

THERAPEUTIC RECREATION ONTARIO

(the “Corporation”)

BY-LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE I. INTERPRETATION

I.1 Definitions – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the Ontario *Corporations Act*, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, including the ONCA, as amended from time to time;

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

“**Board**” means the Board of Directors of the Corporation;

“**By-Law**” 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;

“**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 special meeting of Members;

“**Meeting of Members**” includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a member of the Corporation;

“**ONCA**” means the Ontario *Not-for-Profit Corporations Act, 2010*;

“**Ordinary resolution**” means a resolution passed by a majority of votes cast on that resolution;

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

“**Special meeting of Members**” means a special meeting of all Members entitled to vote at an annual Meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and

“Special Resolution” means a resolution passed by a majority of not less than twothirds (2/3) of the votes cast on that resolution.

ARTICLE II. GENERAL

- II.1 Registered Office** – The registered office of the Corporation shall be situated in the Regional Municipality of Durham, Ontario or as otherwise set by the Board.
- II.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.
- II.3 Fiscal Year** – The fiscal year of the Corporation shall end on such date as set by resolution of the Board.
- II.4 Execution of Documents** – Deeds, licences, contracts, and other written documents (collectively, **“Documents”**) shall be signed on behalf of the Corporation in accordance with the Board’s signing authority policy. The Board may also from time to time direct the manner in which and the person or persons by whom 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.
- II.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.
- II.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.
- II.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.

ARTICLE III. MEMBERS

- III.1 Membership Conditions** – Subject to the Articles, there shall be two classes of Members:
 - (a) Professional Members
 - (i) Professional Membership shall be available to:

- (A) any individual currently practising, supervising, or educating in the field of therapeutic recreation; or
 - (B) any individual who, for reasons of health, hardship, or long-term absence has temporarily left the practice of the profession for three years or less;
 - (C) whose application for admission as a Professional Member has been approved by the Board; and
 - (D) who has paid the Annual Membership fee as established by the Board from time to time.
 - (ii) Each Professional Member shall have the right to receive notice of, attend, and vote at each meeting of Members. Each Member shall have one vote.
 - (iii) The term of a Professional Membership shall be one year and shall commence as of the date of payment of the relevant Annual Membership fee.
 - (iv) A non-practising Professional Member who returns to practice may be required to address any outstanding professional development or financial matters, in accordance with Board policies.
- (b) Associate Members
- (i) Associate Membership shall be available to:
 - (A) any individual actively pursuing a degree or diploma in therapeutic recreation, recreation and leisure studies, or a related field as approved by the Board; or
 - (B) any individual interested in furthering the Corporation's objectives and the profession of Recreation Therapy, but ineligible for Professional Membership;
 - (C) whose application for admission as an Associate Member has been approved by the Board; and
 - (D) who has paid the Annual Membership fee as established by the Board from time to time.
 - (ii) Subject to the Act, an Associate Member shall not have the right to receive notice of, attend, or vote at any meeting of Members.

- (iii) An Associate Member shall be entitled to attended functions and events hosted by the Corporation and to be eligible for the “member fee” at such functions and events.
- (iv) The term of an Associate Membership shall be one year. The start and end date of each term shall be determined in accordance with Board policy.

III.2 Transferability of Membership – A Membership cannot be transferred.

III.3 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 resigns;
- (b) the Member is expelled or the Member’s membership is otherwise terminated in accordance with the Articles or Section 3.5 below; or
- (c) 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.

III.4 Resignation – Any Member may resign as a Member by delivering a written resignation to the Secretary (or, if the Member is the Secretary, to the President), in which case such resignation shall be effective from the date specified in the resignation.

III.5 Discipline of Members– The Board shall have the authority to suspend or expel any member of the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director or such other officer as may be designated by the Board shall provide fifteen (15) calendar days’ notice of suspension or expulsion to the Member and shall provide written reasons for the proposed suspension or expulsion. The Member may make written submissions to the Secretary or such other officer as may be designated by the Board, in response to the notice received within such fifteen (15) calendar day period. In the event that no

written submissions are received by the Secretary or such other officer as may be designated by the Board, the Secretary or such other officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) calendar days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal. During a Member's suspension period, or upon the Member's expulsion, his/her rights as a Member shall cease to exist.

