

# ONTARIO HERBALISTS ASSOCIATION

## AMENDED AND RESTATED BY-LAWS

### BY-LAW NO. 5

An amended and restated By-law relating generally to the transaction of the business and affairs of ONTARIO HERBALISTS ASSOCIATION (the "Corporation")

#### 1. CORPORATE OFFICE

##### 1-002 SEAL

The corporate seal of the Corporation shall be in the form impressed hereon and it shall be kept at the head office of the Corporation.

#### 2. MEMBERSHIP

##### 2-001 **Membership**

- a. The board of directors of the Corporation may, in its discretion, admit individuals, corporations and other legal entities to membership in the Corporation, subject to the By-laws of the Corporation and pursuant to such application procedures and fees as the board of directors may from time to time establish.
- b. There shall be one class of members in the Corporation, consisting of:
  - i) Professional Members;
  - ii) Student Members; and
  - iii) General Members.
- c. Professional Membership is available to anyone who has satisfied the Corporation's educational standards (copy available on request) and practices in accordance with the professional Code of Ethics, Code of Practice and Scope of Practice (copies available on request).
- d. Student Membership is available to anyone who:
  - i) is currently enrolled in a herbal program with the goal of continuing herbal training and the possibility of eventual professional membership in the Corporation; or
  - ii) can demonstrate completion of any herbal or relevant course(s) studied in the twelve months previous to registration or renewal of membership in the Corporation.
- e. General Membership is available to anyone with an interest in herbs, herbal medicine and community with like-minded people including herbal enthusiast, gardeners, growers, farmers, educators, manufactures and retailers.
- f. A General Member that is a corporation shall designate on the books of the Corporation the name and address of the individual who shall thereafter (until otherwise designated by the corporate member in writing) receive all notices on behalf of the corporate member of all meetings at which members are entitled to vote.

##### 2-002 **Membership Dues**

Members shall be notified in writing of the annual membership dues at any time payable by them. Membership dues shall be as set by the Board from time to time.

**2-003 Termination of Membership**

a. Membership in the Corporation shall terminate:

i. If the member resigns in writing; ii. if the member dies or if a corporate member is wound up, merges or amalgamates with another corporate entity, that is not a member, or is placed in bankruptcy or receivership; iii. the expiration of a member's term of membership; or iv) failure to pay the annual membership fee.

b. Any member's membership may be terminated by resolution of the board of directors, in its discretion, provided the member is given reasonable notice of the proposed termination and the grounds for same, and the opportunity to attend and make representations to the board of directors personally or by agent prior to such decision being made.

**2-004 Annual Meeting**

The annual meeting of the members shall be held at such place within Ontario at such time and on such day in each year as the board, or the president, or a vice-president who is a director may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting, electing directors, appointing the auditor and fixing or authorizing the board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

**2-005 Special Meeting**

The board or the president or a vice-president who is a director shall have power at any time to call a special meeting of the members of the Corporation to be held at such time and at such place within Ontario as may be determined by the board or the person calling the meeting. The phrase "special meeting of the members" wherever it occurs in this By-law shall include a special general meeting of members, and the phrase "meeting of members" wherever it occurs in this By-law shall mean and include an annual meeting of members and a special meeting of members.

**2-006 Notice of Meeting**

No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given not less than ten days and not more than fifty days before the day on which the meeting is to be held to each director of the Corporation, the auditor of the Corporation and to each member of who is entered on the books of the Corporation as a member in good standing of the Corporation with the right to vote at the meeting. Notice of a special meeting of members shall state the general nature of the business which is to be transacted at it. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented, by corporate designate or those not so present or represented by corporate designate have waived notice and if the auditor is present or has waived such notice, and at such meeting any business may be transacted which the Corporation at an annual or special meeting of the shareholders may transact.

**2-007 Accidental Omission of Notice**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any person specified in Article 2-005 hereof shall not, in itself, invalidate any resolution passed or any proceedings taken at such meeting.

