

BY-LAW OF THE CANADIAN ASSOCIATION OF SERVICE DOG TRAINERS, INC. (the “Corporation”)

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I

Interpretation

Section 1.01 Definitions. In the By-laws of the Corporation, unless the context otherwise requires:

”**Act**” means the *Canada Not-for-profit Corporations Act*.

”**appoint**” includes “elect” and vice versa.

”**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement or revival of the Corporation.

”**Board**” means the board of directors of the Corporation.

”**By-law**” means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

”**Director**” means a member of the Board.

”**entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

”**Founding Members**” means George Leonard, Brian Archer, John Dugas, Heather Logan and Chipman Kane.

”**meeting of members**” means an annual meeting of members entitled to vote and a special meeting of members entitled to vote.

”**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act (Canada)*.

”**ordinary resolution**” includes a resolution of the members passed by a majority of the votes cast on that resolution.

”**person**” includes any individual or entity.

”**recorded address**” means:

(a) in the case of a member, his or her address as recorded in the register of members of the Corporation;

(b) in the case of an officer, auditor or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and

(c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

"**special meeting**" includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

"**special resolution**" includes a resolution of the members passed by a majority of more than two-thirds of the votes cast on that resolution.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

Section 1.03 Purpose. The purposes of the Corporation are set out in the Articles, namely:

- a) To foster the growth and development of a Canadian-based and managed professional service dog trainers' organization that in turn will work with end users of service dogs, directly related stakeholders and organizations, and governmental regulators of service dogs, in order to enhance public access for service dogs, and ensure the production of service dogs of the highest quality within Canada;
- b) To work with members of the Association to develop an internal code of ethics, and create Quality Assurance Benchmarks and Best Practices for the training and delivery of service dogs, and related guidelines;
- c) To support independent research initiatives, conduct public forums and trade shows, produce Media releases, and interact with governmental regulators, each with the collective goal of improving the public acceptance for service dogs within Canada;
- d) To produce and circulate internal information relevant to the collective mission of the members within the Association;
- e) To foster a sense of unity and common purpose within the Canadian service dog community; and
- f) The Association will operate on an exclusively not-for-profit basis.

ARTICLE II

Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in the province or territory within Canada specified in the Articles and at such location therein as the Board may from time to time determine.

Section 2.02 Books and Records. Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a

bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

ARTICLE III

Membership

Section 3.01 Membership Classes. Subject to the Articles, there shall be two classes of members in the Corporation: voting and non-voting. Subject to Section 3.02, the Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Voting members. Voting membership shall be available only to persons who have applied for and been accepted into voting membership in the Corporation. Subject to Section 3.05 and 3.06, the term of membership of a voting member shall be indefinite. As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all meetings of members, and each voting member shall be entitled to one vote at such meetings; and

Non-voting members. Non-voting membership shall be available only to persons who have applied for and been accepted into non-voting membership in the Corporation. Subject to Section 3.05 and 3.06, the term of membership of a non-voting member shall be indefinite. Subject to the Act and the Articles, a non-voting member shall not be entitled to receive notice of, to attend or to vote at meetings of the members of the Corporation.

The initial voting-members of the Corporation are the Founding Members.

Section 3.02 Membership Conditions. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Notwithstanding the foregoing, no person shall be accepted into membership into the Corporation unless they:

- a) Are a resident of Canada within the meaning of the *Income Tax Act* (Canada);
- b) Are a Service Dog Training who provides training activities primarily within Canada;
- c) If an entity other than an individual, not a subsidiary or branch operation of a foreign service dog trainer organization; and
- d) Such other criteria as the Board may determine from time to time.

Section 3.03 Transfer of Memberships. A membership may only be transferred to the Corporation and shall not be transferred to any other person.

Section 3.04 Membership Dues. Membership dues, the frequency of payment of membership dues and any interest or penalties on unpaid dues will be determined by, and may be changed by, the Board from time to time. Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within one calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation until such time as they pay their membership dues together with penalties and interest. Having regard to financial capabilities of each individual member, the Board shall be entitled to set different membership dues to each individual person or to provide discounts in

membership to individual persons. The Board shall be entitled to set different membership dues for different classes of member.

