

WOMEN IN MINING CANADA
(the "Corporation")

BYLAW NO.1

A bylaw relating generally to the transaction of the activities and affairs of the Corporation.

PART 1. INTERPRETATION

1.1 Definitions

In the Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- a) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the regulations made under it, each as amended and re-enacted from time to time;
- b) **"Articles"** means articles of continuance, amendment, amalgamation, reorganization, arrangement or revival of the Corporation;
- c) **"Board Resolution"** means:
 - i. a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - ii. a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- d) **"Bylaws"** means this Bylaw No. 1 and any bylaw of the Corporation in effect from time to time;
- e) **"Board"** means the Directors acting as authorized by the Articles and the Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- f) **"Chair"** means a Person elected to the office of Chair in accordance with the Bylaws;
- g) **"Directors"** means those Persons who have become Directors of the Corporation in accordance with the Bylaws and have not ceased to be directors;
- h) **"Electronic Means"** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- i) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- j) **"Meeting of Members"** means the annual general meeting and any special general meetings of the Members of the Corporation;

- k) **"Members"** means those Persons and Entities who have been accepted as members entitled to receive notice of, attend and vote at all Meetings of the Members in accordance with Part 2 of the Bylaws, and have not ceased to be members;
- l) **"Mutatis Mutandis"** means with the necessary changes having been made to ensure that the language makes sense in the context;
- m) **"Ordinary Resolution"** means:
 - i. a resolution passed by a simple majority of the votes cast on that resolution by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - ii. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- n) **"Entity"** means a body corporate, a partnership, a trust, a joint venture, a society or an unincorporated association or organization;
- o) **"Person"** means a natural person;
- p) **"President & CEO"** means the Person appointed as president and chief executive officer of the Corporation in accordance with the Bylaws;
- q) **"Proposal"** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- r) **"Public Accountant"** means a Person or Entity appointed as Public Accountant in accordance with the Bylaws;
- s) **"Registered Address"** means the address of a Member or Director as recorded in the register of Members or the register of Directors;
- t) **"Registered Office"** means the address of the Corporation specified in its Articles;
- u) **"Special Resolution"** means:
 - i. a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution by those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members,
 - a. of which the period of notice required by the Bylaws has been given, and which notice includes the text of the resolution, or
 - b. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or

- ii. a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members; and
- v) **“Vice-Chair”** means the Person appointed as vice-chair of the Corporation in accordance with the Bylaws.

1.2 Canada Not-for-profit Corporations Act Definitions

Unless otherwise specified, all words and expressions contained in the Bylaws and that are defined in the Act have the meanings given to them in the Act.

1.3 Plural and Singular Forms

In the Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.4 Headings

Headings are included in the Bylaws for convenience only and do not affect the construction or interpretation of the Bylaws.

1.5 Conflicts with the Act

If any provision in the Bylaws contravenes any provision in the Act, the provision in the Act will govern.

PART 2. MEMBERSHIP

2.1 Membership

Membership in the Association is limited to:

- i. those Persons or Entities which are Members on the date the Bylaws are adopted by Special Resolution; and
- ii. those Persons or Entities who subsequently apply for membership in accordance with the Bylaws.

2.2 Eligibility

Membership in the Corporation shall be available to any Person or Entity interested in furthering the Corporation's purposes set out in the Articles, and who applied for and has been accepted as a Member of the Corporation by Board Resolution or in such other manner as may be determined by the Board.

2.3 Annual Dues of Membership Fees

The annual dues of the Members of the Corporation must be paid by each Member in money at the time and place and in the amounts as may be determined by Board Resolution from time to time.

2.4 Issue of Membership

The Board may issue memberships in accordance with the Articles and the conditions set out in section 2.2 of the Bylaws.

2.5 Classes of Membership and Voting Rights

2.5.1 Subject to the Articles, there shall be one class of Members in the Corporation. Each Member shall be entitled to receive notice of and attend all Meetings of Members, and entitled to one (1) vote at any such Meetings of Members.