**2-008 Reports to Members**

A copy of the financial statement and a copy of the auditor's report shall be furnished to any member on demand.

**2-009 Persons Entitled to Be Present**

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or By-laws 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 of the meeting and with the consent of the meeting.

**2-010 Quorum**

Three persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.

**2-011 Right to Vote**

At each meeting of members, every member shall be entitled to vote who is at the proper time entered in the books of the Corporation as a member in good standing of the Corporation with the right to vote at such meeting. The vote of a corporate member shall be cast by the individual designated pursuant to the provisions of Article 2-001 of this By-law.

**2-012 Scrutineers**

At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the chair of the meeting with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Corporation.

**2-013 Proxies**

All members who are entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The holder of a proxy, before voting, shall produce and deposit with the Secretary written evidence of appointment from a member not later than three days before the date of the meeting.

**2-014 Votes to Govern**

At all meetings of members, every question shall, unless otherwise required by the letters patent or By-laws of the Corporation or by law, be decided by the majority of the votes duly cast on the question.

## **2-015 Voting Procedure**

In the absence of the President and the Vice-President (if any), the members present shall choose another director as chair of the meeting, and if no director is present or if all the directors present decline to take the chair, then the members present shall choose one of their number to be chair of the meeting. At all meetings of members, every question shall be decided by a show of hands unless a poll thereon be required by the Chair of the meeting or be demanded by any member present in person and entitled to vote. Upon a show of hands, every member present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question, the chair of the meeting may require or any member present in person and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

If a poll be required by the chair of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chair of the meeting shall direct. Upon a poll, each member shall be entitled to one vote and the result of the poll shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question.

In the case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

The chair may, with the consent of any annual or special meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. 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.

## **3. DIRECTORS**

### **3-001 Board of Directors**

The affairs of the Corporation shall be managed by its board of directors, with a minimum of three directors and a maximum of seven directors. Until changed by special resolution the number of the directors of the Corporation shall be seven. A minimum of four members of the board shall be Professional Members when possible. In the event that less than four professional members stand for election, student or general members may occupy those positions.

### 3-002 Powers of Directors

The board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at general meetings of the members. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

### 3-003 Qualifications

Each director shall:

- i) be eighteen or more years of age;
- ii) not have the status of a bankrupt;
- iii) not be a person who has been declared incapable by any court in Canada or elsewhere;
- iv) within ten days after his election or appointment and throughout the remainder of his term of office shall become a member of the Corporation;
- v) have served less than four years in this term as a director;
- vi) not be the spouse, partner, relative or person living at the same address of another director; and
- vii) not have been convicted of a criminal offence.

### 3-004 Election and Term of Office

At the first meeting of Members called to elect Directors after the passage of this By-Law, at which there is an election of Directors:

- (a) previously elected directors whose two year term has not expired shall continue to serve for their remaining term;
- (b) the term of a director elected in an odd numbered year shall expire at the AGM of the next odd numbered year;
- (c) the term of a director elected in an even numbered year shall expire at the AGM of the next even numbered year;
- (d) no more than four directors may complete their term in any one year; and
- (e) any vacancies required to bring the number of directors to seven, shall be filled by an election of the required number of directors for a two year term.

The term of office of each director shall be two years, to expire at the second annual meeting following election, or, if no successor is elected at the annual meeting, to expire when a successor is elected.

The election may be by a show of hands of the members unless a ballot be demanded by any members.

A retiring director shall retain office until the dissolution or adjournment of the annual or special meeting at which his successor is elected.

**3-005 Termination of Office**

The office of a director shall be vacated:

- (a) If a person ceases to be qualified as provide in section 3-003, the person ceases to be a director;
- (b) If, by notice in writing to the Corporation or the board, he resigns his office; or
- (c) If, by a resolution passed at a special meeting of the members duly called for the purpose of considering such a resolution, he is declared to be no longer a director.

