

GENERAL BY-LAW NO. 1

OF

MANITOBA COUNCIL OF ADMINISTRATIVE TRIBUNALS INC.

A by-law relating generally to the transaction of the business and affairs of
MANITOBA COUNCIL OF ADMINISTRATIVE TRIBUNALS INC.

SECTION 1 - INTERPRETATION

1:01 Definitions - In the by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means *The Corporations Act (Manitoba)* and any statute that may be substituted for it, as amended;
- (b) "**appoint**" includes "elect" and vice versa;
- (c) "**Articles**" means the Articles Incorporation of the Corporation dated **July 6, 2006** as amended or restated;
- (d) "**Board**" means the Board of Directors of the Corporation;
- (e) "**by-laws**" means this by-law and all other by-laws of the Corporation in force and effect;
- (f) "**Council**" and "**Corporation**" are used interchangeably and both mean the corporation incorporated by Certificate and Articles of Incorporation under the Act and named **MANITOBA COUNCIL OF ADMINISTRATIVE TRIBUNALS INC.**;
- (g) "**in writing**" includes email and other electronic communication;
- (h) "**meetings of Members**" means an annual meeting of Members and a special meeting of Members;
- (i) "**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in *The Interpretation Act (Manitoba)*;

- (j) "**recorded address**" means in the case of a Member, Director, officer, auditor or Member of a committee of the Board, the latest address of such person as recorded in the records of the Corporation;
- (k) "**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 3.05 or by a resolution passed pursuant to that section.

Except as stated above, words and expressions defined in the Act have the same meanings when used in this by-law; and words importing the singular include the plural and vice versa; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1:02 From time to time - When this by-law says a thing may be done, it means the thing may be done from time to time, unless otherwise specified.

SECTION 2 - OBJECTS

2:01 Objects - The objects of the Council are:

- a. to facilitate the sharing of professional information, experience and expertise from within the membership;
- b. to promote and assist in the education and training of tribunal members and staff;
- c. to address common concerns of members within the administrative justice system in Manitoba;
- d. to act as a source of information and consultation for the Government of Manitoba on issues relating to the administration, development and improvement of the administrative justice system; and
- e. to communicate with tribunal members and staff in other provinces and in the federal jurisdiction and with their organizations.

SECTION 3 - BUSINESS OF THE CORPORATION

3:01 Registered Office - Until changed in accordance with the Act, the registered office of the Council shall be in Winnipeg, Manitoba, and at such location in Winnipeg as the Board may determine.

- 3:02 Financial Year** - Until changed by the Board, the financial year of the Corporation shall end on the last day of **March** in each year.
- 3:03 Execution of Instruments** - Legal and financial documents may be signed on behalf of the Council by two persons who hold the offices of president, Director, secretary, treasurer, or any other office created by by-law or resolution of the Board. In addition, the Board may direct the manner in which the person or persons by whom any particular document(s) may or shall be signed.
- 3:04 Banking Arrangements** - The banking business of the Council shall be transacted with such financial institutions as may be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted by such means as the Board may decide.
- 3:05 Bank Signing Authorities** - All cheques and similar documents shall be signed on behalf of the Corporation by any two Officers of the Corporation, except where the amount of such document is for an amount less than \$500 (five hundred dollars), in which case it may be signed by any single officer of the Corporation

SECTION 4 - MEMBERSHIP

- 4:01 Regular Members** - Regular membership in the Council is open to:
- a. any regulatory or adjudicative agency, board, commission or tribunal established by the Government of Manitoba;
 - b. a branch of the Government of Manitoba which performs on a full-time basis, functions comparable to an administrative tribunal; and
 - c. any other Manitoba-based administrative tribunal that performs an adjudicative or quasi-judicial function.
- 4:02 Honorary Members** - The Board may, in its absolute discretion, name any person or body as an Honorary Member, or to an honorary position.
- 4:03 Voting Rights** - Each Regular Member organization shall be entitled to designate one person as its delegate to attend and vote at the Annual General Meeting and any Special General Meeting of Members of the Council, and at each such meeting such delegate shall be entitled to one vote. Honorary Members are not entitled to receive notice of, or to attend, or to vote at any meeting of Members of the Council.

