

BY-LAW No. 3
By-law relating generally to
the conduct of the affairs of

Jewish Genealogical Society of Toronto

(formerly known as Jewish Genealogical Society of Canada (Toronto))

TABLE OF CONTENTS

1. DEFINITIONS AND INTERPRETATION.....	- 3 -
1. Definitions.....	- 3 -
2. Interpretation.....	- 3 -
2. BOARD OF DIRECTORS	- 3 -
3. Number of Directors.....	- 3 -
4. Qualifications	- 3 -
5. Election and Term.....	- 4 -
6. Filling of Vacancies	- 4 -
7. Removal of Directors	- 4 -
8. Resignation of Directors.....	- 4 -
9. Management Committee or Other Committees	- 4 -
10. Contracts with Directors.....	- 4 -
3. DIRECTORS' MEETINGS	- 5 -
11. Calling of Meetings.....	- 5 -
12. Notice of Meetings	- 5 -
13. Quorum	- 5 -
14. Meeting Held Entirely by Electronic Means	- 5 -
15. Votes to Govern	- 5 -
16. Casting Vote.....	- 5 -
17. Decision Making by Consensus	- 5 -
18. Resolution in Lieu of Meeting.....	- 6 -
19. Confidentiality.....	- 6 -
20. Procedure	- 6 -
21. Remuneration	- 6 -
4. APPOINTMENT AND DUTIES OF OFFICERS	- 6 -
22. Appointment of Officers	- 6 -
23. Description of Offices	- 6 -
24. Variation of Duties	- 7 -
25. Term of Officers.....	- 7 -
5. INDEMNIFICATION.....	- 8 -
26. Limitation of Liability	- 8 -
27. Indemnity of Directors and Officers.....	- 8 -
28. Insurance	- 8 -
6. MEMBERSHIP CONDITIONS.....	- 8 -
29. One Membership Class	- 8 -

30.	Transfer of Membership	- 9 -
31.	Membership Dues	- 9 -
32.	Termination of Membership.....	- 9 -
33.	Suspension of Membership	- 9 -
34.	Notice of Suspension or Expulsion	- 9 -
7.	MEETINGS OF MEMBERS	- 10 -
35.	Annual General Meeting	- 10 -
36.	Special General Meeting	- 10 -
37.	Requisition of Meeting.....	- 10 -
38.	Notice of Meetings	- 10 -
39.	Place of Meetings	- 10 -
40.	Persons Entitled to be Present	- 10 -
41.	Chair of Meeting	- 10 -
42.	Special Business.....	- 10 -
43.	Scrutineers.....	- 11 -
44.	Quorum	- 11 -
45.	Votes to Govern	- 11 -
46.	Participation by Electronic Means.....	- 11 -
47.	Meeting Held Entirely by Electronic Means	- 11 -
48.	Absentee Voting at Members' Meetings	- 11 -
49.	Voting by Proxy	- 12 -
50.	Resolution in Lieu of Meeting.....	- 12 -
51.	Decision Making by Consensus	- 12 -
52.	Procedure	- 12 -
8.	BANKING ARRANGEMENTS, CONTRACTS, ETC.	- 13 -
53.	Execution of Documents	- 13 -
54.	Banking Arrangements.....	- 13 -
9.	NOTICES.....	- 13 -
55.	Giving Notices	- 13 -
56.	Methods of Giving	- 13 -
57.	Errors or Omissions.....	- 14 -
58.	Computation of Time	- 14 -
59.	Undelivered Notices.....	- 14 -
60.	Waiver of Notice	- 14 -
10.	GENERAL.....	- 14 -
61.	Corporate Seal.....	- 14 -
62.	Financial Year End.....	- 14 -
63.	Offices.....	Error! Bookmark not defined.
64.	Unanimous Members Agreement.....	- 14 -
65.	Annual Financial Statements.....	- 14 -
66.	Operating Policy.....	- 14 -
67.	Invalidity of any Provision of This By-Law	- 15 -
68.	Repeal of By-Law No. 1.....	- 15 -

BE IT ENACTED as a by-law of the **Jewish Genealogical Society of Toronto** as follows:

1. 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 *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. “**Articles**” means the original or restated letters patent of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c. “**Board**” means the board of directors of the Corporation and “**director**” means a member of the board;
 - d. “**By-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 - e. “**meeting of members**” includes an annual meeting of members or a special meeting of members;
 - f. “**member**” means only a person who has been admitted to membership in the Corporation pursuant to the provisions of this By-law;
 - g. “**Ordinary resolution**” means a resolution 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 passed by a majority of not less than two-thirds of the votes cast on that resolution.
2. **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 above, words and expressions defined in the Act have the same meanings when used in this By-law.

