

NIAGARA COLLEGE STUDENT ADMINISTRATIVE COUNCIL INCORPORATED

(the “Corporation”)

AMENDED AND RESTATED BY-LAW NO. 1

The Corporation’s By-Law No. 1, which was approved by the Board and confirmed by the Members on January 21, 2020, is hereby amended and restated as of the date of execution, as follows:

ARTICLE I. INTERPRETATION

1.1 Definitions – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario), including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Annual Meeting of Members**” means a meeting of the Members called in accordance with Section 4.2;

“**Articles**” means the original or restated Letters Patent, Supplementary Letters Patent, articles of amendment, continuance, reorganization, arrangement, or revival of the Corporation, or any other similar documents;

“**Board**” means the board of directors of the Corporation;

“**By-Laws**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Chair**” means the chair of the Board;

“**Director**” means a member of the Board;

“**Extraordinary resolution**” means a resolution passed by at least eighty-percent (80%) of the votes cast at a Meeting of Members;

“**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members;

“**Member**” means a member of the Corporation as defined in Section 3.1;

“**Niagara College**” means The Niagara College of Applied Arts and Technology, established pursuant to O. Reg. 34/03 under the *Ontario Colleges of Applied Arts and Technology Act, 2002*;

"Officer" means an officer of the Corporation appointed in accordance with Section 7.1;

"Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution at a Meeting of Members;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special Meeting of Members" means a meeting of all Members that is not an Annual Meeting of Members;

"Special Resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution at a Meeting of Members; and

"Vice Chair" means the vice chair of the Board.

1.2 Interpretation – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word "person" shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include e-mail address.

ARTICLE II. GENERAL

2.1 Registered Office – The registered office of the Corporation shall be situated in the City of Welland, Ontario or as otherwise set by the Board.

2.2 Corporate Seal –The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on March 31st of each year or as otherwise set by the Board.

2.4 Execution of Documents and Purchasing Requirements –

- (a) There will be six signing officers of the Corporation: President, Chair, Vice Chair, Finance Manager, Operations Manager, and Executive Director.
- (b) All purchase orders, cheque requisitions, receipts for payment and recording, cheques, bills of exchange, or other orders for payment of money must be signed by any two (2) signing officers.
- (c) Two signing officers must authorize the requisition for all Electronic Fund Transfers (EFT) and all on-line payments. Once authorized signatures are given, the transfer of funds will be considered authorized. When possible, it is recommended that one staff and one student signing officer authorize the payment.
- (d) In the case of equipment purchases, where there are goods and/or services of comparative value that exceed Two Thousand Dollars (\$2,000), three proven attempts for quotes will be required.
- (e) All purchases must be attempted to be made through Ontario suppliers unless otherwise unavailable.
- (f) All intended purchases pertaining to capital expenses outside the budgeting process must be authorized by the Board. In special circumstances where an asset is required to conduct effective business, a purchase of Two Thousand Five Hundred Dollars (\$2,500) or less can be made without authorization by the President or Executive Director. Such purchases must be reported to the Board at the following Board meeting.
- (g) The funds from the Trust Fund of the Corporation will be deposited for safekeeping with one or more banks, trust companies, or other financial institutions selected by the College on behalf of the Corporation.
- (h) The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking – The banking business of the Corporation shall be transacted at such bank, trust company or other firm 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 an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct

or authorize. Updated monthly financial reports must be presented and approved by the Board at every Board meeting.

- 2.6 Vacancy of Auditor** – The Board shall immediately fill a vacancy in the position of auditor or person appointed to conduct a review engagement. The Board shall fix the remuneration of the auditor or person appointed to conduct a review engagement. Such individual shall be duly licensed under the laws of the Province of Ontario, and shall not be a Director, an Officer, or an employee of the Corporation, or a partner, employer, or employee of any such person.
- 2.7 Invalidity of any Provisions of this By-Law** – 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.
- 2.8 Agreements** – NCSAC will ensure that all contractual agreements with the College or external partners will abide by the following:
- (a) Contractual agreements will be no more than three (3) years in length.
 - (b) Within each contract, there must be a specific end date.
 - (c) At the expiry of contractual agreements, a Request for Information (RFI) will be completed.
 - (d) All contracts exceeding one (1) year will include a 90-day notice period for termination.
 - (e) If the Ad Hoc Review Committee deems it necessary after receiving the RFI, a Request for Proposal (RFP), standard solicitation strategy, will be taken into consideration by the NCSAC to compete for contract opportunities.
 - (f) All contracts must be signed by two signing officers. When possible, it is recommended that those signing officers consist of one staff and one student.
 - (g) If the contractual agreements exceed \$30,000, NCSAC will ensure the contract is assessed by legal counsel prior to signing.