The board may recommend to the members that a director be removed from office. If such recommendation is made it will be in writing and set out the reasons for the recommendation.

**3-006 Vacancies on the Board**

Vacancies in the board may be filled for the remainder of its term of office from among the persons who are qualified to become directors of the Corporation by appointment by the remaining directors if constituting a quorum; otherwise, such vacancies shall be filled at the next meeting of the members at which directors for the ensuing year are elected. If the number of directors is increased, a vacancy or vacancies in the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

**3-007 Number of Meetings**

The board of directors shall meet at least once between annual meetings.

**3-008 Place of Meeting**

Meetings of the board of directors may be held at such place either inside or outside Canada as the board may from time to time determine.

**3-009 Notice of Meeting**

Meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have signified their consent in writing to the meeting being held in their absence. The President or a Vice-President who is a director or any two directors may at any time and the Secretary by direction of the President or such Vice-President or any two directors shall convene a meeting of directors. Notice of such meeting shall be delivered or mailed or telegraphed or e-mailed or faxed to each director four days before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director. Each newly elected board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such board was elected, provided a quorum of directors be present.

**3-010 Quorum**

Three directors present in person shall constitute a quorum of the board for the transaction of business.

### **3-011 Voting**

Questions arising at any meeting of directors shall be decided by consensus. If the matter has not been decided after discussion at two meetings, at the third meeting the matter shall be decided by a majority of votes. Each director shall be entitled to one vote. The chair of the meeting shall be entitled to one vote but not to a second or casting vote.

### **3-012 Remuneration of Directors**

For their duration on the board, directors get their membership dues waived. Pursuant to the provisions of the letters patent incorporating the Corporation, the directors of the Corporation shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties as the board may from time to time determine, which may include annulment of their membership dues for the duration of their term. No confirmation by the members of any such payment of expenses shall be required.

### **3-013 Directors Dealing with the Corporation**

No director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.

It shall be the duty, however, of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable statutory provisions for the time being in force and refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by statute.

### **3-014 Protection of Directors and Officers**

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order or the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

### **3-015 Indemnity of Directors and Officers**

Every director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which they or any of them sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties (or the supposed duties] of his office and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his willful neglect, fraud or default.

## **4. OFFICERS**

### **4-001 Elected Officer**

At the first meeting of the board after each election of directors, the board shall elect from among its members a President. The prior incumbent, if a member of the board, shall continue to hold office until the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President becomes vacant at any time, such vacancy may be filled by the Board from among its members.

### **4-002 Appointed Officers**

At the first meeting of the board after each election of directors, the board shall appoint a secretary, and may appoint one or more vice-presidents, a general manager, a treasurer, and such other officers as the board may determine including one or more assistants to any of the officers so appointed. The officers so appointed may, but need not be, members of the board. One person may hold more than one such appointed office, and if the same person holds both the office of secretary and the office of treasurer, he may, but need not, be known as secretary-treasurer.

### **4-003 Term of Office and Remuneration**

In the absence of written agreement to the contrary, the board may remove at its pleasure any officer of the Corporation. Each prior officer shall continue to hold office until the appointment of officers at such meeting and, in default of the appointment of officers at such meeting, shall continue to hold office after such meeting. The terms of employment and remuneration of the President and other officers elected or appointed by it shall be settled from time to time by the board. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him from receiving such remuneration as may be determined.

### **4-004 President**

The President shall, when present, preside at all meetings of the members and of the board and shall be charged with the general supervision of the business and affairs of the Corporation. Except when the board has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office.

**4-005 Vice-president**

During the absence or inability of the president, his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the board) save that no Vice-President shall preside at a meeting of the board or at a meeting of members who is not qualified to attend the meeting as a director or a member, as the case may be. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may, from time to time, delegate to him or the board may prescribe.

**4-006 General Manager**

The general manager, if one be appointed, shall have the general management and direction, subject to the authority of the board and the supervision of the President, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration. If and so long as the general manager is a director, he may, but need not, be known as the managing director.