2. BOARD OF DIRECTORS

3. **Number of Directors** - The Board shall consist of a minimum of three (3) and maximum of fifteen (15) directors. In the case of a soliciting corporation the minimum number of directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.
4. **Qualifications** - Each director shall be an individual who is not less than 18 years of age. No person shall be a director who has been found by a court in Canada or elsewhere to be mentally

incompetent, who has the status of a bankrupt, or, if the Corporation is a registered charity, who is an "ineligible individual" as defined in the *Income Tax Act*.

5. **Election and Term** - The directors shall be elected at each annual meeting of members. Each director shall be elected to hold office until the first annual meeting after such director is elected, at which time, each such director shall retire as a director, but, if qualified, shall be eligible for re-election. The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following election.
6. **Filling of Vacancies** - In case of any vacancy occurring in the Board by reason of the death, resignation or removal of a director at a meeting of members and another duly qualified member is not elected in his/ her place, the directors then in office, by the affirmative vote of a majority of such remaining directors as may be present at the meeting, shall have power at any time and from time to time to appoint any other qualified person as a director and any director so appointed shall hold office until the election of his/ her successor, unless his/ her office shall again become vacant.
7. **Removal of Directors** - Any director may be removed at any meeting of members called for that purpose by a vote of the majority of the members present at the meeting and by resolution at that meeting, or any subsequent meeting, another director may be elected in his/her stead to hold office until the next annual general meeting of members.
8. **Resignation of Directors** - Any director may resign from their role as director upon giving notice to the Corporation and such resignation shall become effective immediately on receipt thereof by the Corporation, unless a later date is stipulated in such notice.
9. **Management Committee or Other Committees**
 - a. Whenever the Board consists of more than six (6) directors, the Board may elect from its members a management committee (which may be known as the "**Executive Committee**") of not less than three (3) directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act.
 - b. The Board may, from time to time, appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such power as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time determine. The remuneration of any such committee or committees shall be determined from time to time by the Board. The directors, by an affirmative vote of the majority of the Board, may remove any member of any committee.
10. **Contracts with Directors** - the Corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, shareholders or employees or with any other company, corporation or association of which one or more of its directors are shareholders, directors, officers or employees. Such director must declare his or her interest at a meeting of directors. A general notice that a director is a member of any specified partnership, firm, company or corporation, and is to be regarded as interested in any subsequent transaction with such partnership, firm, company or corporation shall be sufficient disclosure under this by-law and, after such general notice, it shall not be necessary to give any special notice relating to any particular transaction with such partnership, firm, company or

corporation. No such interested director shall vote in respect of any contract or proposed contract in which he or she is so interested as aforesaid, and if he or she does so vote, his or her vote shall not be counted.

3. DIRECTORS' MEETINGS

11. **Calling of Meetings** - Meetings of the Board may be called by the president, the vice-president or any two directors at any time. Immediately following the annual general meeting of members in each year, the directors shall meet for the election and appointment of officers and any such other business as may come before the meeting.
12. **Notice of Meetings** - Notice of a meeting of the Board shall be sent to each director not less than 48 hours before the date of the meeting. In addition, a meeting of the Board may be held at any time without notice if all the directors are present (except where a director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent directors have waived notice. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director either before or after the meeting. For the first meeting of the Board to be held following the election of directors at a meeting of members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the directors is present. For any meeting where special business will be transacted, the notice shall contain sufficient information to permit the directors to form a reasoned judgement on the decision to be taken.
13. **Quorum** - Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be a majority of the directors present.
14. **Meeting Held Entirely by Electronic Means** - If the chair of the Board (if any), the president or any two directors call a meeting of directors pursuant to the Act, the chair of the Board (if any), the president or any two directors, 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.
15. **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.
16. **Casting Vote** - In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall not be entitled to a second or casting vote.
17. **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any Board meeting shall be decided by consensus of the directors present. Consensus will be considered to have been reached when no director objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the directors. In that event each director is authorized to exercise one vote. In case of an equality of votes, the person chairing the meeting shall not have a second or casting vote.

18. **Resolution in Lieu of Meeting** - A resolution, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors or of a committee of directors.
19. **Confidentiality** - Every director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.
20. **Procedure** - The chair of a meeting of directors will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of directors shall be determined by the latest edition of *Nathan's Company Meetings*, unless otherwise provided for in the By-law or any rule or regulation made under it.
21. **Remuneration** - No remuneration shall be paid to the directors. The directors may be paid such travelling and other expenses properly incurred by them in connection with the affairs of the Corporation as may be determined by resolution of the Board.