2.5.2 An Entity that is accepted as a Member must designate a Person to exercise the rights of membership on behalf of the Entity, which designation must be delivered in writing to the Registered Office.

2.6 Transfer of Membership

Memberships are not transferable.

2.7 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay the annual membership dues and special assessments, if any, when due and owing, and such Member is not in good standing for so long as the dues and special assessments remain unpaid.

2.8 Compliance with Articles, Bylaws and Policies

Every Member will, at all times:

- i. comply with the Articles, Bylaws and the policies of the Corporation adopted by the Board from time to time; and
- ii. further and not hinder the aims and objects of the Corporation.

2.9 Term of Membership

The term of membership will be annual, subject to renewal in accordance with the policies of the Corporation.

2.10 Termination of Membership and Member's Rights

2.10.1 Unless the Articles otherwise provide, a membership is terminated when;

- i. the Member dies or resigns;
- ii. the Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iii. the Member's term of membership expires without being renewed; or
- iv. the Corporation is liquidated and dissolved under the Act.

2.10.2 Unless the Articles otherwise provide, the rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the membership. If a Member resigns, that Member will remain liable for payment of any outstanding dues or fees received or levied or payable by that Member prior to the Member's resignation.

2.11 Discipline of Members

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

- i. violating any provisions of the Articles, Bylaws 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 purposes of the Corporation.

2.11.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Members and shall provide reasons for the proposed suspension or expulsion.

2.11.3 The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, 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 twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without further right of appeal.

PART 3. MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

Meetings of Members will be held at such place or places in Canada as the Board determines.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but no later than six (6) months after the end of the Corporation's preceding financial year for the purposes of placing before the annual general meeting the financial statements, reports and any further information required by the Act to be placed before the annual general meeting, electing Directors, appointing a Public Accountant and transacting any other business that may be properly brought before the annual general meeting.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of Members holding at least five percent (5%) of the votes of the membership.

3.5 Notice of Meeting of Members

3.5.1 Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- i. by personal delivery or by courier or mail addressed to the Member's Registered Address at least twenty-one (21) days and not more than sixty (60) days before the day on which the Meeting of Members is to be held; or
- ii. where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may be, at least twenty-one (21) days and not more than thirty-five (35) days before the day on which the Meeting of Members is to be held.

3.5.2 Notwithstanding subsection 3.5.1(ii), the Corporation will provide notice as set out in subsection 3.5.1(i) if a Member requests that the notice be given by non-electronic means.

3.6 Entitlement to Notice of Meeting of Members

3.6.1 Notices of a Meeting of Members will only be given to:

- i. Persons or Entities shown on the register of members as a Member at:
 - a. the close of business on the day immediately preceding the day on which the notice is given; or
 - b. the close of business on such day as may be fixed by the Board in accordance with the Act;
- ii. the Directors; and
- iii. the Public Accountant.

3.7 Contents of Notice

3.7.1 A notice of a Meeting of Members will specify the place, the date and the time of the Meeting of Members and the business to be transacted at such Meeting of Members.

3.7.2 A notice of a Meeting of Members will include the text of any Special Resolution to be considered at such Meeting of Members.

3.8 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at such Meeting of Members.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Quorum

A quorum for a Meeting of Members is ten percent (10%) of the Members or a minimum of ten (10) Members present in person or represented by proxy, each of whom must be in good standing on the date upon which notice of the Meeting of Members is given.

4.2 Lack of Quorum

If a quorum is not present within thirty (30) minutes of the time appointed for a Meeting of Members, such Meeting of Members, if convened on the requisition of Members, will be terminated by the Members, or will otherwise be adjourned to the following week, at the same time and at the Corporation's head office. If a quorum is not present within thirty (30) minutes of the time appointed for the adjourned Meeting of Members, the Members present will constitute a quorum.

4.3 Loss of Quorum

If quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if quorum is not present throughout the Meeting of Members.

4.4 Participation in a Meeting by Electronic Means

4.4.1 Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the Meeting of Members by Electronic Means if the Corporation makes such a communication facility available. A Person so participating in a Meeting of Members is deemed to be present at such Meeting of Members.