ARTICLE III. MEMBERS

3.1 Entitlement – All students of Niagara College who are actively progressing in a program and have paid relevant student fees, as determined by the Office of the Registrar, are qualified to become Members of the Niagara College Student Administrative Council.

3.2 Membership Conditions – Subject to the Articles, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to:

- (a) receive notice of, attend, and vote at each Meeting of Members. Each Member shall have one vote;
- (b) nominate or second a candidate for election as a Board of Governors Student Representative;
- (c) run for a Director position, if duly qualified;
- (d) vote in student Referendums;
- (e) eligible for employment within the Corporation;
- (f) establish and/or join organizations controlled by the Corporation, according to guidelines and policies set by the Board;
- (g) use property under the control of the Corporation, according to guidelines and policies set by the Board; and
- (h) propose or second amendments to the By-Law.

3.3 Transferability of Membership – A Membership cannot be transferred.

3.4 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;
- (b) the Member's term of membership expires;
- (c) the Member fails to meet the requirements set out in Section 3.1; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

3.5 Disciplinary Act or Termination of Membership for Cause

- (a) Any disciplinary action or termination of a Member's membership must be done in good faith and in a fair and reasonable manner. The Board shall have the authority to suspend or expel any Member for any one (1) or more of the following grounds:
 - (i) violation by the Member of any provision of the Articles, By-Laws, or policies and procedures of the Corporation, as determined by the Board in its sole and absolute discretion;
 - (ii) carrying out by the Member of any conduct, whether in an official capacity (e.g. at a Meeting of Members) or in a private capacity (e.g. on social media) which 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, mission, vision, and values of the Corporation.
- (b) In the event that the Board determines by resolution to propose that a Member's membership should be suspended or that a Member should be expelled, the following process shall apply:
 - (i) The Chair or such other Officer as the Board may determine shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons approved by the Board for the proposed suspension or expulsion.
 - (ii) The Member may make written submissions in response to the notice to the Chair or such other Officer providing the notice within such fifteen (15) day period.
 - (iii) If no written submissions are received in accordance with this Section 3.4 within such fifteen (15) day period, the Chair or such other Officer shall notify the Member that the proposed suspension or expulsion has taken effect.
 - (iv) If written submissions are so received, the Chair or such other Officer shall notify and provide a copy thereof to the Board. Within ten (10) days of receipt of same by the Board, the Board shall hold a meeting to consider such submissions in arriving at a final decision and shall notify the Member

concerning such final decision within a further twenty (20) days from the date of the Board meeting.

- (v) The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.
- (vi) The individual shall be suspended as a Member, or removed as a Member, and all rights associated with being a Member shall cease entirely. Suspension or removal of an individual as a Member shall not affect such individual's position or rights as a student of Niagara College.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Place of Meetings –Meetings of the Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

4.2 Annual Meetings – The Board shall call an Annual Meeting of Members not later than fifteen (15) months after the last preceding Annual Meeting of Members and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an Annual Meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) appointing the auditor or, if permitted under the Act, a person to conduct a review engagement;
- (c) if permitted under the Act, passing an extraordinary resolution to have a review engagement instead of an auditor or to not have an audit or review engagement;
- (d) ratification of the election results of the Directors.

Any other matters of business shall constitute "Special Business" under the Act; Special Business can be conducted at an Annual Meeting of Members if the notice set out in Section 4.4 is provided.

4.3 Special Meetings – The Chair may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

4.4 Notice of Meetings – Notice of the time and place of a Meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the auditor of the Corporation or to the person appointed to conduct a review engagement of the Corporation.

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article IX of this By-Law. Notice of a Meeting of Members at which Special Business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.5 Waiving Notice – A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members by sending a written waiver to the Secretary, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Persons Entitled to be Present – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of the Corporation. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

4.7 Chair of the Meeting – The Chair shall be the chair of each Meeting of Members. In the event that the Chair is absent or unable to act at a meeting of the Members, the Vice Chair will chair the meeting. In the event that both the Chair and the Vice Chair are not present or able to act at a meeting of the Members, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum – A quorum at any meeting of the Members shall be fifteen (15) Members. For the purpose of determining quorum, a Member may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

4.9 Telephonic/Electronic Meetings and Participation – A Meeting of Members may be held by telephonic or electronic means. Any person entitled to attend a Meeting of Members may participate in the Meeting of Members using telephonic or electronic means that

permit all participants to reasonably participate, if the Corporation makes such means available. A person participating through such means is deemed to be present at the meeting.