- 4:04 Membership Fee** - The Board may, by resolution, set a membership fee to be paid by the Regular Members of the Council.
- 4:05 Membership Privileges** - All members of the Council shall be entitled to such privileges of membership as may be determined by the Board of Directors.
- 4:06 Withdrawal from Membership** - Any Regular Member may withdraw from the Council by delivering to the Corporation a written form of withdrawal and giving a copy of it to the Secretary of the Corporation.
- 4:07 Removal from Membership** - Any Regular Member or Honorary Member of the Council may be required to withdraw by a vote of three-quarters of the Regular Members of the Council, provided that the voting delegate or such other representative as may be appointed by such Member shall be granted an opportunity to be heard at such meeting.

SECTION 5 - DIRECTORS

- 5:01 Board of Directors** - The governing body of the Corporation will be the Board of Directors.
- 5:02 Number of Directors** - The Board consists of not fewer than three (3) and not more than fifteen (15) Directors.
- 5:03 Qualification** - To be qualified for election as a Director, a person:
- Must be at least 18 years of age; and
 - Must not have the status of a bankrupt.

A majority of the Directors must be residents of Manitoba.

- 5:04 Election of Directors** - Directors are elected at the Annual General Meeting. The Board may make arrangements to ensure that no more than one-half of the Directors are elected in each year. In order to achieve this, the Board may limit some terms to one year. In such a case, a Director may be re-elected for a further four full-terms, for a total of thirteen years, notwithstanding Section 5.05.

5:05 Terms of Office

Directors are elected for a term of three (3) years and can be re-elected for a maximum of four (4) terms.

A President, elected or re-elected in their eleventh (11th) year, and the Past President will be allowed to complete their respective terms of office.

Upon completion of twelve (12) consecutive years as a Director, past Directors may not be re-elected to the Board until two years have passed since their last term ended.

At the end of the last year of a term, the term shall be extended until the next Annual General Meeting

5:06 Vacancies

The office of Director of the Corporation is vacated:

- a) by notice in writing to the Board President that they resign their office;
- b) by a Director who misses three consecutive meetings, will be deemed to have resigned unless excused by the Board;
- c) by resolution, passed in accordance with article 5.07;
- d) when their term expires; or
- e) when a Director dies.

5:07 Removal of Directors

Subject to the provisions of the Act, Members entitled to vote at the AGM may, by resolution passed by two-thirds (2/3) of those present at a special meeting, remove any Director from office, and the vacancy created by such removal may be filled by the Board.

5:08 Filling Vacancies

The Board may fill any vacancies by a majority vote of the Directors when vacancies arise between Annual General Meetings. Such appointment will become effective immediately and will expire at the next AGM. If the appointment is ratified at the AGM, it would be for two additional years, after which the person would be eligible for re-election for up to three additional three-year terms.

SECTION 6 - MEETINGS OF DIRECTORS

6:01 Meetings of Directors - There shall be at least one meeting each year of the Board of Directors. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that notice of such meeting is provided to each director in accordance with this by-law.

6:02 Adjourned Meeting - Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

- 6:03 Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meeting shall be sent to each director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except when the Act requires the purpose of the meeting, or the business to be transacted at the meeting to be specified.
- 6:04 Meetings by Telephone or other technologies** - A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, video or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.
- 6:05 Place of Meetings** - Meetings of the Board may be held at any place.
- 6:06 Calling of Meetings** - Meetings of the Board shall be held at such place as the Board, the President or any four Directors may determine.
- 6:07 Notice of Meeting** - Notice in writing of the time and place of each meeting of the Board shall be given to each Director at least **one week** before the date when the meeting is to be held, if notice is given other than by mail. Notice by mail shall be sent at least 14 days prior to the meeting to each Director. A meeting of the Board of Directors may be held at any time and place and without formal notice if all of the members of the Board are present, or those absent have waived notice of such meeting in writing. A Director may in any manner waive notice of, or otherwise consent to, a meeting of the Board. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken at the meeting, and any director may at any time waive notice of any such meeting or may ratify, approve and confirm any or all proceedings taken or held at the meeting.
- 6:09 Quorum** - The quorum for all meetings of the Board of Directors shall be a majority of the Directors.
- 6:09 Votes to Govern** - Each Director has one vote. At all meetings of the Board, every question shall be decided by majority vote. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