ARTICLE IV. MEETINGS OF MEMBERS

IV.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.

IV.2 Annual Meetings – The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting 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) electing Directors;
- (c) appointing the auditor or, if permitted under the Act, a person to conduct a review engagement; and
- (d) 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.

Any other matters of business shall constitute special business and a special meeting will need to be held; an annual meeting and special meeting may be combined into the same meeting.

IV.3 Special Meetings – The President or any two Directors 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 twentyone (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

IV.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 X 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.

IV.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.

IV.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 (or person conducting a review engagement). Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

IV.7 Chair of the Meeting – In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

IV.8 Quorum – A quorum at any meeting of the Members shall be ten percent (10%) of the Professional Members. For the purpose of determining quorum, a Member may be present in person or by proxy, or by telephone or electronic means. A quorum must be maintained throughout the meeting.

IV.9 Telephonic/Electronic Meetings and Participation – A meeting of the Members may be held by telephonic or electronic means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting

if the Corporation makes such means available. A person participating through such means is deemed to be present at the meeting.

IV.10 Adjournment – The chair of the meeting may, with the consent of the meeting, adjourn the meeting 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) calendar days of the original meeting. 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.

IV.11 Absentee Voting – Until the ONCA comes into force and applies to the Corporation, in addition to voting in person or by telephonic or electronic means, every Member entitled to vote at a meeting of Members may vote:

- (a) by appointing a proxy holder or one or more alternate proxy holders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a Member may revoke a proxy by providing written notice of such revocation
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (B) with the President on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (iii) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting, and to vote at the meeting by way of a show of hands;
 - (iv) the Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of a meeting concurrently with or before giving notice of the meeting;

- (v) the name of a proxy holder must be provided to the Secretary at least forty-eight (48) hours' before the start of the meeting; and
- (vi) a proxy holder may only represent one (1) Member.

Once the ONCA comes into force and applies to the Corporation, a Member shall only be entitled to participate in a meeting of Members in person or by telephonic or electronic means (pursuant to Section 4.9).

IV.12 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 the case of an equality of votes, the chair of the meeting shall have a second vote.

IV.13 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.

IV.14 Ballots – For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, any Member or proxy holder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

ARTICLE V. DIRECTORS

5.1 Powers – The affairs of the Corporation shall be managed by a Board of Directors consisting of a minimum of eight (8) and a maximum of twelve (12) 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; and
- (f) anyone who does not hold a valid TRO designation.

5.3 Election and Term – The Members shall elect Directors by Ordinary resolution at each annual meeting at which an election of Directors is required. Each Director shall be elected for a two (2) year term to expire at the second annual meeting of the Members following the election and no Director may serve for more than three consecutive terms (for a maximum of six (6) consecutive years). An individual who has served the maximum number of consecutive years as a Director shall be eligible for re-election as a Director after the passage of one (1) year following his/her retirement 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 falling under one of the categories set out in Section 5.2.

5.5 Resignation – A Director may resign from office by giving a written resignation to the Secretary (or the President, if the Director resigning is also the Secretary) and such resignation shall become effective when received by the Secretary or President, as appropriate, or at the time specified in the resignation, whichever is later. A director will be deemed to have resigned upon the occurrence of any of the following events:

- (a) conviction of a criminal offence;
- (b) failure to maintain the confidentiality of any and all information, discussions, or proceedings at meetings of the Board or its committees;
- (c) failure to comply with conflict of interest obligations, as set out in applicable legislation, the common law, and/or policies of the Board;
- (d) failure to act with honesty, in good faith, and in the best interests of the Corporation, as determined by a majority vote of the Board, including failing to comply with the Articles, the By-Law, and/or the policies or codes of the Board;
- (e) absence from three (3) Board meetings; or
- (f) behaviour that would adversely affect the image of the Board or the Corporation, as determined by a majority vote of the Board.