Section 3.05 Termination of Membership. A membership in the Corporation is terminated when:

- a) A member dies or, in the case of a member that is a body corporate, the body corporate is dissolved;
- b) A member fails to maintain any qualification for membership described in Section 3.02;
- c) A member resigns by delivering a written resignation to the Corporation, in which case such resignation shall be effective on the date specified in the resignation or, if no date is specified, immediately upon receipt;
- d) A member is expelled in accordance with Section 3.07 or is otherwise terminated in accordance with the Articles or By-laws; or
- e) The Corporation is dissolved under the Act.

Section 3.06 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.07 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles or Bylaws or such other written policies of the Corporation approved by the Board from time to time;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 5 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 5 day period. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.07, the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 10 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal.

ARTICLE IV

Meetings of the Members

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in Canada as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Canada where a meeting of members may be held, a meeting of members may be held outside Canada.

Section 4.02 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section 4.03 Intentionally Blank.

Section 4.04 Special Meetings. Special meetings of members for any purpose or purposes shall be called pursuant to a resolution approved by the Board. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.05 Fixing the Record Date.

(a) In order that the Corporation may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than sixty nor less than twenty-one days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; *provided that* the Board may fix a new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

(b) In order that the Corporation may determine the members entitled to receive payment of any liquidation distribution or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days before such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

Section 4.06 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If after the adjournment a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-law.

Section 4.07 Notice of Meetings. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of not less than twenty-one and not more than sixty days before the day on which the meeting is to be held; or

(b) telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of not less than twenty-one and not more than thirty-five days before the day on which the meeting is to be held.

Section 4.08 Notice of Special Meetings. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.09 List of Members. The officer of the Corporation who has charge of the register of members shall prepare a complete list of the members entitled to vote at any meeting of members, arranged in alphabetical order, and showing the address of each member. If a record date is fixed, then this list shall be prepared by such officer of the Corporation no later than ten days after setting the record date. If no record date is fixed, then such officer of the Corporation shall prepare this list at the close of business on the day immediately preceding the day on which notice of a meeting of members is given or, where no notice of a meeting of members is given, on the day on which the meeting is held. A member may inspect the list of members prepared for a meeting during the Corporation's usual business hours at its registered office. A member can also inspect this list at the meeting of members for which the list was prepared. If the meeting is held solely by means of telephonic, electronic or other communication facility, the list shall also be open for inspection by any member during the whole time of the meeting. Except as provided by the Act, the register of members of the Corporation shall be the only evidence as to who are the members entitled to inspect the register of members and the list of members or to vote in person at any meeting of members.

Section 4.10 Quorum. A quorum at any meeting of the members shall be the presence of more than one-quarter of the members entitled to vote at the meeting, present in person or telephonic, electronic or other communication facility. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat or present in person shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.05, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.11 Persons Entitled to Attend. The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

Section 4.12 Conduct of Meetings.

(a) At every meeting of members, the chair of the Board or, in his or her absence or inability to act, an officer of the Corporation or, in his or her absence or inability to act, a member present at the meeting chosen by the members present in person and entitled to vote at the meeting shall act as

chairperson of, and preside at, the meeting. The secretary or, in his or her absence or inability to act, the person whom the chairperson of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chairperson of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include the following:

- (i) establishing an agenda or order of business for the meeting;
- (ii) determining of when the polls shall open and close for any given matter to be voted on at the meeting;
- (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
- (iv) limiting attendance at or participation in the meeting to members of the corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine;
- (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
- (vi) limiting the time allotted to questions or comments by participants.

(b) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 4.11 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 4.12 Voting. Unless otherwise required by law, the election of Directors shall be by written ballot and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chairperson of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member entitled to vote at the meeting.

ARTICLE V

Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

Section 5.02 Number of Directors. The Board shall be comprised of a minimum of three and a maximum of seven Directors and the members, as determined from time to time by ordinary resolution or, if the ordinary resolution empowers the Board, by resolution of the Board, may change to a fixed number of

Directors or proscribe a different minimum and maximum number of Directors.

Section 5.03 Term of Office. The Directors shall be elected to hold office for a term expiring not later than the close of the first annual meeting following the election. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification or removal.

