
GENERAL BY-LAW NUMBER 57

being the consolidated and restated
by-laws relating generally
to the conduct of the affairs of

MOUNT PLEASANT GROUP OF CEMETERIES

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GENERAL BY-LAW NUMBER 57

BE IT ENACTED as a by-law of MOUNT PLEASANT GROUP OF CEMETERIES (the “Corporation”) as follows:

SECTION 1 - INTERPRETATION

1.1 Definitions

In the By-laws and special resolutions of the Corporation, unless the context otherwise requires:

- (1) **Act** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as may be amended or replaced from time to time.
- (2) **Articles** means the applicable Special Acts, Letters Patent, Supplementary Letters Patent and Articles of Continuance and/or Amendment of the Corporation, as the case may be.
- (3) **Board** means the board of directors of the Corporation.
- (4) **By-laws** means this by-law and all other by-laws and special resolutions of the Corporation from time to time in force and effect.
- (5) **Care and Maintenance Fund** means the funds established by the Corporation for the perpetual care and maintenance of its cemeteries as required by statute.
- (6) **Chair** means the chair of the Board.
- (7) **Director** means a director of the Corporation.
- (8) **Meeting of Members** means an annual or special meeting of Members, as the case may be.
- (9) **Member** means a member of the Corporation.
- (10) **Officer** means an officer of the Corporation.

1.2 Words Defined in the Act

Except as otherwise defined herein, words and phrases defined in the Act and used herein have the same meanings as defined in the Act.

1.3 General

In the By-laws and all resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations,

governmental bodies and other legal entities and words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.4 Severability

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION 2 - GENERAL

2.1 Head Office

Subject to change by special resolution, the head office of the Corporation shall be located in the Municipality of Metropolitan Toronto in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

2.2 Corporate Seal

The seal, an impression whereof is imprinted in the margin hereof, shall be the corporate seal of the Corporation.

2.3 Fiscal Year

The fiscal year of the Corporation shall end on March 31 in each year or on such other day as the Board may from time to time by resolution determine.

2.4 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

2.5 Borrowing

- (a) Subject to the Articles, the Directors may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or

- (iv) 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.

- (b) From time to time the Board may authorize any Director or Officer to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

2.6 Adjournments

Any Meetings of Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Other than by announcement at the meeting that is adjourned, no notice shall be required of any such adjournment of a Meeting of Members so long as the meeting is adjourned for less than 30 days. No notice shall be required of any such adjournment of a Meeting of the Members so long as the time and place of the continued meeting is announced at the meeting that is adjourned. Any such adjournment may be made notwithstanding that no quorum is present at the original meeting and, at the adjourned meeting, the Members in attendance shall be deemed to be a quorum and any business transacted at such adjourned meeting shall be valid.

2.7 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members or meeting of the Board shall be those entitled to vote thereat, the auditors of the Corporation (at Meetings of Members only), and others who, although not entitled to vote are entitled or required under any provision of applicable legislation or the By-laws to be present. Any other person may be admitted only on the invitation of the chair of the meeting and with the consent of the meeting.

2.8 Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, each cemetery of the Corporation, together with the property, assets, Care and Maintenance Fund and other trust funds and trust accounts relating to such cemetery (as determined by the Board, acting reasonably, if there is more than one cemetery in operation at the time of dissolution of the Corporation and the assets, trust funds and trust accounts are not already segregated among such cemeteries) shall be transferred to the local municipality within whose geographic boundaries the land of the cemetery is located or the Province where the cemetery is located, if there is no such local municipality.

2.9 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments, including instruments creating a security interest, may be signed on behalf of the Corporation by the Chair and/or such other Officer or Officers as may be approved by the Directors, and when so signed shall be binding upon the Corporation without any further authorization or formality. The Directors may from time to time designate any Officer or Officers or any person or persons either to sign instruments generally or to sign specific instruments. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.10 Securities

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

2.11 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by all applicable legislation are regularly and properly kept.

2.12 Notice

Whenever under the provisions of the By-laws notice is required to be given, unless otherwise provided herein, such notice may be given personally, delivered, mailed or by electronic means to the Director, Officer or Member at the address as the same appears on the books of the Corporation. A notice or other document sent by mail shall be deemed to be given three business days after the date when the same was deposited in a post office or public letterbox, or if given personally, delivered or communicated by electronic means, shall be deemed to be given when transmitted if transmitted on a business day or the first business day following the date of transmittal if not transmitted on a business day. The declaration by the Secretary or the Chair that any such notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. For the purpose of sending any notice the address of any Member, Director, or Officer shall be the last address of such person as recorded on the books of the Corporation. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

SECTION 3 - MEMBERSHIP

3.1 Members

The Members shall consist of those individuals who are Directors at the applicable time.