4.4.2 The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely by Electronic Means.

4.5 Chair

The Chair will, when present, preside as chair at Meetings of Members. If the Chair is absent or unable or unwilling to preside as chair, the Vice-Chair, when present, and subject to a Board Resolution appointing another Person to preside as chair, will preside as chair for that Meeting of Members. If the Vice-Chair or such alternate Person appointed by Board Resolution is not present within fifteen (15) minutes of the time appointed for that Meeting of Members or is unable or unwilling to preside as chair, the Persons present and entitled to vote at the Meeting of Members shall choose a Director present at the Meeting of Members to be the chair for that Meeting of Members, and if no Director is present or if all the Directors present decline to take the chair, then the Persons present and entitled to vote shall choose one of their number to be the chair for that Meeting of Members.

4.6 Alternate Chair

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such Meeting of Members or portion thereof, and

upon such designated alternate receiving the consent of a majority of the Members present at such Meeting of Members, he or she may preside as chair.

4.7 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the Meeting of Members from which the adjournment took place.

4.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than thirty-one (31) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.9 Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on each matter for determination at a Meeting of Members.

4.10 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting at a Meeting of Members will be by one or more of the following, at the discretion of the Board:

- i. show of hands;
- ii. voice vote; and
- iii. ballot vote (whether at the Meeting of Members, or in advance, and whether by paper or by Electronic Means), provided that, at the request of any Member, a secret vote by ballot will be required.

4.11 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means may vote electronically, provided that the Corporation has made available a system of voting that meets the following criteria:

- i. the identity of the Member can be authenticated;
- ii. the votes can be gathered in a manner that permits their subsequent verification; and
- iii. the tallied votes can be presented anonymously, in such a way as to be impossible to identify how each Member voted.

4.12 Absentee Voting by Members

Absentee voting by Members is not permitted.

4.13 Member Proposals

A Member, in advance of an annual general meeting, may submit, in accordance with the Act, a Proposal to the Corporation to be discussed at the annual general meeting and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

4.14 Notice of Proposal

If a Proposal is received by the Corporation from a Member in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 5. DIRECTORS

5.1 Powers and Duties of Directors

Subject to the Act, the Articles and the Bylaws, the Board shall manage or supervise the management of the activities, property and affairs of the Corporation, and may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the Bylaws or by the Act or otherwise lawfully directed or required to be exercised or done by the Members.

5.2 Composition of Board

The Board will be composed of no fewer than three (3) and no more than twelve (12) Directors which number may be set by Board Resolution from time to time

5.3 Invalidation of Acts

No act of the Corporation is invalid by reason only that the act is contrary to the Articles or the Act.

5.4 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

5.5 Qualifications of Directors

A Person is eligible to be a Director if he or she:

- i. is at least 18 years of age;
- ii. is a member of the Corporation;
- iii. has not been declared incapable by a court in Canada or elsewhere; and
- iv. is not an undischarged bankrupt.

5.6 Election and Term of Office

5.6.1 Subject to the Act, the Members shall, by Ordinary Resolution at each annual general meeting at which an election of Directors is required, elect Directors to hold office for a term of three (3) years or less and the maximum number of consecutive terms that may be served is two (2).

5.6.2 For purposes of calculating the duration of a Director's term of office, a Director will take office at the first meeting of the Board following the annual general meeting at which he or she is elected or acclaimed in accordance with subsection 5.6.1 or 5.7, and the term will be deemed to have expired on the earlier of the expiry of the Director's term or immediately prior to the commencement of the first meeting of the Board following the annual general meeting held in the last year of the Director's term.

5.7 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.8 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.9 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.10 Election of Less than Required Number of Directors

Notwithstanding subsections 5.1 to 5.9, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will fill the vacancy or vacancies, as the case may be.

5.11 Filling Vacancy Among Directors

Subject to the Act, and provided that section 5.10 is not applicable, the Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy shall hold office for a term expiring not later than the close of the next annual general meeting. The total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general meeting.

