

**Eastern Ottawa Resource Centre/
Centre de ressources de l'est d'Ottawa**

By-Law No. 1

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BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of

**Eastern Ottawa Resource Centre/Centre de ressources de l'est d'Ottawa
(hereinafter referred to as the "Corporation")**

DEFINITIONS AND INTERPRETATION

1. **Definitions.** In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:
 - a. **"Act"** means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time (the **"Regulations"**);
 - b. **"Articles"** means the Letters Patent and Supplementary Letters Patent of the Corporation. In the event the Corporation files Restated Articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation same shall be the **"Articles"** hereunder;
 - c. **"Board"** means the board of directors of the Corporation;
 - d. **"By-Laws"** means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
 - e. **"Director"** means an individual occupying the position of director of the Corporation by whatever name they are called;
 - f. **"FSLA"** means the French Language Services Act (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
 - g. **"Meeting of Members"** includes an annual meeting of members (an **"Annual Meeting"**) or a Special Meeting; **"Special Meeting"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting;
 - h. **"Member"** means an individual who meets the requirements for membership in the Corporation set out in these By-Laws and who has been admitted as same by resolution of the Board or in such manner as may be determined by the Board, collectively the **"Members"**;
 - i. **"Officer"** means a person who has been appointed as an officer of the Corporation in accordance with the By-Laws;

- j. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution; and
 - k. **"Special Resolution"** means a resolution passed by two-thirds of the votes cast on that resolution.
2. **Interpretation.** Other than as specified in Section 1, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

BUSINESS OF THE CORPORATION

- 3. **Seal.** The seal of the Corporation, if any, shall be in the form determined by the Board.
- 4. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) of the President, the Vice-Presidents and the Treasurer. In addition, the Board may from time to time direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.
- 5. **Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 6. **Financial Year.** The financial year of the Corporation shall end on March 31 in each year or on such other date as the Board may from time to time determine.
- 7. **FSLA.** The Centre is a designated agency within the meaning of the FSLA and therefore provides services and programs in both official languages pursuant to its terms. The Board and the Corporation's senior management shall be responsible for establishing the procedures for monitoring compliance with the FSLA.

BOARD OF DIRECTORS

- 8. **Number, Election and Term.** The Board shall consist of no fewer than seven (7) and no more than eleven (11) Directors. The Directors shall be elected by the Members at each Annual Meeting at which such election is required. The Directors shall be elected to hold office for a two (2) year term expiring not later than the close of the second annual Meeting

of Members following the election or until their successors are elected or appointed. A Director may serve a maximum of three (3) consecutive two (2) year terms, with the exception of the immediate Past-President, who may serve one (1) additional year beyond such term limit. After a Director has reached the maximum term limit, they must be absent from the Board for a period of one (1) year before they are again eligible to be elected as a Director.

9. **Eligibility Criteria for Directors.** In order to be eligible to serve as a Director, an individual must provide their consent to electronic meetings of the Board in accordance with Section 21 of this By-Law. A majority of the Directors must be residents of the catchment area of the Corporation, as such catchment area is defined by the Board. At least thirty percent (30%) of the Directors shall be members of the francophone community. To be eligible to seek election as a Director, individuals must meet the requirements of the Act, the Income Tax Act and the Charities Directorate of the Canada Revenue Agency in respect of Director eligibility. In each year where the election of Directors is required, the Corporation shall put forward a slate of nominees for the Board which reflects and represents the demographics of the clients of the Corporation.
10. **Vacancies.** The office of a Director shall be vacated immediately:
 - a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later. If a Director resigns, they shall be deemed to have resigned as a Member of the Corporation.
 - b. if the Director is no longer a Member of the Corporation.
 - c. if the Director dies or becomes bankrupt.
 - d. if the Director is found to be incapable by a court or incapable of managing property under Ontario law.
 - e. if, at a Meeting of Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office.
 - f. if a Director no longer meets the eligibility criteria for Directors set out in this By-Law, including without limitation if they withdraw their consent to electronic meetings of the Board; and
 - g. if a Director fails to attend of three (3) consecutive Board meetings;
11. **Filling Vacancies.** A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
 - b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
 - c. a quorum of Directors may fill a vacancy among the Directors.
12. **Remuneration of Directors.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; however, nothing herein precludes the Corporation from reimbursing a Director for reasonable expenses they incur in performance of their duties, provided such expenses are pre-approved by the Board.
13. **Committees.** Committees may be established by the Board as follows:
- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
 - b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may remove any committee member or dissolve any committee by resolution at any time. The Board has the discretion to appoint both Directors and non-Directors to committees.
 - c. There will be a minimum of one francophone on each committee of the Corporation; however, for further certainty all committees will be composed such that the percentage of francophones on each committee will be equivalent to the percentage of francophones in the community served by the Corporation.
14. **French Language Services Committee.** The Board will establish and operate a French Language Services Committee to review and make recommendations for the ongoing provision of French-language services to the Corporation's clients. The committee shall ensure, among other things, the revision of the Corporation's policy of the active offer of French-language services, which policy shall be subject to approval by the Board.