- 4.10 Adjournment** – The chair of a Meeting of Members may, with the consent of the Members present at the Meeting of Members, adjourn the Meeting of Members to a fixed time and place; no notice of such adjournment will need to be given to the Members so long as the adjourned meeting takes place within thirty (30) days of the original meeting and, at the time of the adjournment, the time of the continued meeting, the place of the continued meeting (if applicable), and instructions for attending, participating, and, if applicable, voting in the continued meeting by telephonic or electronic means (if applicable), are provided. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.11 Votes to Govern** – All questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members (unless required otherwise by the Act). In case of an equality of votes, the motion will be defeated.
- 4.12 Show of Hands** – Except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.13 Resolution in Lieu of Meeting** – A resolution in writing 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 the Members. A copy of every resolution referred to above shall be kept with the minutes of the Meetings of Members.
- 4.14 Minutes** – The minutes of any Meeting of Members will be submitted to the corporate library and posted on the Corporation’s website.
- 4.15 Annual Report** – The final Annual Report will be submitted by the President to each corporate library and posted on the Corporation’s website by April 30 of each year.
- 4.16 Referendum** – A referendum is a general polling to find out the opinion of the Members on any issue or question that affects them. Referenda can be called by:
- (a) the Board; or
 - (b) ten percent (10%) or more of the Members signing a membership petition to call a referendum and providing same to the Chair.

ARTICLE V. DIRECTORS

- 5.1 Powers** – The affairs of the Corporation shall be managed by a Board of Directors consisting of six (6) to fifteen (15) Directors. The number of Directors shall be set in accordance with the Act, from time to time, and may be increased or decreased by Special Resolution.
- 5.2 Qualifications** – The following persons are disqualified from being a Director:
- (a) anyone who is less than 18 years of age;
 - (b) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (c) anyone who has been found to be incapable by any court in Canada or elsewhere;
 - (d) anyone who is not an individual;
 - (e) anyone who has the status of bankrupt;
 - (f) anyone who is not bondable;
 - (g) anyone who does not maintain a G.P.A. of sixty-five percent (65%) or higher during each academic semester at Niagara College;
 - (h) anyone who has previously been removed from the Board; and
 - (i) anyone who is not a Member.
- 5.3 Election and Term** – In accordance with Board policy, the Members shall elect up to six (6) Directors from the Niagara-on-the-Lake campus and up to nine (9) Directors from the Welland campus, by Ordinary Resolution. Elected Directors will be ratified by the Members as per Section 4.2(d) above. Unless determined otherwise by an Ordinary Resolution of the Members, each Director shall be elected for a one (1) year term to begin on May 1st and to end on the following April 30th. There is no limit on the number of terms that an individual may serve as a Director. A Director must consent to hold office before or within ten (10) days of the election or appointment.
- 5.4 Vacation of Office** – A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director by failing to meet the qualifications set out in Section 5.2 above.
- 5.5 Resignation** – A Director may resign from office by giving a written and dated resignation to the Chair, and such resignation shall become effective at the time specified in the resignation. A Special Meeting of Members will be called by the Board in order for the Members to vote on the removal of a Director if the Director:

- (a) violates the goodwill of the Corporation, as determined by the Board;
- (b) violates the College's academic and behavioural policies, as determined by the Board;
- (c) misses more than two (2) Board meetings without proper notice (which shall be determined by the Board);
- (d) fails to perform such individual's duties as a Director, as determined by the Board;
- (e) violates the Corporation's governing documents, including Board and operational policies and procedures, the Articles, and the By-Laws, as determined by the Board; or
- (f) is convicted of a criminal offence related to or involving the affairs of the Corporation.

Any Director that is removed as a Director will not be eligible to be elected or appointed as a Director or officer for three (3) years from the date of resignation. Such Director may request a review of the circumstances for removal and the Board shall determine whether the ban will be lifted or upheld.

5.6 Removal –The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.7 Vacancies – Subject to Section 5.6, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by the Board. Alternatively, a by-election may be called by the Members to fill the vacancy in accordance with relevant Board policy.

5.8 Remuneration and Expenses –The Directors may receive an honorarium in recognition of their services. The amount of such honorariums will be established by the previous Board and will be part of the Corporation's operating budget. Criteria for receiving an honorarium will be set by Board policy. Any Director or officer of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation.

