

BY-LAW NO. 1

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

POLICE PENSIONERS' ASSOCIATION OF ONTARIO
(the "Corporation")

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

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance (import) of the Corporation under the *Canada Not-for-profit Corporations Act*, this By-law No. 1 replaces all prior by-laws of the Corporation.

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SECTION 1 – GENERAL

1.01 Definitions

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

- (a) "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;
- (b) "affiliated association" means an association of law enforcement retirees that meets the criteria for affiliation with the Corporation as determined from time to time by the board of the Corporation and that has been approved by the board of the Corporation to be an affiliated association of the Corporation;

- (c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (e) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (g) "ordinary resolution" means a resolution of the members of the Corporation passed by a majority of the votes cast on that resolution;
- (h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (i) "special resolution" means a resolution of the members of the Corporation passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, 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 in section 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 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.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

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

1.06 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 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.

1.07 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.

Furthermore, the Corporation shall post these documents on the website accessible to the members at the same time as giving said notice.

1.08 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 of the Corporation to secure performance of an obligation of any person; 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.

SECTION 2 – MEMBERSHIP

2.01 Membership Conditions

In accordance with the articles, there shall be two (2) classes of members in the Corporation, namely, Class A Members and Class B Members. The following conditions of membership shall apply:

Class A Members (voting)

Subject to the Act and the articles, each Class A Member shall be entitled to receive notice of, attend and vote at all meetings of members and each such Class A Member shall be entitled to one (1) vote at such meetings.

Class A Membership in the Corporation shall be composed of:

- (a) the directors of the Corporation from time to time. A director of the Corporation automatically becomes a Class A Member of the Corporation upon their election or appointment as a director and shall have Class A membership for the period of time they serve as a director of the Corporation; and
- (b) affiliated associations as defined in section 1.01(b) of this By-law.

Each affiliated association shall designate in writing, in the manner specified by the Corporation from time to time, a representative (the “designated representative”) to attend meetings of members of the Corporation and to vote on behalf of the affiliated association at all meetings of members of the Corporation. Each affiliated association may also designate in writing, in the manner specified by the Corporation from time to time, a substitute representative (the “substitute representative”). If the designated representative is unable to attend a meeting of members of the Corporation, the substitute representative may attend such meeting and vote on behalf of the affiliated association at such meeting.

Class B Members (non-voting)

Subject to the Act and the articles, a Class B Member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Class B membership in the Corporation shall be available to:

- (a) Any retired law enforcement person who has submitted to the Corporation an application using the proper form prescribed by the board of the Corporation, and whose retired law enforcement status has been verified by the Corporation, and who has paid the required dues if any, and who has been accepted into Class B membership in the Corporation in such manner as determined by the board of the Corporation;

- (b) The spouse of a member of the Corporation, or recognized affiliate organization, who has submitted to the Corporation an application using the proper form prescribed by the board of the Corporation, and who has been accepted into Class B membership in the Corporation in such manner as determined by the board of the Corporation; and *(new June 2024)*
- (c) The surviving spouse of a deceased member of the Corporation, or recognized affiliate organization who was in good standing at the time of their death, who has submitted to the Corporation an application using the proper form prescribed by the board of the Corporation, and who has been accepted into Class B membership in the Corporation in such manner as determined by the board of the Corporation; and *(new June 2024)*
- (d) Non-law enforcement persons who have been nominated by a member of the Corporation or by the board of the Corporation for honorary membership in the Corporation, and who has been accepted into the non-voting Class B membership as an honorary member of the Corporation by resolution of the board, or in such other manner as determined by the board.

The board is authorized to adopt policies establishing criteria for admission to membership and to amend such policies, from time to time. The board, or a committee established by the board, shall have the discretion to screen applicants and may accept or reject an application for membership in the Corporation in the sole and absolute discretion of the board, or the said committee, as the case may be. The decision of the board, or the said committee, as the case may be, to deny an application for membership shall not be subject to challenge or appeal by the rejected applicant or any other person.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 3 – MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within sixty (60) days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) in the case of a member that is an individual, the individual dies, or, in the case of a member that is an affiliated association, the affiliated association is dissolved;
- (b) the member resigns;
- (c) the member is removed from membership in accordance with section 3.03 below;
- (d) the member's term of membership, if any, expires;
- (e) the Corporation is dissolved under the Act; or
- (f) the member's membership is otherwise terminated in accordance with the articles or the by-law.

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

3.03 Removal from Membership

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

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

In the event that the board determines that a member should be removed from membership in the Corporation, the president of the Corporation, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the president of the Corporation, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the president of the Corporation, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the board shall 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 submission. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 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 21 to 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 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, 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.

4.02 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.

4.03 Annual Meetings

The annual meeting of members shall be held at such time in each year and, subject to section 4.08 below, at such place as the board may from time to time determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

4.04 Special Meetings

The board shall have power to call a special meeting of members at any time.

4.05 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 and such other persons who are entitled or required under any provision of the Act, the articles or the by-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.06 Chair of the Meeting

The president of the Corporation shall chair all meetings of members. In the event that the president is absent or unable to chair the meeting, the vice-president of the Corporation shall chair the meeting. In the event that the president and the vice-president of the Corporation are absent or unable to chair the meeting, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.07 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 the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) five (5) 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.

4.08 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or the by-law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes at any meeting of members on a show of hands, on a poll or on the results of an electronic ballot, the chair of the meeting shall not be entitled to a second or casting vote.

4.09 Electronic Meetings of Members

Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Regulations, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of the Act 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 Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If the directors or members call a meeting of members under the Act, the directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Regulations,

entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.10 Absentee Voting at Members' Meetings -Voting by Mailed-In or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-law of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.11 Right to vote by Proxy

Members shall NOT have the right to vote by proxy.