**4-007 Secretary**

The secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of committees; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board. In the absence of the Secretary at a meeting, the duties of the Secretary can be performed by an individual appointed by the board for the duration of the meeting. The Secretary shall keep or cause to be kept a book or books wherein shall be kept recorded:

- (a) A copy of the letters patent: incorporating the Corporation and of any supplementary letters patent, and of all By-laws of the Corporation;
- (b) The names, alphabetically arranged, and the addresses and class of membership of all persons who are or have been members of the Corporation, with the several dates on which each began and ceased to be a member thereof;
- (c) The names, alphabetically arranged, and the addresses of all individuals who are or have been designated as the representatives of corporate members of the Corporation pursuant to Article 2-001 of this By-law, and the several dates on-which each began and ceased to be such designated representative, together with the written designations received by the Corporation from the corporate members; and;

(d) The names, alphabetically arranged, and the addresses of all individuals who are or have been directors of the Corporation, with the several dates at which each became or ceased to be such director.

#### **4-008 Treasurer**

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board at the meetings thereof, or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board.

#### **4-009 Other Officers**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

#### **4-010 Agents and Attorneys**

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

#### **4-011 Fidelity Bonds**

The board may require such officers, employees and agents of the corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

### **5. FINANCES**

#### **5-001 Reserve funds and investments**

The board of directors may from time to time set aside such sums as they deem fit as a reserve fund to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets; forming an insurance fund and for such other purposes as the directors shall, in their absolute discretion, think conducive to the interests of the Corporation, and may invest the several sums so set aside, or any other funds or moneys not immediately required for the purposes or in the business of the Corporation, in such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Corporation, and may divide the reserve fund into such special funds as they may think fit, with full power to employ the assets constituting the reserve fund in the business of the

Corporation without being bound to keep the same separate from other assets. The directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to set in reserve.

**5-002 Fiscal year**

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of August in each year.

**5-003 Bills of exchange, cheques, etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the board of directors may from time to time designate.

**5-004 Transfer of securities**

Transfers, assignments and instruments of transfer or hypothecation of shares, stocks, bonds, debentures, debenture stock or other securities held by the Corporation requiring the signature of the Corporation shall be signed by the President or Vice-President and the Secretary or Assistant Secretary or Secretary-Treasurer of the Corporation and sealed with the Corporation's seal, and all such transfers, assignments and instruments of transfer or hypothecation so signed and sealed shall be binding upon the Corporation without any further authorization or formality.

**5-005 Auditor**

At each Annual Meeting, the members shall elect an auditor (or firm of auditors) of the Corporation; the auditor shall not be a director and need not be a member in good standing of the Corporation. The auditor shall hold office until the end of the annual meeting following that at which he was elected and thereafter until his successor shall have been duly elected. The auditor of the Corporation shall have unrestricted access to all books of account and other records of the Corporation at any time or times.

**5-006 Deposit of securities for safekeeping**

The securities of the Corporation shall be deposited for safekeeping with one or more chartered banks or trust companies in Canada, to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board of directors and such authority may be general or confined to specific instances. Such banks and trust companies so selected may rely upon such resolutions communicated to it or them in writing certified by the Secretary of the Corporation under the Corporation's seal until further such communication; and no liability shall attach to such banks or trust companies as a result of acting in accordance with such resolutions so communicated except in the case of gross negligence or fraud; such banks and trust companies shall in no case be responsible for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **5-007 Banking arrangements**

The banking business of the Corporation or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts: the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

### **5-008 Dividends**

Pursuant to the provisions of the letters patent incorporating the Corporation, the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects. No dividend therefore shall be paid by the Corporation to any of its members.

## **6. GENERAL**

### **6-001 INSPECTION OF BOOKS**

The directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of members in good standing of the Corporation, and no person shall have any right of inspecting any account or book or document of the Corporation except as conferred by statute or authorized by the board of directors or by a resolution of an annual or special meeting.