5.12 Removal of Director and Election of Replacement

5.12.1 The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting, and may at such meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

5.12.2 If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.11.

5.13 Ceasing to be a Director

A Person will cease to be a Director:

- i. upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- ii. upon ceasing to be qualified pursuant to sections 5.5;
- iii. upon his or her removal in accordance with subsection 5.12;
- iv. upon his or her death; or
- v. upon the expiry of his or her term of office.

5.14 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

5.15 Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation, provided however that the Board may not enter into any form of contract with a Director, other than in furtherance of the obligations or duties of such Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

5.16 Investment of Property and Standard of Care

5.16.1 The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

5.16.2 The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.16.3 The Directors may delegate to a qualified agent the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

5.17 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Corporation as it deems expedient, provided that no rule, policy or procedure is valid to the extent that it is contrary to a provision of the Act, the Articles or the Bylaws.

PART 6. PROCEEDINGS OF THE BOARD

6.1 Calling of Meetings

Meetings of the Board may be held at any time and place determined by the Board. The Chair, or in the absence or inability of the Chair, the Vice-Chair, may at any time call a meeting of the Board and will call a meeting of the Board on the request of any two (2) Directors.

6.2 Notice

Unless the Articles otherwise provide, notice of the time and place of the meeting of the Board must be sent to every Director not less than two (2) days before meeting is to be held. No formal notice will be necessary if all Directors were present at the preceding meeting at which the time and place of the meeting were determined or are present at the meeting, or give a prior written or verbal waiver to the secretary of the Corporation. Notice of an adjourned meeting of Directors need not be given if the time and place of the adjourned meeting is announced at the original meeting. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting unless the Act requires that purpose or business to be specified.

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.3 Quorum

Subject to the Articles, a quorum for a meeting of the Board will be a majority of the Directors currently in office.

6.4 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will absent themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

6.5 Chair of Meetings

The Chair, or in the absence or inability of the Chair, the Vice-Chair will, subject to a Board Resolution appointing another Person, preside at all meetings of the Board. If at any Board meeting the Chair, Vice-Chair and such alternate Person appointed by Board Resolution (if any) is not present within fifteen (15) minutes after the time appointed for the meeting, or unable or unwilling to chair that meeting, Directors present may choose one of their number to chair that meeting.

6.6 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by the Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.8 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

6.9 Procedure for Voting

Voting where all Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required. Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

6.10 Resolution in Writing

A Board Resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. COMMITTEES

7.1 Standing and Special Committees

The Board may, from time to time, create such standing and special committees as it deems necessary. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees.

7.3 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed Mutatis Mutandis by the rules set out in the Bylaws governing proceedings of the Board.

7.5 Resolution in Writing

A resolution in writing of any committee, signed by all committee members, is as valid and effectual as if it had been passed at a meeting of the committee duly called and constituted. Such resolution of a committee may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the committee and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

7.6 Dissolution of Committees

A committee may be dissolved by Board Resolution.

PART 8. DUTIES OF OFFICERS

8.1 Designation and Appointment

8.1.1 The officers of the Corporation shall be the Chair, Vice-Chair, President & CEO, secretary, and treasurer, and the Board may designate such other offices of the Corporation in the Board's sole discretion and specify their duties and, subject to the Act, delegate to them powers to manage the activities and affairs of the Corporation.

8.1.2 The Board may, by Board Resolution, remove any officers of the Corporation in its sole discretion from time to time.

8.1.3 A Director may be appointed to any office of the Corporation and all officers must be Directors, except for the President & CEO.

8.2 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.3 Powers and Duties

Every officer of the Corporation shall:

- i. perform all powers and duties incident to his or her respective office and such other powers and duties respectively as may from time to time be assigned to him or her by the Board;
- ii. in exercising his or her powers and discharging his or her duties, 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; and
- iii. comply with the Act, the Articles and the Bylaws.

8.4 Duties of Chair

The Chair must be a Director and will, when present, preside at all meetings of the Board and at all Meetings of Members. The Chair will have such other duties and powers as the Board may specify.

