Final Version

February 23, 2023

BY-LAW NO. 2

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

TOURISM LONDON

(hereinafter called the “Corporation”)

C O N T E N T S

WHEREAS the Corporation was incorporated under the Canada Corporations Act by letters patent dated October 30, 1996;

AND WHEREAS the Corporation received articles of continuance under the Canada Not for Profit Corporations Act;

AND WHEREAS this by-law is passed to replace the current by-law # 2 of the Corporation;

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

1. INTERPRETATION

1.1 In this by-law and all other by-laws and resolutions 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 articles 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) “City” means the Corporation of the City of London;

(f) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

(g) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

(h) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

(i) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

(j) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

1.3 Save as aforesaid, words and expressions defined in the Act shall have the same meanings when used herein.

2. ADMINISTRATION

2.1 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.

2.2 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. 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.

2.3 Year End – The financial year end of the Corporation shall be December 31st or such other date as determined by the board.

2.4 Banking - The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by ordinary 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. Until changed by ordinary resolution of the directors, cheques must be signed by any two (2) of the Chief Executive Officer, the President and the Treasurer.

2.5 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; 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.

2.6 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.

3. MEMBERS

3.1 Membership - Subject to the articles, shall be one class of member of the Corporation. Each director of the Corporation from time to time shall be a member of the Corporation. Each member shall be entitled to one vote at all meetings of Members and all Members shall have identical rights and obligations.

3.2 Membership Transferability – A membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

3.3 Notice – Notice of the time and place of a meeting of the 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-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.4 Termination of Membership – A membership in the Corporation is terminated when:

(a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

(b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

(c) the member resigns;

(d) the member is expelled or their membership is otherwise terminated in accordance with the articles of by-laws;

(e) the member's term of membership expires; or

(f) the Corporation is liquidated or dissolved under the Act.

3.5 Effect of Termination of Membership – Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings – The directors shall call a regular meeting of the members in accordance with the Section 160 of the Act.

4.2 Members Calling a Members' Meeting – The directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.3 Absentee Voting - 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 Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.4 Proposals Nominating Directors at Annual Members' Meetings – Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than five percent (5%) of members entitled to vote at the meeting at which the proposal is to be presented.

4.5 Cost of Publishing Proposals for Annual Members' Meetings – The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.6 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.

4.7 Persons Entitled to be Present at Members' Meetings – The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the Chief Executive Officer of the Corporation and the public accountant of the Corporation and such other persons as 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.

4.8 Chair of Members' Meetings – In the event that the chair of the board and the President-Elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 Quorum at Members' Meetings – A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of the meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 Votes to Govern at Members' Meetings – 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 question. 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 have a second or casting vote.

4.11 Participation by Electronic Means at Members' Meetings - 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.

4.12 Members' 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.

5. DIRECTORS

5.1 Powers – The board shall have the power to conduct the business of the Corporation between meetings of the members and to manage the property and business of the Corporation, subject to any exceptions and restrictions which may be adopted by the voting members at any general or special meeting.

5.2 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 by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the board. Two members of the board shall be members of City Council nominated by City Council to sit on the board of the Corporation. City councillors who are appointed to the board shall serve for a term that shall run concurrently with the term of City Council. The board may annually appoint two additional directors who shall serve a one (1) year term provided that the maximum number of directors provided for in the articles is not exceeded. Directors shall receive no remuneration for serving as Directors but are entitled to reasonable expenses incurred in the exercise of their duties.

5.3 Term of Office of Directors – At the first election of directors following the effective date of this by-law, one-half (1/2) of the directors (other than the appointees of the City or one year appointees of the board) shall be elected for a three year term or until the third annual meeting of members following the effective date of this by-law and, one-half (1/2) of directors (other than the appointees of the City or one year appointees of the board) shall be elected for a two-year term or until the second annual meeting of members following the effective date of this by-law. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms, provided, however, . Notwithstanding the foregoing, the term of office of those directors holding positions, from time to time, on the Executive Committee shall be for such period as they continue to a Director may be elected for one additional term of two-years. For greater clarity, it is anticipated that the current sitting directors at the meeting of members at which this by-law is passed shall continue in office until the next meeting of members at which a slate of directors will be proposed by the Nominating Committee to stand for election as directors of the Corporation, one-half of whom shall be elected for a three year term and the remainder to be elected for a two year term, as provided above.

5.4 Qualifications – Subject to the articles and to the Act, a director shall be eighteen or more years of age and shall, at the time of election or within ten (10) days thereafter and throughout the term of office, be a member of the Corporation or a designated representative.

5.5 Agents – The board may appoint such agents and engage such employees as it shall deem necessary from time to time to implement the programs and policies of the Corporation and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment. Further, a reasonable remuneration may be granted to such agents and employees as shall be fixed by the board by resolution.