3.2 Non-Transferability of Membership

Membership in the Corporation is not transferable or assignable.

3.3 Termination of Membership

The membership of any Member shall be terminated if such Member:

- (a) ceases to be a Director;
- (b) has the status of bankrupt;
- (c) becomes mentally incompetent;
- (d) resigns by notice in writing to the Corporation;
- (e) is removed from membership by a resolution passed by the Members at a Meeting of Members called for the purpose; or
- (f) dies.

In the event section 3.3(e) applies, the follow procedure shall followed:

- (g) Upon 15 days' written notice to a Member, the other Members may pass a resolution authorizing the termination of membership for violating any provision of the Articles or By-laws.
- (h) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the other Members a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The other Members shall consider the written submission of the Member before making a final decision regarding termination of membership.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Location of Meetings

The annual or any other Meeting of Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

4.2 Members' Meeting Held by Electronic Means

- (a) Any person entitled to attend a Meeting of Members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the

meeting if the Corporation makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

- (b) If the Directors or Members of a Corporation call a Meeting of Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any vote at a Meeting of Members may be carried out by means of a telephonic, electronic or other communication facility, if:
 - (i) the votes may be verified as having been made by Members entitled to vote; and
 - (ii) the Corporation is not able to identify how each Member voted. For greater certainty, this procedure shall only be required when a ballot is demanded at a Meeting of Members held by means of a telephonic, electronic or other communication facility. However, this Section 4.2(c)(ii) shall not apply for so long as the comparable provision under the Act is suspended pursuant to the *Supporting Recovery and Competitiveness Act, 2021*, or other applicable law.

4.3 Members' Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

4.4 Annual Meetings

At every annual Meeting of Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented to the Members, and the Directors shall be elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed by the Members, or the Board shall be authorized to fix such remuneration.

4.5 Calling Meetings

The Board or the Chair shall have the power to call at any time a Meeting of Members.

4.6 Notice of Meeting

No public notice or advertisement of Meetings of Members shall be required, but notice of the time and place of every such meeting and, in the case of a special meeting, the general nature of business to be transacted at such meeting, shall be given to each Member in the manner provided in section 2.12 not less than ten nor more than fifty days before the time fixed for holding such meeting; provided that any Meeting of Members may be held at any time and place

without notice if all Members are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

4.7 Auditors Entitled to Communication of Meetings

The auditors of the Corporation are entitled to receive such communications relating to any Meeting of Members as is required by the Act.

4.8 Chair

The Chair, if present, shall be chair of any Meeting of Members. If the Chair is not present within fifteen minutes from the time fixed for holding the meeting, the Members present at any Meeting of Members shall choose one of their number to be chair of the meeting.

4.9 Quorum

A quorum for the transaction of business at any Meeting of Members shall consist of a majority of the Members, present in person or by proxy.

4.10 Voting

Each Member shall have one vote on all matters arising at any Meeting of Members. Except as otherwise provided by statute or by the By-laws, questions arising at any Meeting of Members shall be decided by a majority of votes of those present and voting. In case of an equality of votes among the Members, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.11 Errors in Notice, Waivers

No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.12 Fees and Remuneration

No remuneration shall be paid to Members for serving as such. No fees shall be payable by Members.

SECTION 5 - BOARD OF DIRECTORS

5.1 Management of the Corporation

Subject to the Act, the Directors shall supervise the management of the activities and affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by the By-laws or by statute.

5.2 Composition of the Board

The Board shall be comprised of nine Directors until such time as the Articles are amended to provide for a minimum and maximum number of directors and thereafter shall be the number of Directors as determined from time to time by the Members within the minimum and maximum set out in the Articles by special resolution or, if the special resolution empowers the Directors to determine the number, by resolution of the Board. The Members hereby empower the Directors to determine the number of Directors from time to time, which determination shall constitute a special resolution of the Members until such time as the Members by special resolution indicate otherwise.

5.3 Qualification

The following persons are disqualified from being a Director:

- (a) a person who is not an individual;
- (b) a person who is under 18 years old;
- (c) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) a person who has been found to be incapable by any court in Canada or elsewhere; or
- (e) a person who has the status of bankrupt.

