

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

Association of Atlantic RV Parks and Campgrounds

(the "Corporation")

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

Article 1-General

1.1 Definitions

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**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;

"**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;

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

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

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**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 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 these by-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4 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 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.

1.5 Financial Year

The financial year end of the Corporation shall be May 31 in each year.

1.6 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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Article 2- Membership

2.1 Membership Conditions

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.

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

2.2 Voting Rights

Voting rights shall be vested in all fully paid-up members. Each member shall have one (1) vote. From time to time fully paid-up members shall appoint representatives to vote on their behalf at members' meetings. Each member shall be entitled to appoint one representative to attend meetings and vote on behalf of the member and may appoint other representatives to attend meetings as guests, provided that the member advises the Chairman of the identity of the representatives at least [three days] prior to each meeting.

2.3 Member Dues

The Board shall establish by ordinary resolution from time to time the annual dues and fees for membership in the Corporation. Annual dues and fees for membership shall be payable within a reasonable period of time set by the Board. If payment is not received during this time, then membership is terminated.

2.4 Resignation or Termination of Membership

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary/Treasurer of the Corporation. Membership in the Corporation is terminated automatically when:

- (i) in the case of a member that is a corporation the corporation is dissolved;
- (ii) a member fails to maintain any qualifications for membership described in these by-laws;
- (iii) the member resigns by delivering or written resignation to the Chair or Secretary/Treasurer of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the member's term of membership expires; or,
- (v) the Corporation is liquidated or dissolved under the Act.

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

2.5 Discipline of Members (Suspension or Expulsion)

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

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

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide fourteen (14) days notice of suspension or expulsion to the member and shall provide (the) reason(s) for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such fourteen (14) day period. In the event that no written submissions 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. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further fourteen (14) days from the date of receipt of any such written submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Article 3- Meetings of Members

3.1 Place and Date of General Meetings of Members

The annual or any other general meeting of the Corporation shall be held at the registered office of the Corporation or at any place as the Board may determine and on such day as the Board may appoint.

3.2 Annual Meeting

The Board shall call an annual meeting no later than eighteen months (18) months after the Corporation came into existence and subsequently, not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of members for the purpose of:

- (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (ii) electing directors;
- (iii) appointing a public accountant, if required under Part 12 of the Act; and
- (iv) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

3.3 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 the manner of giving notice to members entitled to vote at a meeting of members.

3.4 Quorum

Twenty per cent (20%) or more of the Members shall constitute a quorum.

3.5 Participation at Meetings by Telephone or Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of members voted.

3.6 Participation at Meetings by Telephone or Electronic Means

If the Board or members call a meeting of members, the Board or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.7 Resolution in Lieu of Meeting

Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by a public accountant:

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

A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

3.8 Error or Omission in Notice of General Meetings of Members

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

3.9 Persons Entitled to be Present at General Meetings of Members

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.

3.10 Chair of General Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the general meeting shall, before any other business is conducted, choose one of those members to chair the general meeting.

3.11 Votes on Questions

At any meeting of members of the Corporation every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by ordinary resolution.

Article 4- Directors

4.1 Number of Directors

Until changed in accordance with the Act, the Board shall be comprised of a minimum of four (4) and a maximum of ten (10) directors. The members may fix the size of the Board from time to time by ordinary resolution or, if the ordinary resolution so permits, the Board may fix the size. The Board may adopt a policy around the nomination of directors.

4.2 General Powers and Duties of the Board

The Board shall, subject to the duties and powers of the Executive Committee set out below in these by-laws, manage or supervise the management of the property and business of the Corporation, including:

The directors must administer affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do;

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe; and,

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4.3 Borrowing Powers

The Board may, without authorization of the members:

- (i) borrow money on the credit of the Corporation;

- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation;
- (iv) 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;
- (v) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the Board,
- (vi) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority; and
- (vii) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

4.4 Consent

A director who is elected or appointed must consent to hold office as a director:

- (i) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (ii) if not present at the meeting at which the election or appointment takes place, by either:
- (iii) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
- (iv) by acting as a director after such person's election or appointment.

4.5 Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

4.6 Termination

The office of a director shall be automatically vacated:

- (i) if a director resigns by delivering a written resignation to the Secretary/Treasurer of the Corporation;
- (ii) if the director has been declared incapable by a court in Canada or in another country;
- (iii) if the director is removed in accordance with this by-law and the Act; and,
- (iv) upon his or her death.