5.9 Borrowing Powers – The Board may, without authorization of the Members, on behalf of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

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

ARTICLE VI. MEETINGS OF DIRECTORS

- 6.1 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. Board meetings shall alternate between each campus. The meeting site and date will be set for each meeting during the previous meeting.
- 6.2 Calling of Meetings** – Meetings of the Board may be called by any Director. The Board shall meet at least six (6) times annually.
- 6.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article IX of this By-Law to every Director not less than five (5) business days before the time when the meeting is to be held, except for an emergency meeting (which may be called and held with forty-eight (48) hours' notice). Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.
- 6.4 Quorum** – A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.
- 6.5 Resolutions in Writing** – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.
- 6.6 Participation at Meeting by Telephone or Electronic Means** – A Director may participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

- 6.7 Chair of the Meeting** – The Chair shall preside at Board meetings. In the event that the Chair is absent from a Board meeting, the Vice Chair will chair the meeting. In the event that both the Chair and the Vice Chair are not present at a Board meeting, the Directors who are present shall choose one of their number to chair the meeting.
- 6.8 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the motion will be defeated. Directors may not appoint proxies to attend meetings in their stead. The Board may invite or permit any person to attend or to speak at any meeting of the Board, but only the Directors will have the right to vote at such meeting.
- 6.9 Minutes** – Minutes from meetings of the Board will be sent to all Directors.

ARTICLE VII. OFFICERS

- 7.1 Appointment** –The following officers of the Corporation shall be appointed by the Board of Directors: the Chair, Vice Chair, and the Secretary. The position of Chair shall be held by a Director. The Board may also appoint other additional officers, from time to time. An Officer with the title “President” shall be elected by the Members, from time to time, in accordance with Board policy.
- 7.2 Term of Office** - An Officer’s term of office shall be for one (1) year, other than the President. The President must be elected each term and may serve back to back terms, up to a 2 (two) year maximum. There shall be no limit on the number of terms that an individual may serve as an Officer.
- 7.3 Responsibilities** - The Officers of the Corporation shall have the following duties and powers associated with their positions:
- (a) **Chair** – The Chair 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 as outlined in Board Policy.
 - (b) **Vice Chair** – The Vice Chair shall, when the Chair is absent, preside at meetings of the Board, and of the Members.
 - (c) **President** – The President shall have such duties and powers as outlined in their job description.
 - (d) **Secretary** - The Secretary shall attend and be the secretary of all meetings of the Board, and Members. 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, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other

instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify as outlined in Board Policy.

The powers and duties of all other officers of the Corporation shall as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.4 Vacancy in Office – An Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed at the end of the officer's term;
- (b) the Officer's resignation;
- (c) the removal of the Officer by resolution of the Board;
- (d) such officer ceasing to be a Director, if a necessary qualification; or
- (e) such officer's death.

If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE VIII. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Standard of Care – Every Director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

8.2 Limitation of Liability – Provided that the standard of care required of the Director under the Act and the By-Law has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an officer, a report or advice of an Officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

8.3 Indemnification of Directors and Officers – The Corporation shall indemnify each former and present Director and Officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or Officer or 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 such person in respect of any civil,

criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- i. the person 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 the individual acted as 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, the person had reasonable grounds for believing that the conduct was lawful;

provided, however, that an individual shall not be entitled to indemnity from the Corporation in respect of costs, charges, and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above if the individual is 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.

The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

8.4 Insurance – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 8.3 against any liability incurred by the 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.

8.5 Advances – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may, if permitted by the Act, authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or officer if required to do so by the Act.

ARTICLE IX. NOTICES

- 9.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor, 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 pursuant to 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, type-written or printed or partly written, stamped, type-written or printed.

- 9.2 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the 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.
- 9.3 Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE X. DISPUTE RESOLUTION

- 10.1 Mediation and Arbitration** – Disputes or controversies among Members, Directors, or Officers of the Corporation are, to the further extent permitted by law, to be resolved in accordance with mediation and/or arbitration as provided in Section 10.2.
- 10.2 Dispute Resolution Mechanism** – In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting

a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XI. BY-LAW AND EFFECTIVE DATE

- 11.1 By-Law and Effective Date** – Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulate the activities or affairs of the Corporation. 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 must be confirmed, rejected or amended by the Members by Ordinary 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.

This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the

validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-Law pursuant to its repeal. All Directors, Officers, and person 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 Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ENACTED this 23rd day of September 2024.

Signed by:

Chris Fullerton

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Chair - Chris Fullerton

Signed by:

Bruin Pol

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Secretary – Bruin Pol

CONFIRMED by the Members this 2nd day of October 2024.

Signed by:

Chris Fullerton

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Chair - Chris Fullerton

Signed by:

Bruin Pol

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Secretary – Bruin Pol