

HABITAT FOR HUMANITY SARNIA/LAMBTON

BY-LAWS

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BY-LAW NO. 1

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

HABITAT FOR HUMANITY SARNIA/LAMBTON

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

SECTION ONE
INTERPRETATION

1.01 Definitions. - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Corporations Act* (Ontario), or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent dated June 17, 1994 and named “Habitat for Humanity Sarnia/Lambton

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “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;

“member” means any person admitted to membership in the Corporation in accordance with Section Seven of this by-law; and

“special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or by the consent in writing of all the members entitled to vote at such meeting.

1.02 Interpretation. - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.03 Headings. - The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

SECTION TWO

AFFAIRS OF THE CORPORATION

- 2.01** Head Office. - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Sarnia in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.
- 2.02** Corporate Seal. - The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the board.
- 2.03** Financial Year. - Until otherwise determined by the board, the financial year of the Corporation shall end on the last day of December, in each year.
- 2.04** Execution of Instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chair of the board, president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.
- 2.05** Banking Arrangements. - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.
- 2.06** Voting Rights in Other Bodies Corporate. - The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07** Expenditures. - 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. They 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.

2.08 Borrowing Power. - The directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property any debt obligation or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the directors under this bylaw to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

2.09 Fund Raising. - The board shall take such steps as it deems necessary 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.

2.10 Auditors. - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the members or by the board, if it is authorized to do so by the members. If in any financial year the Corporation's annual income is less than \$100,000 and all members consent thereto in writing, the Corporation may waive the requirement for an audit for such financial year.

2.11 Amendment of By-laws. - Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the letters patent may be repealed or amended by by-law passed by the board and confirmed by the members by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the by-law or by resolution in writing signed by all the members.

2.12 Rules and Regulations. - The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

SECTION THREE

DIRECTORS

3.01 Number of Directors. - The affairs of the Corporation shall be managed by a board of up to 12 and not less than 8 directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 Qualification. - Each director shall be, or shall become within 10 days after election to the board, and thereafter remain throughout such director's term, a member of the Corporation. No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt.

3.03 Election of Directors in Rotation and Term. The directors of the Corporation shall be elected and shall retire in rotation. At the transitional meeting of members for the election of directors in rotation, 1/3 of directors shall be elected to hold office until the third annual meeting of members after such date, 1/3 of directors shall be elected to hold office until the second annual meeting after such date, and 1/3 of directors shall be elected to hold office until the next annual meeting after such date, and thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the third annual meeting after such election. If the number of directors is not divisible by 3, then the number shall be rounded and such number shall be increased or decreased so that the rotation will be proportional plus or minus 1. A director shall not be eligible for re-election to the board after serving as a director for two consecutive three year terms. If otherwise qualified, a person shall, however, be eligible for re-election to the board after ceasing to be a director for one year.

3.04 Removal of Directors. - Subject to the Act, the members may by resolution passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term, and may, by a majority of votes cast at that meeting, elect a person in place and stead of such director for the remainder of the term.

3.05 Vacation of Office. - A director ceases to hold office upon death; upon removal from office by the members; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.06 Vacancies. - Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

3.07 Action by the Board. - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 3.08) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted by facsimile to the secretary of the Corporation shall be deemed to be duly signed by such directors.

3.08 Meetings of the Board by Telephone, Electronic or Other Communication Facilities. - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

3.09 Place of Meetings. - Meetings of the board may be held at any place in or outside of Ontario.

3.10 Calling of Meetings. - Meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine.

3.11 Notice of Meeting. - Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Nine to each director not less than two days before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the 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.

3.12 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.13 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 meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.14 Chair. - Subject to the provisions of any special by-law of the Corporation providing for the election or appointment by the directors from among themselves of a chair of the board, the president, if the president is present, or, in the absence of the president, a vice-president who is a director and is present at the meeting, shall preside as chair at a meeting of the board. In the absence of the president or a vice-president who is a director, the directors present shall choose one of their number to be chair of the meeting.

3.15 Quorum. - The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors or such greater number of directors as the board may from time to time determine.

3.16 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 shall not be entitled to a second or casting vote.

3.17 Remuneration and Expenses. - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.

SECTION FOUR

COMMITTEES

4.01 Executive Committee. - Whenever the board consists of more than six directors, the board may elect from its members an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Notice of the time and place of each meeting of the executive committee or other committee of the board shall be given in the manner provided in Section Nine to each committee member not less than two days before the date of the meeting and such notice need not specify the purpose of or the business to be transacted at the meeting. The board may by resolution remove any member of the executive committee or other committee of the board and may fill the vacancy created by such removal. Executive committee members and members of other committees of the board shall serve as such without remuneration. However, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of committees.

4.02 Other Committees of the Board. - The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board. Without limiting the generality of the foregoing, the board may appoint committees to perform the functions described below and such other functions as the board may from time to time determine:

- (a) Fund Raising Committee. Such a committee shall be responsible for coordinating the raising of funds needed to conduct the affairs of the Corporation. The tasks to be coordinated by this committee shall include fund-raising campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors.
- (b) Public Relations Committee. Such a committee shall be responsible for educating and informing the public regarding the mission and purposes of the Corporation, the need for better and more affordable housing in certain areas, and the steps being taken to meet this need. The tasks to be coordinated by such a committee shall include public speaking, communicating with the news media, and publishing a periodic newsletter.
- (c) Family Selection Committee. Such a committee shall be responsible for drafting the selection criteria and application forms, screening applications, interviewing applicants, and recommending applicants to the board for approval as prospective homeowners.
- (d) Family Nurture Committee. Such a committee shall be responsible for providing Habitat homeowners and prospective homeowners with a mutual support system, educational opportunities, and a forum for

discussions pertaining to home ownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent.