4.12 Resolutions in Lieu of Meeting

Except where a written statement is submitted by a director under subsection 131(1) or by a public accountant under subsection 187(4) of the Act,

- (a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members.

SECTION 5 – DIRECTORS

5.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, the articles or the by-law expressly directed or required to be done in some other manner. Subject to the Act, the articles and the by-law, the board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 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 entitled to vote by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Election and Term

Subject to the articles, the members entitled to vote will elect the directors at each annual meeting at which an election of directors is required. The terms of directors shall be staggered so that in each year approximately one-half (1/2) directors shall be elected for a term expiring at the close of the second (2nd) annual meeting of members following their election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Nominations of candidates for election to the board may be made from the floor of the annual meeting at which directors are to be elected. A person can nominate themselves. Nominations do not have to be seconded.

5.04 Removal of Directors

Subject to the Act, the members entitled to vote may by ordinary resolution passed at a special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

5.05 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be qualified for election as a director; or
- (d) the director is removed from office by the members entitled to vote.

5.06 Filling Vacancy in Office of Director

A quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of directors provided for in the articles; or
- (b) a failure of the members to elect the number or minimum number of directors provided for in the articles.

5.07 Appointment of Additional Directors

Where the articles of the Corporation so provide, the directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the last annual meeting of members.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the president of the Corporation, the vice-president of the Corporation or any two (2) directors at any time.

6.02 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 section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. 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 by-law 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.

6.03 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 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.

6.04 Quorum

A majority of directors in office from time to time shall constitute a quorum for meetings of the board.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes at a board meeting, the chair of the meeting in addition to an original vote shall not be entitled to a second or casting vote.

6.06 Electronic Meetings of Directors

If all the directors consent thereto generally or in respect of a particular meeting, a director may, in accordance with the Regulations, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

SECTION 7 – OFFICERS

7.01 Appointment

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 this by-law otherwise provide. Two or more offices may be held by the same person.

7.02 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 – The president, if one is appointed, shall be a director. 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. The president, shall, when present, preside at all meetings of the board and at all meetings of the members of the Corporation. The president shall have such other duties and powers as the board may specify.
- (b) Vice-president – The vice-president, if one is appointed, shall be a director. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the board and meetings of the members. The vice-president shall have such other duties and powers as the board may specify.
- (c) Secretary – The secretary, if one is appointed, shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) Treasurer – The treasurer, if one is appointed, shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

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. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

7.03 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.

SECTION 8 – COMMITTEES

8.01 Committees

The board may from time to time establish 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, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

8.02 Nominating Committee

A Nominating Committee may be established by the board for the purpose of proposing a list of candidates for election to the board and the Nominating Committee shall have regard to the skills and selection criteria as established by the board.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-law 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, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed under the Act to administer the Act;
- (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 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 to be given by the Corporation may be written, stamped, type-written or printed.

9.02 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.

SECTION 10 – INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or an individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, and their heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual: (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; (b) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individual in such other circumstances as the Act or law permits or requires to the maximum extent permitted by 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.

10.02 Advance of Defence Costs

The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.01. The individual shall repay the monies if he or she does not fulfil the conditions of section 10.03.

10.03 Impermissible Indemnification

The Corporation shall not indemnify an individual under section 10.01 unless he or she (a) 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 he or she acted as a 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

10.04 Limitation of Liability

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the

Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

10.05 Insurance

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in section 10.01 as the board may from time to time determine.

SECTION 11 – DISPUTE RESOLUTION

11.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Act, the articles or the by-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Toronto in the Province of Ontario, unless otherwise agreed by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 12 – BY-LAWS AND AMENDMENTS

12.01 By-laws and Amendments

Subject to the articles, the board may, by resolution, make, amend or repeal any by-law that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of 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 that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act.

12.02 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.

SECTION 13 – EFFECTIVE DATE

13.01 Effective Date

This By-law shall come into force on the date that the Corporation continues (import) under the *Canada Not-for-profit Corporations Act*.

CERTIFIED to be By-Law No. 1 of the Corporation, passed by the board of directors of the Corporation by resolution on the 28th day of September 2021, and confirmed by the members of the Corporation by special resolution on the 20th day of October 2021, and to be effective on the date that the Corporation continues (import) under the *Canada Not-for-profit Corporations Act*.

DATED the 14th day of December 2021.



WAYNE OMARDEEN – President



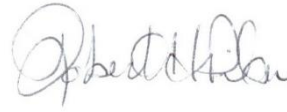
WAYNE STICKLEY – Secretary

This By-Law No. 1 came into force on the 25th day of January 2022, the date of continuance as reflected on the Certificate of Continuance (import) issued by Corporations Canada under the *Canada Not-for-profit Corporations Act*.



REVISED sections 2.01 of By-Law No. 1 of the Corporation, passed by the board of directors of the Corporation by resolution on the 08th day of February 2024 and confirmed by the members of the Corporation at their annual meeting the 10th day of June 2024, and to be effective on that date.

DATED the 03rd day of July 2024.



WAYNE OMARDEEN – President

ROB Pilon – Secretary

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REVISED sections _____ of By-Law No. 1 of the Corporation, passed by the board of directors of the Corporation by resolution on the _____ day of _____ 20__ and confirmed by the members of the Corporation at their annual meeting the _____ day of _____ 20__, and to be effective on that date.

DATED the _____ of _____ 20__ .

– *President*

– *Secretary*

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REVISED sections _____ of By-Law No. 1 of the Corporation, passed by the board of directors of the Corporation by resolution on the _____ day of _____ 20__ and confirmed by the members of the Corporation at their annual meeting the _____ day of _____ 20__, and to be effective on that date.

DATED the _____ of _____ 20__ .

– President

– Secretary

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