- 6:10 Chairperson** - The chairperson of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: president, vice president, secretary or treasurer. If no such officer is present, the Directors present shall choose one of their numbers to be the chairperson.
- 6:11 Conflict of Interest** - In this section, a “contract” includes a proposed contract. A Director or officer who is a party to, or who is a Director or officer of, or has a material interest in any firm, corporation or organization who is a party to a material contract with the Corporation, shall disclose the nature and extent of such interest at the time and in the manner provided by the Act. Any such contract shall be referred to the Board or Members for approval even if such contract is one that, in the ordinary course of the Corporation's business, would not require approval by the Board, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the contract, except as provided by the Act.
- 6:12 Resolution in Writing** - A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors is as valid as if it had been passed at a meeting of the Directors.

SECTION 7 - POWERS OF DIRECTORS

- 7:01 Power to Manage** - The Board shall manage the business of the Corporation. The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as in this by-law provided, generally may do such other things as the Corporation is authorized to do.
- 7:02 Additional Powers** - The Directors shall have the power to authorize expenditures on behalf of the Corporation and may delegate by resolution an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors 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 of Directors may prescribe.
- 7:03 Borrowing Power** - Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may borrow money upon the credit of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

7:04 Delegation - The Board may delegate, to such one or more of the Directors and officers of the Corporation as may be designated by the Board, all or any of the powers conferred by the Board, to such extent and in such manner as the Board shall determine at the time of each such delegation.

7:05 Appointment of Agents - The Board of Directors may appoint agents and employees and may specify their duties.

7:06 Remuneration and Compensation - The Directors shall receive no compensation or remuneration for their services as Directors and no Director shall directly or indirectly receive any profit from such position, but they are entitled to reasonable expenses incurred in the exercise of their duty. Remuneration for agents and employees shall be fixed by the Board of Directors by resolution.

SECTION 8 - COMMITTEES

8:01 Executive Committee - The Executive Committee shall be comprised of:

- a. the Past President, if the Past President is a member of the Board;
- b. the President;
- c. the Vice President;
- d. the Secretary; and
- e. the Treasurer.

8:02 Powers of Executive Committee - The Executive Committee shall exercise such powers as are authorized by the Board of Directors, and shall be responsible for:

- a. conducting the business and affairs of the Council between meetings of the Board of Directors;
- b. managing the accounts of the Council;
- c. authorizing expenditures in accordance with Board policy on behalf of the Corporation between meetings of the Board and report such expenditures to the next meeting of the Board; and
- d. setting the Board agendas.

- 8:03 Transaction of Business** - The powers of the Executive Committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the committee.
- 8:04 Standing Committees and Other Committees** - The Board of Directors may, by resolution, establish Standing Committees, Special Committees or Advisory Committees as the Board may deem necessary or advisable for the purpose of carrying out the objects and functions of the Council. Any committee member may be removed by a majority vote of the Board of Directors.
- 8:05 Procedure** - The Board shall fix the number of members and set out the general function of all Standing, Special or Advisory Committees established by the Board. Members of committees other than the Executive Committee need not be members of the Board of Directors. Unless otherwise determined by the Board, each committee shall have the power to appoint a chairperson from amongst its members and to fix the quorum for meetings, provided that such quorum shall not be less than a majority of its members. Each committee shall determine its own rules and procedures, provided that such rules and procedures do not conflict with these by-laws or with Board policies. Committees shall report on their activities to the Board of Directors through the Executive Committee.
- 8:06 Expenditures by Committees** - No committee shall expend any money, bind the Corporation, pledge the Corporation's credit or enter into any contracts on behalf of the Corporation without the express authority of the Board of Directors.
- 8:07 Notice of Meeting** - Notice of the time and place of meetings of committee shall be given to each Member of a committee in writing at least five days before the date such meeting is held, if such notice is given other than by mail. Notice by mail shall be sent at least fourteen days prior to the meeting. A majority of members of a committee shall constitute a quorum. Any member of a committee may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken at the meeting.
- 8:08 Remuneration** - Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