5.6 Validity of Acts of Directors – The acts of a director shall be valid even if a defect in the director's election or qualification is discovered afterwards.

5.7 Removal of Directors – The office of a director shall be automatically vacated:

(a) If a director has resigned his or her office by delivering a written resignation to the Chief Executive Officer of the Corporation;

(b) If he or she is found by a court to be of unsound mind;

(c) If he or she becomes bankrupt;

(d) If, at a special or general meeting of the members of which notice specifying the intention to pass such resolution has been given to remove any director from office before the expiration of his or her term, a special resolution of the voting members is passed that he or she be removed from office;

(e) On death;

(f) When the director ceases to be a designated representative of a member;

(g) When the director fails to attend, without just cause, three (3) consecutive meetings of the board or fifty percent (50%) of the meetings in a given year.

Provided that if any vacancy shall occur for any reason contained in this paragraph, at the recommendation of the Nominating Committee or the Executive Committee, the board by ordinary resolution may fill the vacancy. For the purposes hereof, where a director ceases to be a director by virtue of subclause (f) above, the directors then in office may fill the vacancy by appointment of the person who became disqualified pursuant to subclause (f) , if that person applies to become a member of the Corporation.

5.8 Conflict of Interest – Subject to the provisions of the Act, no director shall be disqualified by his or her office from contracting with the Corporation, nor shall any contract or arrangement entered into by the Corporation with any director be liable to be voided, nor shall any director so contracting be liable to account to the Corporation for any profit realized by reason of such director holding that office; provided that every director who is in any way directly or indirectly interested in any proposed business, contract or arrangement or proposed contract or proposed arrangement with the Corporation, or who appears to be interested in such matters, shall:

(a) declare his or her interest at the first meeting of the directors after which he or she became interested;

(b) request that his or her declaration be recorded in the minutes of the meeting;

(c) not participate in the consideration of the issue; and

(d) not vote on any resolution concerning the conflict with the proposed business.

If there is disagreement about whether a conflict of interest exists, the matter shall be decided by the presiding chair, subject to challenge by a majority vote of the remaining directors present at the meeting. The director who is the subject of the issue shall not vote on any appeal of the chair's decision.

5.9 Liability of Directors – Every director of the Corporation when exercising his or her powers and discharging his or her duties must:

(a) act honestly, in good faith and in the best interest of the Corporation;

(b) carry out his or her duties as a reasonable person would in the circumstances;

(c) comply with the Act, the Regulations, any amendments to the Act or the Regulations, all other applicable laws, the articles, and these by-laws.

6. MEETINGS OF DIRECTORS

6.1 Place of Meeting - Meetings of the board may be held at any place in or outside Canada.

6.2 Quorum - A majority of the directors shall constitute a quorum at any meeting of directors, and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.3 Calling of Meetings of Board of Directors – Meetings of the board may be called by the chair of the board, the President-Elect or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

6.4 Notice of Meeting of Board of Directors - Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than two (2) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless this 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.

6.5 Regular Meetings of the Board of Directors - 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.

6.6 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, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.7 Executive Committee – There shall be an executive committee ("Executive Committee") composed of the President, the President Elect, the Past President, the Vice-President, the Treasurer and the Chief Executive Officer. The President shall be the chair of the Executive Committee. The Executive Committee shall conduct the ongoing business of the Corporation and shall exercise such powers as are authorized by the board from time to time. Any member of the Executive Committee may be removed by an ordinary resolution of the directors. Executive Committee members shall receive no remuneration for serving on the Executive Committee but are entitled to reasonable expenses incurred in the exercise of their duties. The Executive Committee shall have authority to approve recommendations of the committees of the Corporation for action and approve expenditures provided that they are within the limits of an approved budget. Meetings of the Executive Committee shall be held at any time and place to be determined by the chair of the Executive Committee provided that forty-eight (48) hours written notice shall be given, other than by mail, to each member of the Executive Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and may member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.8 Nominating Committee – There shall be a nominating committee ("Nominating Committee") composed of the President, the President Elect, the Past-President and the Chief Executive Officer. The Nominating Committee shall be chaired by the President. On or before the March meeting of the board each year, the Nominating Committee shall present a slate of directors to stand for election to the board and the Executive Committee. Any member shall be entitled to make application to the Nominating Committee to be considered for appointment to the board or the Executive Committee. The Nominating Committee shall determine the process and procedure for determining the slate of directors.

6.9 Other Committees of the Board of Directors - The board may from time to time appoint any other committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.10 Non-Directors at Meetings of Directors – The directors may invite or permit any person to attend or to speak at any meeting of the directors. No person other than a director is entitled to vote at a meeting of the directors.

7. OFFICERS

7.1 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 these by-laws otherwise provide. Two or more offices, except those of President and President-Elect, may be held by the same person.

