

A by-law relating generally to the conduct  
of the affairs of

**ASSOCIATION OF CANADIAN TRAVEL AGENCIES**

(the “**Corporation**”)

**BE IT ENACTED** as a by-law of the Corporation 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 *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 therefor, as amended from time to time;

“**Allied Member**” means a Member that meets the criteria for Allied Membership set by the Board 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;

“**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;

“**Certified Member**” means a Member that meets the criteria for Certified Membership set by the Board from time to time;

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

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

“**Member**” means a member of the Corporation and includes a Retail Member, Allied Member and a Certified Member and where references are made to “Member” in this By-law in respect of meetings of Members and votes by Members, the reference shall be deemed to be only to that class or those classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matter;

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

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

“**Retail Member**” means a Member that meets the criteria for Retail Membership set by the Board from time to time;

“**special business**” means any business conducted at a meeting of Members other than consideration of the financial statements, public accountant’s report, election of directors and reappointment of the incumbent public accountant;

“**special meeting of Members**” means a meeting of Members at which any special business is conducted; and

“**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution and if a resolution requires a class vote, passed by not less than two-thirds (2/3) of the votes cast on that resolution by each class.

**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 or required by the Act, 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. It is the intent of the Corporation to use electronic communication whenever possible.

## **ARTICLE II GENERAL**

**2.1 Registered Office.** The registered office of the Corporation shall be situated in the City of Mississauga 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 December 31 of each year or as otherwise set by the Board.

**2.4 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by the President if the amount involved does not exceed \$10,000 and by any two (2) of its officers (as appointed pursuant to this By-law) or directors or by any combination thereof if the amount involved exceeds \$10,000. 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 or corporation 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.

**2.6 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**

**3.1 Entitlement.** Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

**3.2 Membership Conditions.** Subject to the Articles, there shall be three classes of Members in the Corporation, namely, Retail, Allied, and Certified. A person may be a Member of one Membership class.

As set out in the Articles, Retail Members shall be entitled to receive notice of, attend and vote at all meeting of Members and each such Retail Member shall be entitled to one (1) vote at all such meetings.

Allied and Certified Members shall not be entitled to receive notice of, attend or vote at meetings of Members other than as set out in policy set by the Board from time to time or as required by the Act where a class vote is required.

**3.3 Transferability of Membership.** A membership may only be transferred to the Corporation.

**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, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-Law;
- (c) the Member's term of membership expires; 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, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

**3.5 Resignation.** Any Member may resign as a Member by delivering a written resignation to the Chair, in which case such resignation shall be effective from the date specified in the resignation.

**3.6 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;
- (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 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 or such other officer as may be designated by the Board, 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.

**3.7 Membership Dues.** The Board may require Members to pay annual dues and may determine the manner in which the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within sixty (60) days of the membership renewal date, as the case may be, the Members in default shall

automatically cease to be Members of the Corporation after which all rights of membership shall cease. The Board may pass policies regarding the impact of cessation of membership rights on a Member with a CTC/CTM certification.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of the Members may be held at any place within or outside Canada determined by the Board.

**4.2 Annual Meetings.** The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial 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 a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

**4.3 Special Meetings.** The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members, including special business.

**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 public accountant of the Corporation.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII 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, 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 public accountant of the Corporation. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

**4.7 Chair of the Meeting.** In the event that the Chair and the Vice-Chair are absent, the Retail Members who are present and entitled to vote at the meeting shall choose another Retail Member present at the meeting to chair the meeting.

**4.8 Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty-five Members entitled to be present at each meeting. In the case of a meeting where a class vote is required, quorum shall be needed for each class of Member. 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. For the purpose of determining quorum, a member may be present in person or by proxy.

**4.9 Participation at Meetings by Telephone or Electronic Means.** Members may not participate in meetings using telephonic, electronic or other communications.

**4.10 Adjournment.** The Chair may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) 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.

**4.11 Absentee Voting.** In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing a proxyholder or one or more alternate proxyholders 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 all in accordance with the Act; or
- (b) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be

presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

**4.12 Votes to Govern.** Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. The Chair shall vote at first instance. If there is an equality of votes, the motion is defeated.

**4.13 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.

**4.14 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, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballots 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.

**4.16 Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE V DIRECTORS**

**5.1 Powers.** The Board shall manage or supervise the management of the activities and affairs of the Corporation.

**5.2 Number.** Until changed in accordance with the Act, the Board shall be composed of the fixed number of directors within the range of a minimum of eight (8) and a maximum of twelve (12) directors as determined from time to time by the Members by Ordinary Resolution or, if an Ordinary Resolution of the Members empowers the Board to determine the number, by resolution of the Board. No decrease in the number of directors shall shorten the term of an incumbent director. The Board must include at least one individual from each of the regions set out below:

- (a) British Columbia/Yukon;
- (b) Alberta/Northwest Territories;
- (c) Saskatchewan;

- (d) Manitoba/Nunavut;
- (e) Ontario;
- (f) Quebec; and
- (g) Atlantic.