5.4 Election and Term of Office

At the date of approval of this By-law, the Directors shall continue to serve the balance of their existing respective terms as Directors. After the date of approval of this By-law, each Director shall be elected for a term of between one and four years determined at the time of such election with a view to maintaining a rotating Board so that the term of approximately one-third of the Directors expires annually. Directors are eligible for re-election at the end of their term. The maximum number of years a Director of the Corporation may serve on the Board of Directors, not including the time period during which a Director serves as Chair of the Board of

the Corporation, shall be 12 years commencing from the first election of Directors following the approval of By-law Number 52 passed by the Directors as of March 31, 2013.

5.5 Vacancy

Subject to the Act, any vacancy in a Director's seat, however caused, may be filled by an individual designated by the Directors until the next annual Meeting of Members.

5.6 Removal of Directors

The Members may, by resolution passed by a majority of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given or a resolution passed in accordance with Section 4.3, remove any Director before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term. In addition, a Director shall cease to be a Director if such Director:

- (a) has the status of bankrupt;
- (b) is found to be mentally incompetent;
- (c) resigns his or her office by notice in writing to the Corporation;
- (d) has been absent from more than three consecutive meetings of the Board, between two annual meetings of the Corporation;
- (e) ceases to be a Member;
- (f) is disqualified from being a Director under the Act; or
- (g) dies.

5.7 Remuneration of Directors

The Board may, from time to time, determine by resolution the remuneration to be paid to the Chair, the chairs of committees and the Directors for acting as such. Any Director who is an employee of the Corporation shall not receive any remuneration for acting as a Director.

5.8 Directors' Meeting Held by Electronic Means

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

5.9 Directors' Resolution

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

5.10 Conflict of Interest

A Director 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 and, if no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of the foregoing, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

SECTION 6 - COMMITTEES

6.1 Appointment of Committees

The Board may appoint such committees as it, from time to time, considers advisable. Members of committees shall be appointed by, and hold office at the pleasure of the Board.

6.2 Power of Committees

No committee shall have the power to act for or on behalf of the Corporation or otherwise commit to bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time to time, direct.

6.3 Reports of Committees

The chair of each committee shall submit to the Board such reports as the Board may, from time to time, request.

SECTION 7 - MEETINGS OF DIRECTORS

7.1 Quorum

The quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors then in office.

7.2 Business at Meetings

The Board may consider or transact any business, either special or general, at any meeting of the Board.

7.3 Place of Meeting

Meetings of the Board may be held at any place within or outside Ontario.

7.4 Convening of Meeting

Meetings of the Board may be formally called by the Chair or by any two Directors or by the Secretary on direction of any of the foregoing.

7.5 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings (“Regular Meetings”) at any hour and place to be named. The Board shall hold at least five Regular Meetings in each fiscal year of the Corporation. No notice is required in respect of the Regular Meetings.

7.6 Notice of Meeting

(1) Notice of any meeting of the Board (other than Regular Meetings) shall be given to each Director in the manner provided by section 2.12, not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

(2) No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

(3) For the first meeting of the Board held immediately following the election of Directors at an annual or general Meeting of Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Director or Directors in order legally to constitute the meeting, provided that a quorum of the Directors is present.

(4) Any meetings of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Other than by announcement at the meeting that is adjourned, no notice shall be required of any such adjournment of a meeting of Directors so long as the meeting is adjourned for less than 30 days. No notice shall be required of any such adjournment of a meeting of the Board so long as the time and place of the continued meeting is announced at the meeting that is adjourned. Any such adjournment may be made

notwithstanding that no quorum is present at the original meeting and, at the adjourned meeting, the Directors in attendance shall be deemed to be a quorum and any business transacted at such adjourned meeting shall be valid.

7.7 Chair of Meeting

The Chair shall be the chair of any meeting of the Board. If the Corporation has no such Officer or if he is not present, the Directors present shall choose one of their number as chair of the meeting.

7.8 Voting

Each Director shall have one vote on all matters arising at any meeting of the Board. Every question arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. In the case of an equality of votes, the Chair shall have a second or casting vote. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

SECTION 8 - OFFICERS

8.1 General

The Officers shall consist of a Chair, a President and a Secretary and may include a Chief Financial Officer, Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other Officers as the Board may determine from time to time.

8.2 Appointment of Officers

The Chair shall be elected by the Board from among the Directors. The Board shall appoint the President, Secretary and such other Officers as the Board may determine from time to time. In default of election or appointment, the then incumbents (those elected from the Board being members of the Board) shall hold office until their successors are elected or appointed.