7.2 Description of Offices – Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) President and Chair of the Board – The President shall be a director. The President shall, when present, preside at all meetings of the board of directors and of the members. The President shall serve for a term of two (2) years. The President shall have such other duties and powers as the board may specify. The President shall present a general report on the activities of the Corporation at the annual general meeting of the members. The President shall be responsible for conducting the annual performance review of the Chief Executive Officer.

(b) President Elect, if one is appointed, shall be a director. The President Elect is the member of the Executive Committee who has committed to serve as the next President. The Present Elect shall serve for one year. If the President and Chair of the Board is absent or is unable or refuses to act, the President Elect, if any, shall, when present, preside at all meetings of the board of directors and of the members. The President Elect shall have such other duties and powers as the board may specify.

(c) Vice-President – if appointed, the Vice-President shall perform such duties as may be assigned to the Vice-President from time to time by the directors. The Vice-President shall serve a maximum term of two years prior to either becoming President Elect or resigning from the Executive Committee.

(d) Secretary – If appointed, the Secretary 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 notice, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary, if appointed, shall be a director.

(e) Treasurer – If appointed, the Treasurer shall be responsible for the budgets and the financial affairs of the Corporation and may continue to serve at the pleasure of the board for an unlimited number of terms. The Treasurer, if appointed, shall be a director.

(f) Past President – If appointed, the immediate Past President shall be responsible for chairing the Nominating Committee. The Past President shall serve for a one (1) year term.

(g) Chief Executive Officer – If appointed, the Chief Executive Officer shall be the general manager of the Corporation and shall responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Chief Executive Officer shall have such other duties and powers as the board may specify and as outlined in Section 8.1 of this by-law. The Chief Executive Officer shall sit as a non-voting member of the Executive Committee and shall be entitled to take part in all discussions except when the Chair determines that a conflict of interest exists.

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.

7.3 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.

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

7.5 Validity of Actions – The acts of an officer are valid even if a defect in his or her appointment is discovered afterwards.

7.6 Conflict of Interest - An officer shall disclose his interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 5.8 herein.

8. APPOINTMENT OF CHIEF EXECUTIVE OFFICER

8.1 Chief Executive Officer – The board may hire or contract for a Chief Executive Officer who shall be the chief executive officer and general manager of the Corporation noting that the Chief Executive Officer is currently a seconded employee of the City. The Chief Executive Officer shall be responsible for the management of the Corporation as directed by the board with respect to all of the Corporation's programs, functions, administration and activities and shall report to the board through the Executive Committee. The Chief Executive Officer shall have authority to approve expenditures of up to $7,500.00 for non-budget items. From time to time, the board may delegate to the Chief Executive Officer of the Corporation full authority to manage and direct the business and affairs of the Corporation, including, without limitation, authority to employ and discharge agents and employees of the Corporation, save and except such matters and duties as by law must be transacted or performed by the directors or by members in general meetings. Further, the board may delegate to the Chief Executive Officer of the Corporation any lesser power as the board may determine from time to time. The Chief Executive Officer shall conform to all lawful orders given to him or her by the board and shall, at all reasonable times, give to the directors or any of them all information they may require regarding the affairs of the Corporation. Within the parameters of established board policies regarding the daily operation of the Corporation, the Chief Executive Officer shall be the official spokesperson for the Corporation. The Chief Executive Officer shall be an ex-officio member, with all its privileges, of all of the committees of the Corporation.

9. NOTICES

9.1 Method of Giving Notice - Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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) and received by the Director;

(b) if mailed to such person at such person's recorded address by prepaid mail or ail 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.

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.

10. INDEMNITY AND INSURANCE

10.1 Indemnity of Directors and Officers – Every director or officer of the Corporation or other person, acting is good faith, who has undertaken or is about to undertake any liability on behalf of the Corporation, and their respective 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:

(a) all costs, charges and expenses whatsoever which he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

10.2 Directors and Officers Insurance – The Corporation shall purchase insurance for the directors and officers of the Corporation against any liability incurred by a director or officer in connection with their duties as a director and/or officer of the Corporation.

11. MISCELLANEOUS

11.1 Voting Shares and Securities – All shares and securities owned by the Corporation shall be lodged in the name of the Corporation with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the directors. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

11.2 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.

11.3 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-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.

11.4 Mediation and Arbitration – Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

11.5 Dispute Resolution Mechanism - In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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 and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

11.6 By-laws and Effective Date - Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Notwithstanding the foregoing, the effective date of this by-law shall be the date on which it is confirmed with or without amendment by the members by ordinary resolution.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ENACTED by the board the 28 day of February , 2023.

Jen Pastorius	Sarah Caldwell
President	Secretary

CONFIRMED by the members the 27 day of June , 2023.

Sarah Caldwell

Secretary