;
- (c) upon his or her expulsion;
- (d) upon his or her death; or
- (e) in the case of an Ordinary Member, upon all or any part of such Member's annual membership dues being in arrears for more than 3 months.

2.12 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.10.

PART 3. MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

Subject to the Act and the Bylaws, a Meeting of Members will be held at a place in Canada that the Directors determine or a place outside Canada if a majority of the Members entitled to vote at the meeting agree.

3.2 Annual General Meetings

Subject to the Act, the first annual general meeting of the Corporation will be held not more than eighteen (18) months after the date of incorporation. Thereafter, an annual general meeting will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the preceding annual general meeting, but no later than six (6) months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of at least five percent (5%) of the Members.

3.5 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least twenty-one (21) days and not more than sixty (60) days before the day on which the Meeting of Members is to be held; or

- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may be, at least twenty-one (21) days and not more than sixty (60) days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.6 **Contents of Notice**

Notice of a Meeting of Members will state the day and the hour of the meeting, and will specify the address at which the meeting will be held, except that in the case of a Meeting of Members conducted entirely by Electronic Means, the notice need not specify an address but will provide instructions on how Members may participate in the meeting.

Notice of a Meeting of Members will:

- (a) specify the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business;
- (b) include the text of any Special Resolution to be considered at the meeting; and
- (c) include a copy of the financial reporting described in section 172(1) of the Act.

3.7 **Entitlement to Notice of Meeting of Members**

Notices of a Meeting of Members will be given to:

- (a) every Person shown on the register of members as a Member in good standing at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) each Director; and
- (c) the Public Accountant, if any is appointed.

No other Person or Organization is entitled to receive notice of a Meeting of Members.

3.8 **Waiver or Reduction of Notice Period**

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing. The attendance of a Member at a Meeting of Members will constitute waiver of notice of the meeting, except where such Member 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.

3.9 **Omission of Notice**

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 **Attendance at Meetings of Members**

The following Persons are entitled to attend any Meeting of Members:

- (a) each Member;
- (b) each Honourary Member;
- (c) each Director; and
- (d) the Public Accountant.

No other Person is entitled to attend a Meeting of Members, but the Board may invite a Person or Persons to attend a Meeting of Members as non-voting advisors, observers or guests.

4.2 **Special Business**

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) consideration of the financial statements;
 - (ii) consideration of the Public Accountant's report;
 - (iii) the election of Directors; and
 - (iv) re-appointment of the incumbent Public Accountant.

4.3 **Quorum**

A quorum for a Meeting of Members is four (4) Ordinary Members in good standing on the date upon which notice of the Meeting of Members is given.

4.4 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.5 Lack of Quorum

If within thirty (30) minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.6 Loss of Quorum

If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Participation in a Meeting by Electronic Means

The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely, or in part, by Electronic Means.

Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility.

4.8 Arrangement and Notice of Electronic Means

For every Meeting of Members where the Board has determined to allow participation by Electronic Means, the Corporation must:

- (a) arrange for the provision of Electronic Means for use at the meeting, which Electronic Means must permit communication and voting in accordance with the Act;
- (b) notify all parties entitled to attend the Meeting of Members of the availability (or requirement, as the case may be) of participating by Electronic Means, with instructions to enable them to do so; and
- (c) permit:
 - (i) any Member to attend, participate and vote, in accordance with the Act, by the arranged Electronic Means; and
 - (ii) any other Person that is entitled or invited to attend the Meeting of Members to attend and participate by the arranged Electronic Means.

- (d) Any Person participating in a Meeting of Members by Electronic Means is deemed for all purposes to be present at such meeting.

4.9 **Chair**

The President will, subject to a Board Resolution appointing another Person, preside at all Meetings of Members; but if at any Meeting of Members the President and such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

4.10 **Alternate Chair**

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

4.11 **Adjournment**

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.12 **Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than thirty-one (31) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.13 **Ordinary Resolution Sufficient**

Any issue at a Meeting of Members which is not required by the Bylaws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.14 **Entitlement to Vote**

Each Ordinary Member is entitled to one (1) vote on each matter for determination at a Meeting of Members. No other Person or Organization is entitled to a vote on a matter for decision by the Members.

4.15 **Voting Method**

Voting at a Meeting of Members will be by one or more of the following methods, at the discretion of the Board:

- (a) show of hands;
- (b) voice vote;

- (c) roll-call vote; and
- (d) ballot vote (whether at the meeting, or in advance, and whether by paper or by Electronic Means),
- (e) provided that, at the request of any Member entitled to vote at the meeting, a secret vote by ballot will be required.

4.16 **Electronic Voting**

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote using the Electronic Means arranged provided by the Corporation, which Electronic Means meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

4.17 **Absentee Voting by Members**

Absentee voting by Members is not permit except by proxy in accordance with Section ? of the Bylaws.