4. APPOINTMENT AND DUTIES OF OFFICERS

22. **Appointment of Officers** - The directors may, from time to time, 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 must be a director of the Corporation. Two or more offices may be held by the same person.
23. **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 shall be the chief executive officer of the Corporation and subject to the authority of the Board shall supervise, administer and manage the affairs of the Corporation. In the event of the absence, inability or failure of the president to act, the vice-president shall preside at all meetings of the Board and of the members. The president shall be ex-officio a member of all standing committees. The president shall exercise such other powers and authority and perform such duties as may from time to time be prescribed by the directors of the Corporation.
 - b. **Vice-President** – The vice-president, or if more than one, the vice-presidents, shall, if elected or appointed, exercise such powers and authority and perform such duties as may from time to time be prescribed by the directors.
 - c. **Secretary** – The secretary shall:
 - i. attend to the giving and service of all notices of the Corporation;
 - ii. attend and be the secretary of all meetings of the Board, members and committees of the Board;

- iii. enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
 - iv. shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation including and not limited to the articles, articles of continuance and by-laws of the Corporation;
 - v. keep in safe custody the corporate seal of the Corporation;
 - vi. have charge of the records of the Corporation, including the books containing the names, alphabetically arranged, of all persons who are or who have been members of the Corporation, together with the addresses and calling of every such person while a member, as far as can be ascertained and the names, addresses and callings of all persons who are, or have been, directors of the Corporation, with the several dates on which each became or ceased to be, a director, together with such other books and records as the directors may direct;
 - vii. be responsible for the keeping and filing of all other books, reports, certificates and documents required by law to be kept and filed by the Corporation;
 - viii. exercise such other powers and authority and perform such other duties as may be from time to time prescribed by the Board.
- d. Treasurer – the treasurer shall have general charge of the finances of the Corporation. He/She shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the directors may from time to time designate, and shall render to the president and to the directors, whenever so directed, an account of the financial condition of the Corporation and of all his/her transactions as treasurer, and as soon as possible after the close of each fiscal year, he/she shall make and submit to the president and to the directors a like report for such fiscal year. He/she shall have charge and custody of and be responsible for the keeping of the books of account. He/she shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the directors.
- e. Other Officers - 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.
24. **Variation of Duties** - The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
25. **Term of Officers** - 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.

5. INDEMNIFICATION

26. **Limitation of Liability** – No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation 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 or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement 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 are occasioned by his own wilful neglect or default; provided that 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.
27. **Indemnity of Directors and Officers** - Every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, 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 him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,
- a. he acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
28. **Insurance** — Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Subsection 151(1) of the Act against any liability incurred by the individual:
- a. in the individual's capacity as a director or officer of the Corporation; or
 - b. in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

6. MEMBERSHIP CONDITIONS

29. **One Membership Class** - Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the

members of the Corporation.

30. **Transfer of Membership** - A membership may only be transferred to the Corporation.
31. **Membership Dues** – The dues or fees payable by members for membership shall be fixed by resolution of the Board annually and approved by the members.
32. **Termination of Membership** - A membership in the Corporation is terminated when:
 - a. the member dies or resigns;
 - b. the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
 - c. the member fails to pay his or her annual membership fee after the expiry of three months;
 - d. the Corporation is liquidated and dissolved under the Act.

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

33. **Suspension of Membership** - The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - a. violating any provision of the Articles, By-laws, 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.
34. **Notice of Suspension or Expulsion**- If the Board determines that a member should be expelled or suspended from membership in the Corporation,
 - a. the president, or such other officer as may be designated by the Board, shall provide ten (10) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion;
 - b. the member may make written submissions to the president, or such other officer as may be designated by the Board and/or shall have the right to have a hearing before the president or designated officer during such ten (10) day period, in response to the notice received within such ten (10) day period;
 - c. if no written submissions or request for a hearing are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation;
 - d. if written submissions are received or a hearing is held in accordance with this section, the Board will consider such submissions and/or the report of the hearing 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 or the date of the hearing;

- e. the Board's decision shall be final and binding on the member, without any further right of appeal.