### **6-002 SERVICE OF DOCUMENTS**

Any notice may be served by the Corporation on any person either personally or by sending it through the post in a postpaid envelope or wrapper addressed to such person at his address as the same appears in the books of the Corporation, or if no address be given therein, to the last address of such person known to the Secretary. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and postpaid and mailed.

### **6-003 SIGNATURE TO NOTICE**

The signature to any notice to be given by the Corporation may be written or mechanically or electronically reproduced.

### **6-004 COMPUTATION OF TIME**

Where a given number of days' notice extending over any period is required to be given, such number of days shall be exclusive of the day of service or posting of the notice but inclusive of the day for which notice is given unless it is otherwise provided.

## 6-005 PROOF OF SERVICE

A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any director, officer or other person, or publication of any notice to any director, officer or other person, or publication of any notice shall be conclusive evidence thereof and shall be binding on every director, officer, member or designated representative of a corporate member, or other person as the case may be.

## 6-006 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing (except contracts made in the ordinary course of the Corporation's day to day activity) requiring the signature of the Corporation shall be signed by the President or Vice-President and Secretary or Assistant Secretary or Secretary-Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any other officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The board of directors shall have power from time to time by resolution to appoint any other officer or officers or employees or other persons on behalf of the Corporation, either to sign transfers, assignments and instruments of transfer or hypothecation generally, or to sign specific transfers, assignments or instruments of transfer or hypothecation, and to affix thereto the seal of the Corporation.

## 7. AMENDMENT OR REPEAL OF BY-LAWS

### 7-001 AMENDMENT OR REPEAL OF ALL OTHER BY-LAWS

Unless otherwise specifically provided; all other By-laws of the Corporation may be amended or repealed by resolution of the board of directors at a meeting duly called for the purpose; provided that such amendment or repeal unless in the meantime confirmed at a special meeting of the members is effective only until the next annual meeting of the members unless confirmed thereat and in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new amendment or repeal of the same or like substance has any effect until confirmed at an annual or special meeting of members.

## 8. INTERPRETATION

### 8-001 DEFINITIONS

In this By-law and, unless the context otherwise requires, in all other By-laws and resolutions of the Corporation, the following terms shall have the following meaning:

- (a) "Director" or "director" shall mean a director of the Corporation;
- (b) "Board" or "board" shall mean the board of directors of the Corporation;
- (c) "Individual" shall mean a real as opposed to a corporate person or firm;
- (d) "Act" means *Corporations Act* (Ontario), R.S.O. 1990, c. 38 and amendments thereto.

### 8-002 INTERPRETATION

In all by-laws of the Corporation, unless, the context otherwise requires, words importing the singular only shall include the plural and the plural the singular; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

## **9. BORROWING BY THE CORPORATION**

The Directors 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 obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

## **10. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

10.001. Every director and every officer of the Corporation and his heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and 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 action or proceeding in which the individual is involved because of that association with the corporation or other entity; and

A corporation may advance money to a director, officer or other individual referred to in subsection 10.001 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in this by-law.

10.002. The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of a contravention neglect or default.

10.003. A corporation shall not indemnify an individual under section 10.0001 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

## 11. COMMITTEES

11.001 Subject to the Act and the By-Laws, the Board may, appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

### 11.002 LIMITS ON AUTHORITY OF COMMITTEES

No committee has authority to:

- a) submit to the Members any question or matter requiring approval of the Members;
- b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- c) appoint additional Directors;
- d) issue debt obligations except as authorized by the Board;
- e) approve any financial statements;
- f) adopt, amend or repeal any By-Law; or
- g) establish contributions to be made, or dues to be paid, by Members.

## 12. REPEAL OF PRIOR BY-LAWS

### 12.001 REPEAL

All prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

### 12.002 PRIOR ACTS

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.