- (e) Site Selection Committee. Such a committee shall be responsible for targeting the area or areas of the community in which the projects of the Corporation shall be developed, investigating and researching the availability of property, and recommending property to the directors for acquisition. The committee shall work in conjunction with the Building Committee to evaluate the suitability of potential sites prior to acquisition.
- (f) Building Committee. Such a committee shall be responsible for planning and implementing the construction projects of the Corporation. The tasks to be directed by this committee shall include obtaining house plans, soliciting professional help and donations of building materials, coordinating volunteers, and supervising construction.

4.03 Action by Committees. - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

4.04 Advisory Bodies. - The board may from time to time appoint such advisory bodies as it may deem advisable.

4.05 Procedure. - Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

SECTION FIVE

OFFICERS

5.01 Appointment. - The board shall from time to time appoint a president and secretary and may appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer, an executive director and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to section 5.02, an officer may but need not be a director.

5.02 President. - The president shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify. The president shall be a director of the Corporation.

5.03 Vice-President. - The board may also from time to time appoint one or more vice-presidents. If appointed, a vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, the vice-president shall also have the powers and duties of that office.

5.04 Secretary. - The secretary shall be empowered by the board to carry on the affairs of the Corporation generally under the supervision of the president. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary 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 and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified by the board.

5.05 Treasurer. - The board may also from time to time appoint a treasurer. The treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise may be specified. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or such other officer as the board may from time to time determine.

5.06 Executive Director. - The board may from time to time appoint an executive director and may delegate to that person full power to manage and direct the business and affairs

of the Corporation (except such matters and duties as by law must be transacted or performed by the of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The executive director shall discharge all lawful orders given by the directors of the Corporation 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.

5.07 Powers and Duties of Officers. - The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify. The board and (except as aforesaid) the president may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. 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.

5.08 Term of Office and Remuneration. - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The officers shall be paid such remuneration for their services as the board may from time to time determine.

5.09 Agents and Attorneys. - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

SECTION SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Limitation of Liability. - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, 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 moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

6.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's 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 civil, criminal or administrative action or proceeding 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 such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. 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.

6.03 Insurance. - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 6.02 hereof as the board may from time to time determine.

6.04 Conflict of Interest. - A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. Subject to the Act, no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being

otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

6.05 Submission of Contracts or Transactions to Members for Approval. - The board, in its discretion, may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the letters patent of the Corporation) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

SECTION SEVEN

MEMBERS

7.01 Members. - Subject to the Act and the letters patent, the initial members shall be the members as admitted under the previous By-Laws at the time of approval of these By-Laws and of such other persons interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board.

7.02 Classes of Members. - There shall be one class of members.

7.03 Qualifications and Rights. - Any person may be admitted to membership if such person complies with the requirements of section 7.01 hereof. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at a meeting of members.

7.04 Term of Membership. - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.05 Membership Fees. - The fees payable by members shall from time to time be fixed by resolution of the board. A notice of the fees payable at any time shall be sent to each member by the secretary promptly before the due date.

7.06 Resignation. - Members may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

7.07 Termination for Non-payment. - The membership of any member who is in arrears in payment of membership fees may be terminated by or under the authority of the board if such arrears of fees are not paid within a designated time; and if such arrears are not paid by such designated time the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

7.08 Removal. - Upon thirty days' notice in writing to a member of the Corporation, the members may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

SECTION EIGHT

MEETINGS OF MEMBERS

8.01 Annual Meetings. - The Corporation shall hold an annual meeting of members not later than 18 months after its incorporation and thereafter not more than 15 months after its last annual meeting. The annual meeting of members shall be held at such time in each year and, subject to section 8.03, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings. - The board shall call a special meeting of members on written requisition of one-tenth of the members entitled to vote at the meeting proposed to be held. The board or the president shall also have power to call a special meeting of members at any time.

8.03 Place of Meetings. - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the registered office is situated or, if the board shall so determine, at some other place in Ontario.

8.04 Notice of Meetings. - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Nine not less than 14 days and not more than 60 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.05 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 thereat are present in person or duly represented or if those not present or represented 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.

8.06 Chair, Secretary and Scrutineers. - The chair 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, or a vice-president who is a member or represents a member. If no such

person 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 number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

8.07 Persons Entitled to be Present. - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.08 Quorum. - The quorum for the transaction of business at any meeting of members shall be 5 persons present in person and each entitled to vote thereat.

8.09 Right to Vote. - Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

8.10 Votes to Govern. - Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

8.11 Show of Hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. 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 thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.12 Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chair may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

8.13 Casting Vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chair of the meeting shall not be entitled to an additional or casting vote.

8.14 Adjournment. - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.15 Action in Writing by Members. - 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. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members and transmitted by facsimile to the secretary of the Corporation shall be deemed to be duly signed by such members.

SECTION NINE

NOTICES

9.01 Method of Giving Notices. - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given two days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address on the Corporation's books of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

9.02 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 the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors. - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice. - Any member (or a duly appointed proxyholder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION TEN

EFFECTIVE DATE [AND REPEAL]

10.01 Effective date. - This by-law shall come into force when confirmed by the members in accordance with the Act.

10.02 [Repeal. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, 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 or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons 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 or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid to the extent inconsistent with this by-law and until amended or repealed.]

PASSED by the board the • day of • , • .

President

Secretary

CONFIRMED by the members the • day of • , • .

Secretary