4.18 **Proxy Voting by Members**

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

- (a) a Member in good standing may, by form of proxy, appoint another Member in good standing to be his or her Proxy Holder and to attend and act at a specified General Meeting on his or her behalf;
- (b) a form of proxy appointing a Proxy Holder must:
 - (i) be in a form approved by the Board; and
 - (ii) be signed and dated by the Member;or it is void and of no effect;
- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does

not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy;

- (d) a Person may not be Proxy Holder for more than one (1) Member at any given General Meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than one Member, all forms of proxy held by that Proxy Holder are deemed to be void and of no effect; and
- (e) proxy voting is not available for Members participating in General Meetings by Electronic Means.

4.19 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing (including electronic signatures) by all of the Members entitled to vote on the resolution in person at a Meeting of Members is valid and effective as a resolution as if it had been passed at a duly called and constituted Meeting of Members. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.20 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

4.21 Notice of Proposal

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 5. DIRECTORS

5.1 Management of Property and Affairs

Subject to the Act, the Articles and the Bylaws, the Board will manage or supervise the management of the activities and affairs of the Corporation.

5.2 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and

- (b) the Articles and the Bylaws.

5.3 **Composition of Board**

The Board will be composed of no fewer than five (5) and no more than nine (9) Directors, which number may be set by Board Resolution from time to time, and except as provided for in the Act, the Articles or the Bylaws, each Director will be elected by the Members in accordance with the Act.

During any period where the Corporation is a soliciting corporation under the Act, at least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

5.4 **Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

5.5 **Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

5.6 **Director Must be an Ordinary Member**

A Person must be an Ordinary Member to be eligible to be a Director.

5.7 **Qualifications of Directors**

An individual may not be elected, appointed or otherwise serve or continue to serve as a Director during any period he or she:

- (a) is less than 18 years of age; or
- (b) has been declared incapable by a court in Canada or in another country; or
- (c) has the status of a bankrupt.

5.8 **Election of Directors**

Directors will normally be elected by Ordinary Resolution at each annual general meeting at which an election of Directors is required and will take office commencing at the close of such meeting.

5.9 **Term of Office**

The term of office of Directors will normally be three (3) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected and

will be deemed to expire at the close of the annual general meeting held in the last year of the Director's term.

5.10 **Consecutive Terms**

A Director may be elected for consecutive terms, without limit.

5.11 **Appointing Additional Directors**

The Directors may, in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting.

5.12 **Election by Acclamation**

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.13 **Election by Secret Ballot**

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot conducted by Electronic Means or by a combination of paper ballots and Electronic Means. The following rules will apply to any election by ballot:

- (a) ballots will be provided or otherwise made accessible to all Members participating in the meeting, and only to those Members;
- (b) each ballot will include the name of each candidate for election and the number of vacancies to be filled;
- (c) no Member will vote for more Directors than the number of vacant positions. Any ballot on which more names are voted for than there are vacant positions will be deemed to be spoiled and will be of no effect;
- (d) ballots will be counted following the close of voting by scrutineers appointed by the President;
- (e) candidates will be deemed to be elected in order of those candidates receiving the most votes, provided that a candidate must be elected by the threshold required for an Ordinary Resolution; and
- (f) in the event of a tie between two or more eligible candidates for the final vacant position, a run-off election will be held to determine the final position.

5.14 **Election of Less than Required Number of Directors**

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.15 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.16.

5.16 Filling Vacancy Among Directors

Subject to the Act and section 5.15, the remaining Directors may fill any vacancy or vacancies arising on the Board by Board Resolution.

A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.17 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the President or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon the date such Person is no longer a Member;
- (c) upon ceasing to be qualified pursuant to section 5.5;
- (d) upon his or her removal; or
- (e) upon his or her death.

5.18 Remuneration of Directors and Reimbursement of Expenses

A Director will not receive any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

PART 6. PROCEEDINGS OF THE BOARD

6.1 First Board Meeting

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;

- (b) appoint a Public Accountant to hold office until the first annual general meeting;
- (c) issue memberships;
- (d) make banking arrangements; and
- (e) transact any other business.

6.2 **Calling of Meetings**

Meetings of the Board may be held at any place and time determined by the Board.

The President may at any time call a meeting of the Board. The President will call a meeting of the Board on the request of any two (2) Directors.

6.3 **Notice**

Notice of a meeting of the Board must specify any matters referred to in section 138(2) of the Act that is to be dealt with in the meeting.

At least two (2) days' notice of every meeting of the Board will be sent to each Director, provided that an error or accidental omission to give notice of a meeting of the Board to, or the non-receipt of notice by, any Director does not invalidate proceedings at that meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Corporation.

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.4 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board. No other Person or Organization is entitled to attend a meeting of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as non-voting advisors or guests.