The Board shall include at least one individual with a CTC or a CTM certification in good standing, which individual may also qualify as an individual from one of the regions.

**5.3 Qualifications.** The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) anyone who was not nominated in accordance with the nomination process in place from time to time.

A director must be a Member.

**5.4 Election and Term.** The Members shall elect by Ordinary Resolution, at each annual meeting at which an election of directors is required, directors to hold office for a term expiring not later than the close of the annual meeting of Members following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following his/her election, but, if qualified, is eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected. An individual may serve a maximum of ten (10) consecutive years as a director.

As set out in the Articles, the directors may appoint additional directors to hold office until the next annual meeting of Members, but no more than one-third of the total number of directors appointed by the Members at the previous meeting may be appointed.

**5.5 Consent.** A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:



- (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
- (ii) by acting as a director after such person's election or appointment.

**5.6 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.

**5.7 Resignation.** A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

**5.8 Removal.** The Members may, by Ordinary Resolution passed at a special 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.

#### **5.9 Vacancies**

- (a) Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by resolution of the directors.
- (b) Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number or minimum number of directors provided in the Articles, the directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member. If the director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

**5.10 Remuneration and Expenses.** The directors of the Corporation may, by resolution, fix the reasonable remuneration of the directors and officers of the Corporation. Any director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a director, officer or employee.

**5.11 Powers.** The Board 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 of the Corporation;
- (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;

- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

## **ARTICLE VI COMMITTEES**

**6.1 Board Executive Committee.** The Board may appoint from their number a committee of directors (which may be referred to as an executive committee) and delegate to the committee any of the powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of the members of the committee, to elect its chair, and to otherwise regulate its procedures.

**6.2 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 Board may fix any remuneration for committee members who are not also directors of the Corporation.

## **ARTICLE VII MEETINGS OF DIRECTORS**

**7.1 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.

**7.2 Calling of Meetings.** Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) directors at any time;

**7.3 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 XII of this By-Law to every director of the Corporation not less than twenty four (24) hours 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. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

**7.4 First Meeting of New Board.** Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

**7.5 Regular Meetings.** 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 immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**7.6 Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

**7.7 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.

**7.8 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, electronic or another communication facility 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.

**7.9 Chair of the Meeting.** In the event that the Chair and the Vice-Chair are absent, the directors who are present shall choose one of their number to chair the meeting.

**7.10 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. Directors may not appoint proxies to attend meetings in their stead. The Chair shall not vote at first instance but in an equality of votes, the Chair shall have a casting vote.

## **ARTICLE VIII OFFICERS**

**8.1 Appointment.** The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. All officers, other than the President, must be directors. Two or more offices may be held by the same person.

**ARTICLE IX  
DESCRIPTION OF OFFICES**

**9.1 Description of Offices.** Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The Chair of the Board, if one is appointed, shall be a director. The Chair, if any, 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.
- (b) Vice-Chair of the Board – The Vice-Chair of the Board, if one is appointed, shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify.
- (c) President – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) Secretary - If appointed, the Secretary shall have such powers and duties as the Board may specify.
- (e) Treasurer - If appointed, the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President 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.

**9.2 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.

**ARTICLE X  
CONFLICT OF INTEREST AND CODE OF CONDUCT**

**10.1 Conflict of Interest and Code of Conduct.** The Corporation shall have a code of conduct for directors and officers which shall include provisions regarding conflict of interest. Subject to the Act, each director and officer shall adhere to all requirements of the code of conduct and shall sign a copy of the code of conduct. In addition, each director and office shall adhere to all requirements of the Act.

**ARTICLE XI  
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**11.1 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 exercise 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.

**11.2 Limitation of Liability.** Provided that the standard of care set out in Section 11.1 required of the director or officer under the Act and the By-Law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

**11.3 Indemnification of Directors and Officers.** The Corporation shall indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another 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 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

- (b) 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 person 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.

**11.4 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.3 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.

**11.5 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 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 does not fulfill the conditions of Section 151(3) of the Act regarding standard of care.

## **ARTICLE XII NOTICES**

**12.1 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 public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

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 or designate 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 or designate to be reliable. The declaration by the Secretary or 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.

**12.2 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 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.

**12.3 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 XIII BY-LAW AND EFFECTIVE DATE**

**13.1 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 (other than those requiring a Special Resolution) shall be effective from the date of the resolution of the Board until the next meeting of Members where it may 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.

A By-Law amendment that requires a Special Resolution is only effective when confirmed by 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 Articles obtained pursuant to, any such By-Law prior 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 28th day of April, 2015.

---

Chair,

---

Secretary,

**CONFIRMED** by the Members this 12th day of May, 2015.

TOR01: 5901909: v3