SECTION 9 - OFFICERS

- 9:01 Officers** - The officers of the Corporation shall be a president, one or more vice presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation.
- 9:02 Election and Appointment of Officers** - The Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members.
- 9:03 President** - The president shall be the Chairperson and the Chief Executive Officer, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and the president shall have such other powers and duties as the Board may specify. The president shall preside at all meetings of Members of the Council, of the Board of Directors and of the Executive Committee. The president shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 9:04 Vice President** - The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall be imposed upon him by the Board of Directors.
- 9:05 Secretary** - The secretary shall attend and be the secretary of all meetings of the Board, the Members and Executive Committee, unless unable to attend a meeting, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at the meetings; shall give or cause to be given as and when instructed, all notices to Members, Directors, Officers, auditors and members of committees of the Board; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all documents belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board or the president may specify.
- 9:06 Treasurer** - The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation, and shall have such other powers and duties as the Board or the president may specify.

- 9:07 Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the president may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.
- 9:08 Variation of Powers and Duties** - The Board may, subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 9:09 Term of Office** - The officers of the Corporation shall hold office for one year from the date of election or appointment or until their successors are elected or appointed. The Board may, in its discretion, remove any officer of the Corporation at any time.
- 9:10 Conflict of Interest** - An officer shall disclose an interest in any material contract or proposed material contract with the Corporation in accordance with Section 6:11.
- 9:11 Remuneration and Compensation** - The Officers shall receive no compensation or remuneration for their services as Officers, and no Officer shall directly or indirectly receive any profit from such position, but Officers are entitled to reasonable expenses incurred in the exercise of their duty

SECTION 10 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 10:01 Limitation of Liability** - Every Director of the Corporation and their 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 which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against a Director, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director in or about the execution of the duties of his or her office, or in respect of any such liability;
 - b. all other costs, charges and expenses which a Director sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director.
- 10:02 Indemnity** - Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person

who undertakes or has undertaken any liability on behalf of the Corporation, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any litigation to which such person is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if:

- a. such person acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

SECTION 11 - MEETINGS OF MEMBERS

11:01 Annual Meetings - The annual meeting of Members shall be held within six months after the end of the Corporation's fiscal year at such place as the Board, the president or the secretary may determine, to present to the Members the report of the Directors and the financial statements, to consider reports required by the Act to be placed before the annual meeting, to elect Directors, appoint or waive the appointment of auditors pursuant to the Act and to transact such other business as may properly be brought before the meeting. The annual meeting of Members and any other general meeting of Members may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. The Board of Directors or the president or vice president shall have power to call, at any time, a general meeting of the Members of the Corporation.

11:02 Special Meetings - The Board, the president or the secretary shall have power to call a special meeting of Members at any time.

11:03 Requisition of Meetings by Members - The Board of Directors shall call a special general meeting of Members on written requisition of Members carrying not less than 51% of the voting rights.

11:04 Place of Meeting - Meetings of Members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is located, or, if the Board shall so determine, at some other place in Manitoba, or if all the Members entitled to vote at the meeting so agree, at some place outside Manitoba.

11:05 Notice of Meetings - Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 11:01 not less than 21 nor more than 50 days before the date of the meeting, to each Director, to the auditor and each Member entitled to vote at the meeting. Notice of a meeting of Members called for the purpose other than consideration of the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor, shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment about it, and shall state the text of any special resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members. Notice of each meeting of Members must remind the Member if he has the right to vote by proxy.