4.7 Removal

The members may, by ordinary resolution passed at a special meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board. The members shall refer to any policy then in place regarding Board composition.

4.8 Vacancies

A vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors provided that, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number or minimum number of directors provided in the Articles, the directors then in office shall call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member and provided further that the Board shall refer to any policy then in place regarding Board composition

4.9 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that at least seven (7) days' notice of such meeting shall be sent in writing to each Director. There shall be at least one meeting per year of the Board. The minimum quorum for holding a meeting of the Board is at least half (50%) of the voting directors being present for, or otherwise participating in, the meeting.

Notice of a meeting of the Board 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. Any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at any meeting of the Board.

4.10 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.

4.11 Votes to Govern at Meetings of the Board of Directors

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.

4.12 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board

shall see fit. 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.

Article 5 – Executive Committee

5.1 Appointment of Officers

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 may be held by the same person.

5.2 Description of Offices

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

- i. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- ii. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- iii. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- iv. 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, 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.
- v. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

5.3 Powers of the Executive Committee

Subject to the direction of and supervision by the Board, and subject to this by-law and the Act, the Executive Committee may exercise such powers as are authorized by the Board.

5.4 Meetings of the Executive Committee

Meetings of the Executive Committee may be held at any time and place to be determined by the members of the committee provided that adequate notice of such meetings shall be sent in writing to each member of the committee. At least three (3) voting 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 any 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.

5.5 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:

- (i) the officer's successor being appointed,
- (ii) the officer's resignation,
- (iii) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (iv) 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.

Article 6- Conflict of Interest

6.1 Conflict of Interest

The directors and officers shall comply with the conflict of interest provisions set out in the Act and with any code of conduct including conflict of interest provisions:

- (a) Any director or officer of the Corporation who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation, or
 - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation,

shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Corporation.

- (b) The disclosure required by (a) above, shall be made, in the case of a director:
 - (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;

- (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (e) A director required to make a disclosure under Section 1.1(i)(vii)(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance under Section 151 of the Act; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section 0, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 1.1(i)(vii)(a)(ii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the

meeting of directors or of the committee of directors that considered the contract or transaction if:

- (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) Even if the conditions under Section 1.1(i)(vii)(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:
- (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the members;
 - (ii) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the members; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed by the members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 0 but a court may upon the application of the Corporation or a member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Corporation for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

Article 7 — Protection of Directors, Officers and Others

7.1 Standard of Care

Every director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

7.2 Limitation of Liability

Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, 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 other 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with

whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

7.3 Indemnification of Directors and Officers.

The Corporation shall indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

7.4 Insurance.

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 7.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

7.5 Advances.

With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

Article 8 – Notices

8.1 Method of giving notices

Any notice, (which term includes any communication or document), to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board to a

member, director, officer or member of a committee of the Board or to an accountant or auditor shall be sufficiently given:

- (i) 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) of the Act; or,
- (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or,
- (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or,
- (iv) 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 President or Secretary/Treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee in accordance with any information believed by the President or Secretary/Treasurer to be reliable. A declaration by the President or by the Secretary/Treasurer 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, an electronic copy, type-written or printed.

Article 9 – Minutes of the Association

9.1 Minutes

The minutes of the Board shall be available at the registered office of the Corporation for review there by the members of the Corporation. Each member of the Board shall be entitled to, and shall receive from the Corporation, a copy of such minutes.

Article 10 – Registered Office

10.1 Registered Office

The registered office of the Corporation shall be in the City of Toronto, Ontario, or within 100 kilometers of the City of Toronto unless until the Board otherwise determines. All property of the Corporation shall be managed, and the ordinary course of business of the Corporation shall be conducted, by staff ordinarily working from the head office unless otherwise deemed necessary and authorized by the Board.

Article 11- By-Laws and Effective Date

11.1 By-Laws and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

Article 12 - Auditors

12.1 Auditors

The members of the Corporation shall by resolution at each annual general meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

Article 13 - Books and Records

13.1 Books and Records

The President and the Secretary/Treasurer shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The President and the Secretary/Treasurer may delegate the tasks involved in so doing, including to a solicitor acting for the Corporation.

Article 14- Invalidity

14.1 Invalidity of Any Provisions of this By-law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws

Article 15 – Effective Date

15.1 Effective Date

Subject to any matters requiring a special resolution of the members, these by-laws shall be effective as of _____ .

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ and confirmed by the members of the Corporation by special resolution as at the _____.

Dated as of the _____ .

Name of director executing these by-laws: