

BYLAW NO. 1

A bylaw relating generally to the conduct
of the business affairs of

ANGLICAN DEACONS CANADA
(the "Corporation")

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NOW THEREFORE BE IT ENACTED as a bylaw of the Corporation as follows:

PART 1 - INTERPRETATION

1.1 Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

SCHEDULE B

BY-LAWS

"**board**" means the board of directors of the Corporation;

"**director**" means a member of the board of directors of the Corporation;

"**bylaw**" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"**Deacon**" means a person ordained as a Deacon in the Anglican Church of Canada;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

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

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Right to Submit and Discuss) of the Act;

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

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

PART 2 – PURPOSES OF THE CORPORATION

2.1 Purposes of the Corporation

The purposes of the Corporation shall be as stated in the articles.

PART 3 – GENERAL CORPORATE MATTERS

3.1 Corporate Seal

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

3.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may 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 (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

3.3 Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

3.4 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors 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 of directors may by resolution from time to time designate, direct or authorize.

3.5 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- 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 and
- d. mortgage, hypothecate, 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.

3.6 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act

or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

PART 4 - MEMBERSHIP

4.1 Membership Classes and Conditions

The classes of membership in the Corporation are as follows:

- a. **Members:** A Member shall be a Deacon in the Anglican Church of Canada whose application has been accepted by the Board, has paid the dues from time to time and owing by such member and is a member in good standing. All Members shall have a vote in any meetings or elections of the Corporation.
- b. **Associate Members:** shall include aspirants to the diaconate of the Anglican Church of Canada or any person or organization who supports the purposes of the Corporation, whose application has been accepted by the Board and has paid the dues from time to time due and owing. Associate Members shall not be entitled to a vote.
- c. **Honourary Members:** are appointed by the Board from time to time. Honourary Members shall not be entitled to a vote.

Membership in the Corporation shall be available only to the incorporators, and thereafter to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by unanimous consent of the board or in such other manner as may be determined by the board.

4.2 Membership Year

The membership year shall commence on January 1 and terminate on December 31 of each year.

4.3 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

4.3 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them. Annual dues payable shall be fixed from time to time by the board. The board may, by

resolution, waive the requirement for the payment of any dues or assessments due to the Corporation by any member because of hardship or extenuating circumstances.

4.4 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
- c. the member provides written resignation of membership to the Secretary of the Corporation;
- d. the member's term of membership expires; or
- e. the Corporation is liquidated and dissolved under the Act.

4.5 Expulsion or Suspension of Membership

The membership of any member in the Corporation will be terminated or suspended, as the case may be, if:

- a. **Expulsion** – the members of the Corporation expel the member by a resolution passed by at least two-thirds of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given, provided that the member who is the subject of the proposed resolution is given a reasonable opportunity to be heard at the meeting before the resolution is put to a vote;
- b. **Suspension (Dues)** – the board suspends the membership privileges of a member whose annual dues have not been paid within ten (10) months from the date due, such suspension to continue until such time as the dues are paid in full.

The Secretary of the Corporation shall promptly inform a member of the termination of the member's membership or the suspension of the member's privileges and, if possible, the reason for the termination or suspension.

4.6 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Any member who has ceased to be a member due to expulsion or suspension shall not:

- a. Be entitled to the return of any membership dues paid to the Corporation; or
- b. In the case of membership suspension, be entitled to restoration of membership privileges until any requirements for restoration to membership, as may be established by the board, are met by the member.

4.7 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, 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 purposes of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If 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 twenty (20) 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.

4.8 Allowances to Members

The board may determine, in its discretion, what honoraria, travel and maintenance allowances the Corporation may pay any of its Members, Associate Members, Honourary Members, or a representative of any such member, including without limitation, any member who is a director or officer or serves on a committee established by the directors.

PART 5 – MEMBERS MEETINGS

5.1 Notice of Members Meeting

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

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty one (21) to sixty (60) days before the day on which the meeting is to be held; or

- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty one (21) to thirty five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

5.2 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.3 Frequency of Members Meetings

Members meetings shall be held annually (hereinafter referred to as the "Members Meeting"), with each year's Members Meeting occurring no later than fifteen (15) months following the previous year's Members Meeting.

5.4 Special Meetings of Members

A special meeting of the members (hereinafter referred to as "Special Meeting") may be convened on any day and at any time and place as determined by the board.

A special meeting of the members shall be scheduled by the board upon receipt by the Corporation of a written requisition which states the purpose of the special meeting and which is signed by at least fifteen (15) members who are entitled to vote and are in good standing. Upon receipt of the written requisition, the Secretary of the Corporation (or his or her nominee) shall notify the board of the written requisition and shall give written notice of the special meeting to each member at least forty two (42) days before the date of the next special meeting, such notices to be in accordance with the bylaws.

5.5 Notice of Members' Meetings

The Secretary of the Corporation (or his or her nominee) shall give notice of the Members Meeting to each member, by letter or e-mail, at least thirty (30) days before the date of the meeting.

5.6 Omission of Notice

The accidental omission to give notice of any meeting of members, any irregularity of the notice of any meeting of members or the non-receipt of any notice by any member or members or by the auditor of the Corporation (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

5.7 Proposals Nominating Directors at Members' Meetings

Not less than sixty (60) days prior to the date of a Members' Meeting, the President shall send to all members in good standing an invitation for nominations for directors of the Corporation, along with a corresponding form (hereinafter referred to as a "Nominee Profile"), which shall be completed and returned to the President not less than thirty (30) days prior to the date of the Members Meeting.

All Nominee Profiles shall then be reviewed by a committee (hereinafter the "Nominations Committee), which shall be composed of the President, who shall act as chair, and four directors or members of the Corporation. Members of the Nominations Committee shall be elected by the members at each Members Meeting, and shall serve a one (1) year term expiring at the conclusion of the next Members Meeting.

The Nominations Committee shall be responsible for ensuring that all Nominee Profiles are in good order.

5.8 Cost of Publishing Proposals for Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

5.9 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

5.10 Persons Entitled to be Present at Members' Meetings

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 public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted to attend for specific business items only on the invitation of the chair of the meeting or by resolution of the board.

5.11 Chair of Members' Meetings

The President shall be chair at any meeting of members. In the event that the President is absent or unable to act as chair at a meeting of members, then the Vice-President shall be chair of the meeting of members. If the Vice-President is absent or unable to act as chair at a meeting of members, the members who are present and entitled to vote at the meeting shall choose a director who is present and able to act as chair of the meeting. If no director is present and able to act or if all directors present decline to take the chair, then the

members who are present and entitled to vote shall choose one of the members to chair the meeting.

5.12 Adjournment

The chair of any meeting of members may, with the consent of the majority of the members present at the meeting of members and entitled to vote, adjourn the meeting from time to time to a fixed time and place. No notice of such adjournment need be given to the members. Any business may be brought and dealt with at any adjourned meeting of members which might have brought or dealt with at the original meeting of members in accordance with the notice calling the meeting.

If a meeting is adjourned for less than ten (10) days, notice of such adjournment need not be given to the members. If the meeting is adjourned by one or more adjournments for an aggregate of days that is longer than ten (10) days, notice shall be given to members entitled to vote that the meeting, the board of directors, and the public accountant.

5.13 Quorum at Members' Meetings

A quorum at a Members Meeting shall be 10 members, or 50% of the members registered for the annual meeting, whichever is less.

At a Special Meeting of Members, a quorum shall be 5 members in good standing and entitled to vote at the meeting.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the time appointed for a meeting of members (or within 30 minutes after the time appointed for the meeting) then the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. The provisions of Part 9 of this bylaw with regards to notice shall apply to such adjournment.