MEETINGS OF THE BOARD

15. **Calling of Meetings.** Meetings of the Directors may be called by the President or any two (2) Directors at any time and any place on notice as required by this By-Law.
16. **Regular Meetings.** The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
17. **Notice of 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 this By-Law to every Director of the Corporation not less than two (2) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.
18. **Chair of Board Meetings.** The President shall preside at Board meetings and a Vice-President selected by the Board shall preside in the absence of the President. In the absence of the President and the Vice-Presidents, the Directors present shall choose one of their number to act as the chair of the meeting.
19. **Quorum.** A quorum for the transaction of business at a Board meeting is a majority of the Directors then in office. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
20. **Voting.** Each Director shall have one (1) vote at all meetings of the Board. Questions arising at any Board meeting shall be decided by Ordinary Resolution. In case of an equality of votes, the Chair shall not have a second or casting vote. No person may act for an absent Director at meetings of the Board.
21. **Participation by Telephonic or Electronic Means.** If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
22. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors 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.

OFFICERS

23. **Appointment of Officers.** No more than one third (1/3) of the Directors shall be Officers. The Officers shall include the President, two (2) Vice-Presidents, a Treasurer and such other Officers as the Board may determine, including a Past-President where the Board desires to appoint the immediate Past-President. 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 of the Board (the “**President**”). The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify. For the purpose of the Act, the President shall serve as the Chair of the Board.
 - b. Vice-President(s) of the Board (the “**Vice-President(s)**”). Each Vice-President shall be a Director. If the President is absent or is unable or refuses to act, either Vice-President shall, when present, preside at all meetings of the Board and of the Members. The Vice-Presidents shall have such other duties and powers as the Board may specify.
 - c. Treasurer of the Board (the “**Treasurer**”) The Treasurer is responsible for overseeing the organization’s financial health and integrity and chairing the financial committee which recommends the annual budgets for board approval, monitors financial statements, ensures appropriate financial controls and policies are in place, supports the annual audit as required, and reports regularly to the Board on the organization’s financial position and risks.
 - d. Past-President (the “**Past-President**”). Only the immediate past-President is eligible to serve as Past President. The Past President shall serve the Board in a consultative capacity and shall have such other duties and powers as the Board may specify. The Board shall determine whether or not to appoint the immediate past-President as the Past-President and is not required to make such appointment.
 - e. Recorder (**non-voting position**)
A Recorder may be appointed by the Board to attend and record minutes of all meetings of the Board and Members. The Recorder shall enter in the Corporation’s minute book the minutes of all such proceedings and, as required, distribute official notices of meetings and decisions to Members/Directors, and Committee members. The Recorder shall act as custodian of the books, papers, records, documents, and other instruments belonging to the Corporation, as directed by the Board or Executive Director. The Recorder shall not be a member of the Board.
24. **Selection and Term of Officers.** Where the appointment of Officers is required, the Officers shall be appointed by resolution of the Board at the first meeting of the Board

following the Annual Meeting. The Officers of the Corporation other than the Past-President, shall hold office for a period of two (2) years or until their successors are appointed. The Past-President shall hold office for a period of one (1) year. Officers shall be subject to removal at any time by a resolution of the Board. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

25. **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 ceases 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.

PROTECTION OF DIRECTORS AND OTHERS

26. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith and had reasonable grounds for believing their conduct was lawful, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
- b. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in Section a, the Board may approve such advance.