6.5 **Quorum**

A majority of the number of Directors currently in office will constitute a quorum for a meeting of the Board, and, despite any vacancy among the Directors, a quorum of directors may exercise all the powers of the Board.

6.6 **Director Conflict of Interest**

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed

contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will absent themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

6.7 Chair of Meetings

The President will, subject to a Board Resolution appointing another Person, preside at all meetings of the Board. If at any Board meeting the President and such alternate Person appointed by Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.8 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.9 Board Resolutions

Unless the Act, the Articles or the Bylaws require otherwise, every issue for determination by the Board (whether at a meeting or otherwise) will be decided by a Board Resolution.

6.10 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

6.11 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by Electronic Means, in accordance with the Act, or by a combination of Electronic Means and roll-call vote.

6.12 Resolution in Writing

A Board Resolution in writing, signed (including electronic signatures) by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. OFFICERS

7.1 Composition of Officers

The officers of the Corporation are the President, Vice President, Secretary and Treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

7.2 Election of Officers

At the first meeting of the Board and at each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

7.3 Removal of Officers

A Person may be removed as an officer by Board Resolution.

7.4 Replacement

Should the President or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

7.5 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Corporation and of the Board.

7.6 Duties of Secretary

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Corporation and the Board;
- (b) the keeping of minutes of all meetings of the Corporation and the Board;
- (c) the custody of all records and documents of the Corporation, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Corporation.

7.7 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*, and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

7.8 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Corporation or the Board, the Directors present will appoint another person to act as secretary at that meeting.

7.9 Combination of Offices

Two or more offices may be held by one Director.

PART 8. COMMITTEES

8.1 Standing and Special Committees

The Board may, from time to time, create such standing and special committees as it deems necessary, provided that such committee will include at least one Director. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees.

8.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in the Bylaws governing proceedings of the Board.

8.5 Dissolution of Committees

A committee may be dissolved by Board Resolution.

PART 9. INDEMNIFICATION

9.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and the Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

9.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

9.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation;
- (b) acted outside of the scope of his or her duties as a Director or officer, respectively, unless such Director or officer reasonably believed that he or she was acting within the scope of his or her duties; or
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

9.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 9.3.

9.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or the Bylaws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

9.6 Purchase of Insurance

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and other individuals who act at the Corporation's request, against personal liability

incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request.

PART 10. EXECUTION OF INSTRUMENTS

10.1 No Seal

The Corporation will not use a seal for the execution of documents.

10.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed as follows:

- (a) by the President, together with the secretary or the treasurer;
- (b) by the President, together with one other Director; or
- (c) in the absence or inability of the President, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 11. FINANCIAL MATTERS

11.1 Financial Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

11.2 Investment Powers and Standard of Care

The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

11.3 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

11.4 **Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

11.5 **Borrowing Powers of Directors**

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

PART 12. PUBLIC ACCOUNTANT

12.1 **Appointment of Public Accountant**

The Members will, by Ordinary Resolution at each annual general meeting:

- (a) appoint a Public Accountant to hold office until the close of the next annual general meeting, or dispense with such appointment in accordance with the Act; and
- (b) direct the Public Accountant, if any is appointed, as to the level of review to be conducted by the Public Accountant with respect to the Corporation's annual financial statements.

12.2 **First Public Accountant**

The Directors may, by Board Resolution, appoint a Public Accountant prior to the first annual general meeting of the Corporation, and the Public Accountant so appointed will hold office until the first annual general meeting of the Corporation.

12.3 **Failure to Appoint**

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

12.4 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

12.5 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

12.6 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;
- (c) upon his, her or its removal in accordance with section 12.5; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and the Bylaws.

12.7 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 12.5, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

12.8 Replacement to Request Statement from Incumbent

The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint

the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

12.9 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

12.10 Review of Financial Statements

The Public Accountant will conduct a review in respect of the Corporation's annual financial statements as directed by the Members at the annual general meeting and in accordance with the Act.

12.11 Report to Members

After conducting the review required by section 12.10, the Public Accountant will report to the Members in the manner required by the Act.

PART 13. NOTICE

13.1 Method of Giving Notice

Except as otherwise provided in the Act or the Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

13.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed,

provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

13.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 14. MISCELLANEOUS

14.1 Examination of Records

The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours:

- (a) the Articles and the Bylaws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the minutes of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;
- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to

redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

14.2 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in the Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

14.3 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 15. BYLAWS

15.1 Entitlement of Members to copy of Articles and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Articles and Bylaws of the Corporation.

15.2 Special Resolution to Alter Articles or Bylaws

The Articles or the Bylaws, or both of them, may be amended, added to or repealed by Special Resolution.

15.3 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within twelve (12) months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

15.4 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

DATED September 11, 2019

Witness(es)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

(Signature)

(Full Name)

(Resident Address)

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