Section 5.04 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of Directors under Section 5.02 and any vacancies occurring in the Board, shall be filled by the affirmative votes of a majority of the remaining members of the Board, or by a sole remaining Director, if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected and qualified or the earliest of such Director's death, resignation, disqualification or removal.

Section 5.05 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.06 Removal. Except as prohibited by applicable law or the Articles, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by special resolution.

Section 5.07 Fees and Expenses. Except as prohibited by the Articles, Directors shall receive such fees and expenses as the Board shall from time to time prescribe.

Section 5.08 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-laws; or
- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.04 (Membership Dues).

Section 5.09 Calling of Board Meetings. Meetings of the Board may be held at such times and at such places as may be determined by the chair of the Board or one or more Directors, except, however, that, for the first organization meeting following incorporation, such meeting shall be called by any Director or incorporator. If the Corporation is not a soliciting corporation and has only one Director, that Director may call and constitute a meeting.

Section 5.10 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board under Section 5.09 shall be given in the manner provided in Section 7.01 to every Director at least five days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all

of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.08(a) through Section 5.08(g) that is to be dealt with at the meeting.

Section 5.11 Telephone Meetings. Board meetings or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.11 shall constitute presence in person at such meeting.

Section 5.12 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.13 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles, or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or ad hoc meeting of the Board or committee of the Board need be specified in any waiver of notice.

Section 5.14 Organization. At each meeting of the Board, the chair of the Board or, in his or her absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chairperson at the meeting may appoint any person to act as secretary of the meeting.

Section 5.15 Quorum of Directors. The presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.16 Majority Vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to his or her original vote as a Director.

Section 5.17 Resolution in Writing of Board. Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.18 Committees of the Board and Other Advisory Bodies. The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist of one or more of the Directors of the Corporation or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of

such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this Article V.

Section 5.19 Limitation of Liability. Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.20 Indemnity.

(a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.20(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.20(c).

(c) The Corporation shall not indemnify an individual under Section 5.20(a) unless he or she (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(d) The Corporation shall also indemnify the individual referred to in Section 5.20(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE VI

Officers

Section 6.01 Appointment of Officers. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the

matters described in Section 5.08(a) through Section 5.08(g)). A Director may be appointed to any office of the Corporation. An officer may, but need not be a Director unless this By-law specifies otherwise. Two or more offices may be held by the same individual.

Section 6.02 Description of Offices Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) **Chair of the Board.** The chair of the Board, if one is appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify;

(b) **President.** If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;

(c) **Vice-President.** If appointed, the vice-president shall, in conjunction with the president, be responsible for implementing the strategic plans and policies of the Corporation. The vice-president shall assume the role of the president in the event the president is absent or is unable or refuses to act. The vice-president shall have such other duties and powers as the Board may specify;

(d) **Secretary.** If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and

(e) **Treasurer.** If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify.

Section 6.03 Other Officers. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the president requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.08(a) through Section 5.08(g).

Section 6.04 Term. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

Section 6.05 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.06 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE VII

Notice

Section 7.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent to the Corporation in accordance with sections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director appointed under the Act;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

Section 7.02 Deemed Receipt of Notice

- (a) A notice:
 - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
 - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been given when deposited in a post office or public letter box; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) or Section 7.01(d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

Section 7.03 Omissions and Errors. The accidental omission to give any notice to any member, Director,

officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE VII

General Provisions

Section 8.01 Seal. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

Section 8.02 Financial Year. The financial year of the Corporation shall be determined by the Board.

Section 8.03 Annual Financial Statements. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member together with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 8.04 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. Also, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

Section 8.05 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 8.06 Borrowing Powers. If authorized by a By-law, which is duly adopted by the Board and confirmed by special resolution of the members, the Directors may from time to time:

- (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; or
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such By-law may provide for the delegation of such powers by the Directors to such officers or Directors to such extent and in such manner as may be set out in the By-law. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes

made, drawn, accepted or endorsed by or on behalf of the Corporation.

Section 8.07 Conflict with Applicable Law or Articles. This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

ARTICLE IX

Amendment and Repeal

Section 9.01 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

MADE by the Board the 06 of February, 2019


_____ John Dugas

Chair of the Board