27. **Protection of Directors and Officers:** No Director or Officer of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- a. complied with the Act, the Articles and By-Laws; and
 - b. exercised their powers and discharged their duties in accordance with the Act.

CONFLICT OF INTEREST

28. **Conflict of Interest.** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

THE MEMBERS

29. **Members.** There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals 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 and

who are willing to serve and are elected as Directors of the Corporation. Each Member shall be entitled to receive notice of, attend and cast one (1) vote at all Meetings of Members of the Corporation.

30. **Membership.** A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
31. **Membership Dues.** There shall be no membership fees or dues unless otherwise directed by the Board.
32. **Termination of Membership.** A membership in the Corporation is terminated when:
 - a. the Member dies;
 - b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws, including without limitation if they are no longer serving as a Director;
 - c. the Member resigns by delivering a written resignation to the Corporation of the Board in which case such resignation shall be effective on the date specified in the resignation and the Member shall be deemed to have resigned as a Director in addition to resigning as a Member;
 - d. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-Laws;
 - e. the Corporation is liquidated or dissolved under the Act.
33. **Disciplinary Act or Termination of Membership for Cause.** The Board shall have authority to discipline, suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - a. violating any provision of the Articles, By-Laws, or policies of the Corporation;
 - b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board; or
 - c. for any other reason that the Board in its discretion considers to be reasonable, having regard to the purpose of the Corporation.
34. **Process for Member Discipline or Termination.** In the event that the Board determines by resolution that a Member should be disciplined, expelled or suspended from membership in the Corporation, an Officer designated by the Board, shall provide fifteen (15) days' written notice to such Member of same. The notice shall set out the reasons for the disciplinary

action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15 (fifteen) day period referenced above. In the event that no written submissions are received by the Board, such Officer as may be designated by the Board, may proceed to notify the Member that decision of the Board is final. 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 ten (10) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any right of appeal.

MEETINGS OF MEMBERS

35. **The Annual Meeting.** The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the annual meeting shall include:
- a. receipt of the agenda;
 - b. receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
 - c. consideration of the financial statements;
 - d. report of the auditor or person who has been appointed to conduct a review engagement;
 - e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f. election of Directors; and
 - g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

36. **Financial Statements.** Any Member, upon request, shall be provided by the Corporation, not less than five (5) business days or other number of days that may be further prescribed in Regulations before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or Articles.
37. **Special Meetings.** The Directors may call a Special Meeting. The Board shall call a Special Meeting on written requisition of the Members who hold at least ten percent (10 %) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition, unless the Act provides otherwise.

38. **Notice.** Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any Annual or Special Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any Special Meeting or Annual Meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.
39. **Quorum.** A quorum for the transaction of business at a Meeting of Members is a majority of the Members 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.
40. **Chair of the Meeting.** The President shall be the chair of Meetings of Members or in the absence of the President, the Vice-President. In the absence of the President and Vice-President, the Members present at any Meeting of Members shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
41. **Voting of Members.** Business arising at any Meeting of Members shall be decided Ordinary Resolution unless otherwise required by the Act or the By-Law provided that:
- a. each Member shall be entitled to one (1) vote at any Meeting of the Members;
 - b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - c. an abstention shall not be considered a vote cast;
 - d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - e. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
 - f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
42. **Participation by Electronic Means at Meetings of Members.** 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 By-Law, 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.

43. **Meetings of Members 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.
44. **Adjournments.** The President may, with the majority consent of the Members at any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.
45. **Persons Entitled to be Present.** The only persons entitled to attend Meetings of Members are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act, Articles or the By-Laws to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting by Ordinary Resolution of the Members present at the meeting.

GENERAL

46. **Service.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
47. **Error or Omission in Giving Notice.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person

where the Corporation has provided notice in accordance with the By-Laws 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.

48. **Severability and Precedence.** The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
49. **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.

DISSOLUTION

50. **Assets on Dissolution.** Any property remaining on liquidation of the corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

AMENDMENT OF BY-LAWS/REPEAL

51. **Amendment of By-Laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws 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 Directors 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. This section does not apply to a By-Law amendment that requires a Special Resolution of the Members pursuant to the Act because such By-Law amendments or repeals are only effective when confirmed by Members.
52. **Repeal of Prior By-laws.** All previous By-Laws of the Corporation are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

Approved by Board of Directors – May 15th 2026