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 resolution of the Board. The Board shall have the authority to fill a vacancy with an individual who has served the maximum number of years as a Director but has not yet waited the one (1) year period required by Section 5.3.
- 5.8 Remuneration and Expenses** –The Directors and officers (other than employees) of the Corporation may not receive remuneration for their duties as such or for any other services to the Corporation performed in a different capacity. Any Director or officer of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation.
- 5.9 Borrowing Powers** – The Directors of the Corporation 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

- VI.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.
- VI.2 Calling of Meetings** –Meetings of the Board may be called by the Secretary (or his/her designate) at the request of the President or any two (2) Directors. The Board shall meet at least four (4) times per calendar year.
- VI.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 X of this By-Law to every Director of the Corporation not less than ten (10) days before the time when the meeting is to be held. 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. The Board may set its meeting schedule by Ordinary resolution, with no further notice required for such meetings.

- VI.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 telephonic or electronic means. A quorum must be maintained throughout the meeting.
- VI.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.
- VI.6 Participation at Meeting by Telephone or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, 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.
- VI.7 Attendance at Board Meetings.** Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings; such guests may be removed from a meeting by the Board and/or the chair of the meeting.
- VI.8 Chair of the Meeting** – In the event that the President and the Vice-President are absent, the Directors who are present shall choose one of their number to chair the meeting.
- VI.9 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 chair of the meeting shall have a second vote. 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.

ARTICLE VII. OFFICERS

- VII.1 Appointment** –The following officers of the Corporation shall be appointed by the Board of Directors: the President (who shall be referred to as the “Chair” once the ONCA comes into force), the Vice-President (who shall be referred to as the “Vice-Chair” once the OCNA comes into force), the Past President, and the Secretary. The Board may also appoint other additional officers, from time to time.
- VII.2 Officer Qualifications** – The President and the Vice-President must be Directors.

VII.3 Term of Office – The term of office for each officer shall be one (1) year. There shall be no limit on the number of terms that an individual may serve in the same office.

VII.4 Responsibilities - The officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) President of the Board – The President of the Board, shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The President shall have such other duties and powers as the Board may specify.
- (b) VicePresident of the Board – The VicePresident of the Board shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the President is absent, preside at such meetings, and shall have such other duties and powers as the Board may specify.
- (c) Secretary The Secretary shall have such duties and powers as the Board may specify.
- (d) Past-President The Past-President shall provide mentorship to the President and Vice-President, and shall have such other duties and powers as the Board may specify. The Past-President does not need to be a Director.

The powers and duties of all other officers of the Corporation shall be 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.

VII.5 Vacancy in Office – An officer shall hold office until the earlier of:

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

VII.6 Remuneration of Officers – The remuneration of all officers appointed by the Board shall be determined in accordance with Section 5.8.

ARTICLE VIII. COMMITTEES

VIII.1 Executive Committee – In the event that the number of Directors is greater than six (6), the Directors may elect from among themselves an executive committee consisting of not fewer than three (3) Directors and may delegate to such executive committee any of the powers of the Board that may be delegated under the Act. The executive committee may meet for the transaction of business, adjourn, and other regulate its meetings as it sees fit. A majority of the members of the executive committee shall constitute a quorum.

VIII.2 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 chairperson of each committee shall be appointed by the Board. Any committee composed of one or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity.

ARTICLE IX. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 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.

9.2 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.

9.3 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:

- (a) the person who 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;
- (b) 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
- (c) 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.

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.

9.4 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 9.3 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.

9.5 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 is required to do so by the Act.

ARTICLE X. NOTICES

X.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, typewritten or printed or partly written, stamped, typewritten or printed.

- X.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 nonreceipt 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.
- X.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 XI. DISPUTE RESOLUTION

- XI.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 11.2.
- XI.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 XII. BY-LAW AND EFFECTIVE DATE

12.1 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 21st day of May, 2021.

President – Katherine Plested

Secretary – Katherine Lee

Approved at the AGM held May 12, 2021

CONFIRMED by the Members this 21 day of May, 2021.

President – Katherine Plested

Secretary – Kat Lee

Approved at the AGM held May 12, 2021