8.3 Removal of Officer

Any Officer may be removed from office by the Board which may fill any vacancy so occurring for the remainder of the term of such Officer.

8.4 Duties of Chair

The Chair shall, when present, preside at all Meetings of Members and the Board. The Chair with the Secretary, or other Officer appointed by the Board for the purpose, shall sign all by-laws. The Chair shall be an *ex officio* member of all committees of the Board but shall not, in such *ex officio* capacity alone, be entitled to vote or be counted in determining whether a quorum exists at any committee meeting. The Chair shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the Chair, the Chair's duties

and powers may be exercised by such other Director as the Board may, from time to time, appoint for the purpose, and if such other Director shall exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

8.5 Duties of the President

The President shall, in the absence of a specific appointment of a chief executive officer by the Board, be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The President shall have such other powers and duties as the Board may specify. In the temporary absence of the President or in the inability of the President to perform duties, the Directors shall appoint an acting President.

8.6 Duties of the Secretary

Unless otherwise determined by the Board, the Secretary shall be the secretary of all meetings of the Board, Members and committees of the Board that he or she attends. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not he or she attends such meetings. He or she shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, auditors and members of committees of the Board. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose. He or she shall have such other powers and duties as otherwise may be specified by the Board.

8.7 Duties of the Chief Financial Officer

The President shall appoint an Officer who shall be responsible to keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He or she shall render to the Board whenever required an account of all his or her transactions in such role and of the financial position of the Corporation. He or she shall have such other powers and duties as otherwise may be specified by the Board.

8.8 Duties of Other Officers

The duties of all other Officers shall be such as the terms of their engagement call for or the Board requires of them.

8.9 Delegation of Duties

In case of the absence or inability of any Officer, or for any other reason that the Board may deem sufficient, the Board may, subject to the limitation on delegation set out in the Act and the provisions of sections 8.4 and 8.5, from time to time delegate all or any of the powers of such Officer to any other Officer or to any Director.

SECTION 9 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Indemnity

(1) All Directors and Officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the Director or Officer is involved because of that association with the Corporation, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Director or Officer; provided that:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be;
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful; and
 - (iii) the Director or Officer was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

(2) The Corporation shall advance money to the indemnified party under section 9.1(1) for the costs, charges and expenses of an action or proceeding referred to in section 9.1(1), provided that such party shall repay the money to the Corporation if it is ultimately determined that the indemnified party is not entitled to be indemnified.

(3) Within 10 days after receipt of a claim for indemnification, accompanied by evidence of the indemnifiable liability or expense, the Corporation shall pay or cause to be paid the indemnification claim unless the indemnification claim is not covered under this indemnity provision or the payment thereof is not permitted by applicable law or requires court approval. If the Corporation believes that the indemnification claim is not covered under this indemnity provision or the payment thereof is not permitted by applicable law or requires court approval, it shall so advise the party seeking indemnification in writing within the said 10-day period.

(4) Without limiting this Section 9.1, the Board may approve the entering into of indemnity agreements with individual Directors.

9.2 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or

deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own wilful neglect or default and provided the Director or Officer has:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

9.3 Reliance Upon Auditors

The Board may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and, as set forth in the Act, shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

9.4 Security for Indemnities

The Board may, from time to time, cause the Corporation to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.

SECTION 10 - AUDITORS

10.1 Appointment of Auditor

The Members shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor.

10.2 Removal

The Members may remove any auditor before the expiration of the auditor's term of office by ordinary resolution at a special meeting and shall appoint another auditor in the auditor's stead for the remainder of the term.

10.3 Remuneration

The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Board, if authorized to do so by the Members, and the remuneration of an auditor appointed by the Board to fill any casual vacancy shall be fixed by the Board.

SECTION 11 - REPEAL

11.1 Repeal

All previous By-laws of the Corporation, including General By-law Numbers 52-56, are repealed but such repeal shall not affect the previous operation of any By-law. All Directors, Officers and other persons acting under any By-law so repealed shall continue to act as if appointed under this By-law and all resolutions with continuing effect passed under any By-law so repealed shall continue in force until amended or repealed except to the extent inconsistent with this By-law.

PASSED by the Directors and sealed with the seal of the Corporation as of the 21 day of June, 2022.

Chair of the board – Richard Boxer



Secretary – Glenn McClary