11:06 Meetings Without Notice - A meeting of Members may be held without notice at any time and place permitted by the Act:

- a. if all the Members entitled to vote at the meeting are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and
- b. if the auditors and the Directors are present or waive notice of or otherwise consent to such meeting being held.

At such a meeting, any business may be transacted which the Corporation at a meeting of Members may transact.

11:07 Chairperson, Secretary [and Scrutineers] - The chairperson of any meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president, vice president, secretary and treasurer. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their Members to be the chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a Member, to act as secretary of the meeting.

11:08 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 auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

11:09 Quorum - A quorum for the transaction of business at any meeting of Members shall be twelve (12) Members present in person and entitled to vote at the meeting.

11:10 Votes to Govern - At any meeting of Members, every question shall, unless otherwise required by the Articles or these by-laws under the Act, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

11:11 Show of Hands - Subject to the provisions of the Act and this by-law, any question at a meeting of Members shall be decided by a show of hands, or electronic or verbal equivalent for Members attending electronically or by telephone unless a ballot on the question is required or demanded as provided below. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on the question is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the that question, and the result of the vote shall be the decision of the Members upon that question.

11:12 Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken on the question, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

11:13 Adjournment - If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

11:14 Resolution in Writing - A resolution in writing signed by all 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.

SECTION 12 - NOTICES

12:01 Method of Giving Notices - Any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations under the Act, the articles, the by-laws or otherwise to a Member, Director, officer, auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or, if delivered, to such person's recorded address or, if mailed, at such person's recorded address by prepaid post or airmail or, if sent at such person's recorded address, by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as described above; a notice so mailed shall be deemed to have been received at the time it would have been delivered in the ordinary course of mail. The secretary may change or cause to be changed the recorded address of any Member, Director officer, auditor or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable.

12:02 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

12:03 Undelivered Notices - If any notice given to Members pursuant to Section 12:01 is returned on three consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until the Member informs the Corporation in writing of the Member's new address.

12:04 Omissions and Errors - The accidental omission to give any notice to any Member, Director, officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of it shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on that notice.

12:05 Waiver of Notice - Any Member, Director, officer, auditor or Member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the provisions of the Act, the regulations under the Act, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of Members or of the Board may be given in any manner.

SECTION 13 - AUDIT

13:01 Appointment of Auditor or Accountant - An auditor shall be appointed by the Members of the Corporation at each annual meeting to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting, provided however that the Members of the Corporation may, by resolution passed by a majority of Members at each Annual General Meeting of Members, waive the appointment of an auditor and appoint an accountant to prepare the annual financial statements of the Corporation. The auditor or accountant shall be appointed by the Members and shall hold office until the next Annual General Meeting of Members or until a successor is appointed, unless previously removed by resolution of the Members of the Corporation at a special meeting.

13:02 Remuneration - The remuneration of the auditor or accountant shall be approved by the Directors of the Corporation.

13:03 Financial Reports - The auditor or accountant shall be supplied with a copy of the financial reports and shall, at all reasonable times, have access to all the books and accounts of the Corporation.

SECTION 14 - MISCELLANEOUS

14:01 Books and Records - The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable law are regularly and properly kept.

14:01 Rules and Regulations -The Board of Directors may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the management and operation of the Corporation, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed. Failing such confirmation at such annual meeting of Members, the rules and regulations shall, at and from that time, cease to have any force and effect.

SECTION 15 - AMENDMENT OF BY-LAWS

15:01 Amendment of By-Laws - The by-laws of the Corporation not embodied in the Articles may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the Directors and sanctioned by an affirmative vote of at least two-thirds of the Members at a meeting duly called for the purpose of considering the by-law.

SECTION 16 - EFFECTIVE DATE

16:01 Effective Date - This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ENACTED by the Board the day of , 2020.

Chairperson

Secretary