General Operating By-law

SOUTH WESTERN ONTARIO ROAD BUILDERS ASSOCIATION

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General Operating By-law

SOUTH WESTERN ONTARIO ROAD BUILDERS ASSOCIATION
(the "**Corporation**")

A By-law relating to the transaction of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1
INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise requires:

(a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;

(b) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;

(c) "**Board**" means the board of directors of the Corporation;

(d) "**By-law**" means this by-law of the Corporation and all other by-laws of the Corporation;

(e) "**Director**" means an individual elected or appointed to the Board;

(f) "**IUOE**" means International Union of Operating Engineers;

(g) "**LiUNA**" means Laborers' International Union of North America;

(h) "**Members**" means members of the Corporation as described in Article 3, provided that where references are made to "Members" in this By-law in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;

(i) "**officer**" means any of the individuals appointed pursuant to Article 9 of this By-law as an officer;

(j) "**ordinary resolution**" means a resolution that is submitted to a Members' meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;

(k) "**person**" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;

(l) "**Policies**" means a rule or a policy adopted by the Board in accordance with section 5.11 of this By-law;

(m) "**special resolution**" means a resolution that is submitted to a special Members' meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members' meeting or the Member's attorney; and

(n) "**telephonic or electronic means**" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Invalidity

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2
ORGANIZATION AND FINANCIAL

2.01 Execution of Documents

(a) Subject to subsections 2.01(b) and 2.01(c) of this By-law, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's

signature (each a "**Document**"), shall be signed by any two (2) officers, and all Documents so signed shall be binding upon the Corporation without any further authorization or formality.

(b) Any labour agreement to be entered into by the Corporation shall be executed by the Board or such other officer duly authorized for such purpose by the Board and the labour agreement so signed shall be binding upon the Corporation and the Members for whom they were to negotiate the agreement.

(c) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or By-law of the Corporation to be a true copy.

2.02 Auditor and Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act.

ARTICLE 3
MEMBERSHIP IN THE CORPORATION

3.01 Classes and Conditions of Membership

(a) Subject to the Articles, there shall be one (1) class of Members in the Corporation. The Members shall consist of such persons interested in furthering the Corporation's purposes who have applied for and been accepted as a Member by Board resolution or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote on each matter at such meetings.

(b) Membership in the Corporation is open to any corporation that:

(i) is actively engaged in the road construction and heavy engineering sector of the construction industry;

(ii) is both signatory to and works under the union agreements with LiUNA Local 1059 and/or IUOE Local 793;

(iii) operates within the boundaries of Ontario Labour Relations Board Area #3, which includes the counties of Oxford, Perth, Huron, Middlesex, Bruce and Elgin, under the applicable union agreements; and

(iv) contributes to the industry funds.

3.02 Transferability

A membership may only be transferred to the Corporation.

3.03 Membership Fees

The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within six (6) calendar months of receipt of such notice, as the case may be, the Members in default shall automatically cease to be Members.

3.04 Termination of Membership

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

(a) the Member dies or in the case of a partnership, trust or body corporate, is dissolved;

(b) the Member ceases to maintain the conditions for membership set out in section 3.01 of this By-law;

(c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;

(d) the Member's term of membership expires, if any; or

(e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

ARTICLE 4
MEMBERS' MEETINGS

4.01 Place of Meetings

Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

4.02 Annual Meetings

The Board shall call an annual meeting of the Members within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

4.03 Special Meetings

The Board may call, at any time, a special meeting of the Members.

4.04 Special Business

In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.05 Notice of Meetings

(a) Notice of the time and place of a Members' meeting shall be given in accordance with section 12.01 of this By-law:

(i) to each Director,

(ii) to each Member entitled to receive notice, and

(iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,

not less than ten (10) days and not more than fifty (50) days prior to the meeting.

(b) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) Notice of a Members' meeting at which special business is to be transacted must:

(i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and

(ii) state the text of any special resolution to be submitted to the meeting.

(d) Not less than twenty-one (21) days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles

or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

4.06 Adjournments

(a) If within one-half (½) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

(b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 4.05 of this By-law.

4.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

4.08 Chair of the Meeting

The chair of Members' meetings shall be:

(a) the Chair of the Board; or

(b) a Vice Chair, if the Chair of the Board is absent, unable, or unwilling to act; or

a chair elected by the Members present if the Chair of the Board and Vice Chair(s) are absent or unable to act.

4.09 Quorum

A quorum for the transaction of business at a Members' meeting is a minimum of four (4) Members entitled to vote at the meeting, including persons present by telephonic or electronic means or by proxy if permitted by the By-law. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

4.10 Meetings Held by Electronic Means

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Corporation makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

4.11 Voting of Members

(a) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.

(b) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and the chair of the meeting, if a Member, shall have a vote.

(c) An abstention shall not be considered a vote cast.

(d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member or proxyholder may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn.

(e) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

4.12 Voting by Mail or by Telephonic or Electronic Means

Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.

4.13 Voting by Proxy

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice. A proxyholder shall be a Member.

ARTICLE 5
DIRECTORS

5.01 Duties and Responsibilities

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

5.02 Number of Directors

(a) In accordance with the Articles, the Board shall consist of a minimum of three (3) and a maximum of six (6) Directors who satisfy the criteria set out in section 5.03 of this By-law and shall be elected by the Members entitled to vote in accordance with section 5.04 of this By-law or appointed in accordance with section 5.05 of this By-law.

(b) The number of Directors and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.

(c) In any financial year that the Corporation is a public benefit corporation as defined in the Act, no more than one-third (1/3) of the Board may at any time be comprised of employees of the Corporation or its affiliates.

5.03 Director Qualifications

An individual is disqualified from being a Director if they:

(a) are under eighteen (18) years old;

(b) are a person who has been found under the *Substitute Decisions Act,* 1992 or under the *Mental Health Act* to be incapable of managing property;

(c) are a person who has been found to be incapable by any court in Canada or elsewhere; and

(d) have the status of bankrupt; and

(e) are not employed by a Member in good standing.

A Board decision as to whether or not an individual is qualified to be a Director is final.

5.04 Election of Directors and Term

The Directors shall be elected by ordinary resolution at the annual meeting for a term of one year provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 5.08 of this By-law or until the end of the meeting at which their successor is elected or appointed. A Director shall be eligible for re-election.

5.05 Filling Vacancies and Additional Appointments

(a) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor. In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

(b) So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

5.06 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

5.07 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only:

(a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or

(b) in accordance with the process set out in the Act, by not less than five percent (5%) of the Members entitled to vote at the Members' meeting at which the election is to occur.

The Board decision as to whether a candidate is qualified to stand for election is final.

5.08 Vacation of Office

(a) The office of a Director shall be automatically vacated if the Director:

(i) dies;

(ii) resigns in writing;

(iii) is removed by the Members in accordance with subsection 5.08(c) of this By-law; or

(iv) becomes disqualified under section 5.03 of this By-law.

(b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.

(c) The Members may, by ordinary resolution at a special Members' meeting, remove from office any Director or Directors and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.

(d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

5.09 Directors Remuneration

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

5.10 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

5.11 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers and Members, provided however that any such Policy shall be consistent with the provisions of the Act and the By-laws.

5.12 Borrowing Powers. The Board may, without authorization of the members of the Corporation:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge 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, 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.

ARTICLE 6
BOARD MEETINGS

6.01 Calling of Meetings

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

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meetings

(a) Notice of meetings, other than meetings described in sections 6.04 and 6.05 of this By-law, shall be given to all Directors at least five (5) days prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.

(b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

(c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 8.01 of this By-law, in which case the notice must specify that matter.

(d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by

the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.04 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

6.05 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a matter referred to in section 8.01 of this By-law, in which case the notice must specify that matter.

6.06 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

6.07 Participation at Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

6.08 Quorum

A majority of the Directors shall constitute a quorum.

6.09 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall not have a second vote.

6.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or

carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

6.11 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

(a) the Director's dissent is entered in the meeting minutes;

(b) the Director requests that their dissent be entered in the meeting minutes;

(c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or

(d) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

6.12 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

(i) caused their written dissent to be placed with the meeting minutes; or

(ii) submitted their written dissent to the Corporation.

6.13 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the Chair of the Board.

6.14 Meeting Adjournment

(a) If within one-half (½) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.

(b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:

(i) the time of the continued meeting;

(ii) if applicable, the place of the continued meeting; and

(iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.15 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

ARTICLE 7
LABOUR RELATIONS AND INDUSTRY MATTERS

7.01 Labour and Industry Activities

In furtherance of the Corporation's purposes as set out in the Articles, the Corporation may:

(a) in its own name, be an employers' bargaining agency for the Members in Ontario Labour Relations Board Area #3 operating in the heavy engineering and roads sectors of the construction industry, and represent the Members, with any trade union or council of local unions in the same trade;

(b) become a representative association and/or registered or accredited employers' organization where such may be provided for by law and, to represent the Members in labour relations matters including, without restricting the generality of the foregoing, in certification, accreditation, mediation, arbitration, jurisdictional disputes, conducting collective bargaining, and administering collective bargaining agreements on behalf of the Members;

(c) assist or advise the Members in any proceedings before any court, commission, board, or government body, where appropriate, and for the benefit of the unionized construction industry;

(d) advocate for and promote the use of the Members, where appropriate, to buyers of construction, municipal, provincial and federal government bodies, and other entities who are not bound by the same or any labour collective agreements;

(e) directly conduct or otherwise contract with outside entities to conduct research on labour relations and/or labour reform issues affecting the Members and disseminating the findings of such research;

(f) invest and deal with the monies of the Corporation not immediately required for its purposes in such a manner as may be determined by the investment policy of the Corporation, as may be amended from time to time;

(g) promote more cordial and co-operative relations among construction contractors and between construction contractors and those with whom they deal or have contact; and

(h) do all such things as may be directly or indirectly incidental, conducive, convenient or proper for the accomplishment of the purposes of the Corporation, or expedient for the protection of the Corporation or benefit of the Members.