5.14 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. Unless provided otherwise in these bylaws, every question submitted at a meeting of members shall be decided in the first instance by a show of hands by those in attendance and entitled to vote.

A secret ballot may be demanded by a member who is entitled to vote at the meeting of members either before or after they vote by show of hands. If at any meeting of members a secret ballot is demanded on the election of a chair or on the question of an adjournment,

the secret ballot shall be taken forthwith without adjournment. If at any meeting of members a secret ballot is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

At any meeting of members, unless a secret ballot is demanded, a declaration by the chair of the meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of fact.

5.15 Participation by Electronic Means at Members' Meetings

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

5.16 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.17 Minutes

Minutes of all meetings of members shall be kept by the Secretary (or his or her nominee) and signed by the chair of the meeting of members. The President can appoint a person to take minutes if the Secretary is not present.

5.18 Annual Members Meeting Agenda

The agenda of the annual Members Meeting shall include at least the following items:

- a. Approval of the minutes from the previous Members Meeting and any special meetings held since the previous Members Meeting;
- b. Report of the President;
- c. Report of the Treasurer, including presentation of the annual financial statements of the Corporation;
- d. Reports from committees appointed by the directors, if any;
- e. Election of directors;
- f. Election of members of the Nominations Committee; and
- g. Other business, if any..

PART 6 – DIRECTORS

6.1 Powers and Duties of Board of Directors

The board of directors shall be responsible for conducting all business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by these bylaws expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Corporation or to the conduct of its affairs. The board of directors shall report all work done by it or by any committees of the board to the members at the Members Meeting. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors.

6.2 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

6.3 Term of Office of Directors

The directors shall be elected to hold office for a maximum term of three (3) years. The term of each director's office shall be explicitly stated at the time of election. If a term is not decided upon at the time a director is elected, that director's term of office shall expire not later than the close of the next Members Meeting following the election. Upon expiry of a director's term of office, that director may be re-elected for three (3) additional terms of three (3) years or less.

6.4 Election of Directors

Directors shall be elected, by ordinary resolution of the members, at the Members Meeting.

6.5 Vacancy

A director ceases to hold office upon his or her death, disqualification, or upon receipt by the Corporation of his or her resignation in writing. In the event of such vacancy, the vacancy shall be remedied pursuant to Section 132 of the Act.

6.6 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

6.7 Notice of Meeting of Board of Directors

Under the direction of the President, the Secretary (or his or her nominee) shall consult all board members as to the date of upcoming board meetings.

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every director of the Corporation not less than fourteen (14) 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. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.8 Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.9 Electronic Meetings

The board of directors, or members of a committee, may hold meetings by means of telephone conference or any other communication method whereby all directors or committee members participating in the meeting can hear each other and be heard.

6.10 Quorum

A majority of the number of minimum directors required by the Articles shall form a quorum for the transaction of business at any meeting of the board of directors. Despite any vacancy among the directors, a quorum of directors may exercise all powers of the directors.

6.11 Written Resolutions

A resolution in writing signed, or agreed to by electronic means, by all the directors shall be as valid and effectual as if it had been passed at a meeting of the board of directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument. A copy of the resolution shall be kept with the minutes of the meetings of directors.

6.12 Acts Valid

All acts done at and meeting of the board of directors or by any person acting as a director shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to act as a director.

6.13 Regulations

The directors may by resolution make such rules and regulations for the conduct of their affairs and the affairs of the Corporation as they deem necessary or desirable, provided that such regulations are not inconsistent with these bylaws.

6.14 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question, except for a question requiring resolution pursuant to subsection 182(1) of the Act or one requiring special resolution, 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 in addition to an original vote shall have a second or casting vote.

6.15 Committees of the Board of Directors

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 of directors.

6.16 Remuneration of Directors

Except as provided in Section 4.8 of this bylaw, no director shall be paid for serving as a director, but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as director.

PART 7 – OFFICERS

7.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these bylaws otherwise provide. Two or more offices may be held by the same person.