7. MEETINGS OF MEMBERS

- 35. **Annual General Meeting** – The annual meeting of members of the Corporation shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 36. **Special Meeting** – The directors may at any time call a special meeting of members, for the transaction of any business which may properly be brought before such a meeting of shareholders. All business transacted at an annual meeting of shareholders, except consideration of the financial statements, auditors report, election of directors and re-appointment of the incumbent auditor, is deemed to be special business.
- 37. **Requisition of Meeting** – it shall be incumbent on the president or the Board to call a special general meeting of members whenever required to do so in writing by not less than five percent (5%) of the total number of members of the Corporation.
- 38. **Notice of Meetings** - Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to reach member entitled to vote at the meeting, during a period of twenty one (21) to thirty five (35) days before the day on which the meeting is to be held.
- 39. **Place of Meetings** - 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.
- 40. **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, Articles 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 or by resolution of the members.
- 41. **Chair of Meeting** - If the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.
- 42. **Special Business** - All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public

accountant, is Special business.

43. **Scrutineers** – the chair of the meeting of members may appoint two (2) persons (who may, but need not be directors, officers, or members of the Corporation), to act as scrutineers of such meeting.
44. **Quorum**
 - a. A quorum at any meeting of members (unless a greater number of members are required to be present by the Act) shall be ten percent (10%) 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.
 - b. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.
 - c. The quorum at an adjourned meeting of members shall be the presence of those members entitled to vote who are present at the meeting.
45. **Votes to Govern** - At any meeting of members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair 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 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 the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
46. **Participation by Electronic Means** - 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.
47. **Meeting Held Entirely by Electronic Means** - If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
48. **Absentee Voting at Members' Meetings** - Pursuant to Subsection 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.

1.1 **Voting by Proxy** - Pursuant to Subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- c. a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- d. a member may revoke a proxy by depositing an instrument in writing executed by the member in accordance with the Act;
- e. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- f. a proxy shall be in writing and shall be executed by the member or such member's attorney;
- g. any form of proxy which is created by a person other than the member by or for whom it is executed shall conform to the requirements set out in the Regulations; and
- h. votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs

49. **Resolution in Lieu of Meeting** - A resolution 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.

50. **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any meeting of members shall be decided by consensus of the members present. Consensus will be considered to have been reached when no member objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the members.

51. **Procedure** - The chair of the meeting of members shall conduct the procedure there-at in all respects and his decision on all matters or things shall be conclusive and binding upon the members, subject to any appeal of the membership present. A declaration by the chair at any meeting that a resolution has been carried or carried unanimously or carried by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. The

chair at any meeting of members shall have the power, at any time during the proceedings, to adjourn the meeting from time to time and no notice of any such adjourned meeting need be given. In the event of any such adjournment, any business which could have been considered, dealt with and disposed of at the original meeting may be considered, dealt with and disposed of at any such adjourned meeting. Procedure at all meetings of members shall be determined by the latest edition of *Nathan's Company Meetings*, unless otherwise provided for in the By-law or any rule or regulation made under it.

8. BANKING ARRANGEMENTS, CONTRACTS, ETC.

52. **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
53. **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.

9. NOTICES

54. **Giving Notices** - Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors);
 - b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d. if provided in the form of an electronic document in accordance with Part 17 of the Act.
55. **Methods of Giving** - 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 or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

56. **Errors or Omissions** - 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-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.
57. **Computation of Time** - Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
58. **Undelivered Notices** - If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of his or her new address.
59. **Waiver of Notice** - Any member (or such member's duly appointed proxy), director, officer or auditor may waive any notice required to be given under the Act, the articles or the by-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

10. GENERAL

60. **Corporate Seal** - If adopted by the Corporation and until changed by resolution of the Board, the seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.
61. **Financial Year End** - The financial year end of the Corporation shall end on December 31st in each year.
62. **Unanimous Members Agreement** - If the Corporation is a non-soliciting Corporation, a lawful agreement among all of the members or among the members and one or more persons who are not members may be entered not that restricts in whole or in part the powers of the directors to manage or supervise the management of the activities and affairs of the Corporation.
63. **Annual Financial Statements** - The Corporation may give members notice in the manner referred to in this By-law that the documents referred to in Subsection 172(1) (Annual Financial Statements) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail.
64. **Operating Policy** - The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and

effect until amended, repealed, or replaced by a subsequent resolution of the Board.

- 65. **Invalidity of any Provision 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.
- 66. **Repeal of By-Law No. 1** - Upon this By-law coming into force, by-law number 1 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

RESOLVED that the foregoing By-law is made a by-law of the Corporation.

Passed by the directors at a meeting duly called and held on the _____ of _____, _____, and confirmed by the members without variation at a meeting of the Members duly called and held on the _____ of _____, _____.

DATED the _____ day of _____, 2013.

President

Secretary