7.02 Labour Negotiations

Labour negotiations on behalf of the Corporation shall be under the direct authority of the Board and such other persons as may be appointed by the Board. All labour agreements negotiated by the Board and such other duly appointed persons shall be subject to ratification or rejection by the Board. Any labour agreement so ratified by the Board shall be conclusively deemed to be binding upon the Corporation and the Members.

7.03 Industry Funds

The Board may, from time to time, establish industry fund contributions as it shall determine in connection with the operations and other functions carried on by the Corporation which may be based upon such formula or formulae as may be determined or contained in a collective agreement signed by the Corporation.

ARTICLE 8
COMMITTEES

8.01 Delegation – Executive Committee

The Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those which may not be delegated by the Board in accordance with subsection 36(2) of the Act as follows:

(a) to submit to the Members any question or matter requiring the Members' approval;

(b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;

(c) to appoint additional Directors;

(d) to issue debt obligations except as authorized by the Directors;

(e) to approve any annual financial statements;

(f) to adopt, amend or repeal By-laws; or

(g) to establish contributions to be made, or dues to be paid, by Members.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

8.02 Other Committees

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors.

ARTICLE 9
OFFICERS

9.01 Officers

(a) The Corporation's officers shall include:

(i) the Chair of the Board;

(ii) Vice Chair;

(iii) Treasurer;

and may include any such other officers as the Board may by resolution determine.

9.02 Appointment

(a) Subject to the Articles and the By-laws, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 8.01 of this By-law.

(b) Other than the Chair of the Board, who must be Directors, the Corporation's officers may but need not be Directors. A person may hold more than one office.

9.03 Description of Office

(a) **Chair of the Board** – The Chair of the Board shall be appointed by the Board from among the Directors and shall also be the President of the Corporation. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair of the Board shall perform such other duties as may be prescribed by the By-laws or the Board.

(b) **Vice Chair** – The Vice Chair shall, in the Chair of the Board's absence or disability, perform the Chair of the Board's duties and exercise the Chair of the Board's

powers and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.

(c) **Treasurer** – The Treasurer shall carry out the duties of the Corporation's treasurer and secretary generally, and shall keep or cause to be kept full and accurate accounts of all of the Corporation's assets, liabilities, receipts and disbursements in the books to be kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the By-laws or the Board.

(d) **Other Officers** – The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

9.04 Terms of Office

(a) Unless otherwise provided in this By-law, officers shall be appointed by the Board at the first meeting of the Board immediately following the annual meeting of Members and shall hold their position for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal by Board resolution at any time.

ARTICLE 10
CONFLICT OF INTEREST

10.01 Declaration of Conflict

A Director or officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

10.02 General and Continuing Disclosure of Interest

For the purposes of section 10.01 of this By-law, a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

ARTICLE 11
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Standard of care

Every Director and officer in exercising their powers and discharging their duties to the Corporation shall,

(a) act honestly and in good faith with a view to the Corporation's best interests; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.02 Indemnification of Directors and Others

(a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified out of the Corporation's funds from and 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 action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation may advance money to an individual referred to in subsection 11.02(a) of this By-law for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 11.02(c) of this By-law.

(c) The Corporation shall not indemnify an individual under subsection 11.02(a) of this By-law unless:

  (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and

  (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.03 Insurance

Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 11.02 of this By-law, against any liability incurred by that individual in the individual's capacity as a Director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 12
NOTICES

12.01 Method of Giving Notice

(a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:

(i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;

(ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or

(iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5^{th}) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000*.

(b) An officer may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.

(c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5^{th}) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

12.02 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

12.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member,

Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.04 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Corporation's By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 13
AMENDMENTS TO ARTICLES AND BY-LAWS

13.01 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Corporation with respect to the matters listed in section 103(1) of the Act.

13.02 Amendment of By-law

Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members entitled to vote may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors or such other date set out in the resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

ARTICLE 14
EFFECTIVE DATE AND REPEAL

14.01 Effective Date

This By-law is effective on the date shown in the certificate of incorporation issued by the Director appointed under section 6 of the Act.

14.02 Repeal of Previous By-law

All previous By-laws of the Corporation related to the subject matter of this By-law are hereby repealed as of the date specified in section 14.01 of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

Certification Page Follows

CERTIFIED to be the General Operating By-law of the Corporation effective as of Sept 8, 2025, as approved by the Board by resolution dated Aug 25, 2025 and confirmed by the Members by resolution dated Sept 8, 2025.

Chair of the Board

Vice Chair