7.2 Description of Offices

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

- a. **President** – If appointed, the president shall be the chair of all meetings of members and of all meetings of the board. Subject to the bylaws, during the absence or disability of the President, then President's duties shall be exercised as may be directed by the board. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- b. **Vice-President** – If appointed, the Vice-President shall assist the President at all times in any or all of his or her duties of office. In the absence of the President, the Vice-President shall be chair of all meetings of members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall be chair of all meetings of members and of all meetings of the board. During the absence or disability of the President, the Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-President shall, subject to the authority of the board and the President, have general supervision of the affairs of the Corporation.
- c. **Secretary** – If appointed, the secretary (or his or her nominee) shall:
 - i. Make or cause to be made all requiring filings for the Corporation, if any;
 - ii. Give all notices required to be given to members and directors;
 - iii. Attend all Directors Meetings and meetings of the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of the Directors Meetings and meetings of the members;

- iv. Be the custodian of all books, papers, records and other instruments belonging to the Corporation; and
- v. Perform any other duties as prescribed time to time from the board.

d. **Treasurer** – If appointed, the treasurer shall:

- i. Keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Corporation and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation;
- ii. Provide to the board, members and others when required an accounting of all transactions of the Corporation and the financial position of the Corporation and report on the financial position of the Corporation to the members at the general meeting of members; and
- iii. Perform any other duties as prescribed time to time from the board.

The duties of all other offices of the Corporation shall be set out in the terms of their engagement or as the board requires. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

7.3 Delegation of Duties

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any officers to any other director for the time being.

7.4 Committees

The board may appoint committees of directors from among their number and may delegate to such committees any of the powers of the board, except for those powers set out in Section 138(2) of the Act. Any committee so appointed may, subject to a resolution of the board and these bylaws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

7.5 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment), or
- d. such officer's death.

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

PART 8 – INDEMNIFICATION & LIABILITY OF OFFICERS AND DIRECTORS

8.1 Director's and Officer's Liability

No director or officer of the Corporation shall be liable for:

- (a) the acts, omissions, or defaults of any other officer or director;
- (b) any loss or expense incurred by the Corporation by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the money, securities or other property of the Corporation shall be deposited; or
- (e) any other loss, damage or misfortune which occurs in the exclusion of duties of the office of director or officer or in relation thereto unless such loss, damage or misfortune happened through the director or officer's own dishonesty or willful misconduct.

8.2 Indemnification of Directors and Officers

- (a) the Corporation shall indemnify each director, officer, former director, and former officer of the Corporation, and his/her heirs and personal representatives against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgement, actually and reasonable incurred by such director or officer in a civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation, including an action brought by the Corporation if:
 - a. the director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b. in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing that his or her conduct was lawful.

8.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of a director or officer against personal liability incurred by him or her as a director or officer of the Corporation.

PART 9 – NOTICES

9.1 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of director or director's address) of the Act;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw 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 Notice of Meetings

A notice of any meeting shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting. Where any business will be transacted at a special meeting of members or directors, the notice shall state a sufficient amount of information regarding the special business to allow the members or directors, as the case may be, to make a reasoned decision regarding the special business, including the text of any special resolution to be submitted at the special meeting. Any business not specified on notice of a special meeting of members or directors shall not be considered at such meetings.

PART 10 – MISCELLANEOUS

10.1 Invalidity of any Provisions of this Bylaw

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

10.2 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws 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.

10.3 Bylaws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, 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 bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

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PASSED by the board of directors this 12th day of January, 2023.

UNANIMOUSLY CONFIRMED, RATIFIED AND APPROVED by the members this 12th day of January, 2023.

EFFECTIVE as of the 29th of March, 2022.

Lisa Joanne Chisholm-Smith
Lisa Joanne Chisholm-Smith, President

R. H. McDowell

Roderick Hugh McDowell, Vice-President

A. F. Kynaston Barker

A.F. Kynaston Barker, Secretary