8.5 Duties of Vice Chair

If the Chair is absent or unable or refuses to act, the Vice Chair, if one is appointed, will, when present, preside at all meetings of the Board and at all Meetings of Members. The Vice-Chair must be a Director and will have such other duties and powers as the Board may specify. The Corporation may, at the discretion of the Board, create more than one Vice Chair positions.

8.6 Duties of President & CEO

The President & CEO, if one is appointed, will be the chief executive officer of the Corporation and will be responsible for implementing the strategic plans and policies of the Corporation. The President & CEO will, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President & CEO will be invited and entitled to attend at all meetings of the Board and at all Meetings of Members, except for any in camera meetings of the Board as may be determined by the Board from time to time.

8.7 Duties of Secretary

The secretary, if one is appointed, will be a Director. The secretary will attend and be secretary for all meetings of the Board. The secretary will have such other duties and powers as the Board may specify.

8.8 Duties of Treasurer

The treasurer, if one is appointed, will be a Director. The treasurer will have such powers and duties as the Board may specify.

8.9 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Corporation or the Board, the Directors present will appoint another person to act as secretary at that meeting.

8.10 Combination of Offices

Two or more offices may be held by one Director.

PART 9. EXECUTION OF INSTRUMENTS

9.1 No Seal

The Corporation will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- i. the Chair, together with the secretary or the treasurer; or
- ii. any two (2) Directors;

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10. BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation:

- 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 to secure performance of an obligation of any person; and
- 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 obligation of the Corporation.

PART 11. AUDITOR

11.1 Annual Financial Statements

11.1.1 The Board shall place before the Members at every annual general meeting, a copy of the annual financial statements, the report of the Public Accountant, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles and the Bylaws.

11.1.2 The Corporation is not required to send such documents to a Member who, in writing, declines to receive such documents.

11.2 Financial Year

The financial year of the Corporation will end on October 31st of each year. The financial year-end may be changed from time to time by Board resolution.

11.3 Auditors

A Public Accountant will be appointed each year at the annual general meeting of the Members of the Corporation.

11.4 Operating Reserve Fund

The Board may adopt policies and procedures for an operating reserve fund.

PART 12. NOTICE

12.1 Method of Giving Notice

Except as otherwise provided in the Act or the Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- i. by personal delivery; or
- ii. by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- iii. by telephone; or
- iv. where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

12.2 When Notice Deemed to have been Received

12.2.1 A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

12.2.2 In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

12.2.3 Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

12.3 Days to be Counted in Notice

12.3.1 If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 13. MISCELLANEOUS

13.1 Examination of Records

13.1.1 The documents and records of the Corporation, including those specified in subsection 14.1.2 and other accounting records and records containing the minutes of meetings of the Directors and any committee of Directors as well as resolutions adopted by the Directors or any committee of Directors, will be open to the examination of the Directors at reasonable times and the Corporation will, at the request of any Director, provide extracts or copies to that Director free of charge.

13.1.2 A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours:

- i. the Articles and the Bylaws, including any amendments thereto;
- ii. the minutes of all Meetings of Members and the minutes of any committees of Members;
- iii. the resolutions of Members and any committees of Members;
- iv. the debt obligation register, if any;
- v. the register of Directors;
- vi. the register of officers; and
- vii. in the case of a Member only, the register of Members, but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

13.1.3 A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

13.2 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in the Bylaws will apply Mutatis Mutandis to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

PART 14. INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and the Bylaws, the Corporation may indemnify and hold harmless every present or former Director or officer of the Corporation, or another Person who acts or acted at the Corporation's request as a director or an 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 in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation, or acting or having acted as such or in a similar capacity for another entity at the Corporation's request.

14.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- i. failed to act honestly and in good faith with a view to the best interests of the Corporation; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

14.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 15.3.

14.5 Purchase of Insurance

The Corporation may purchase and maintain insurance for the benefit of any Person referred to in section 15.1 against any liability incurred by such Person in his or her capacity as a Director or an officer of the Corporation, or in his or her capacity as a director, officer, or in a similar capacity of another entity, if such Person acts or acted in that capacity at the Corporation's request.

PART 15. BYLAWS

15.1 Entitlement of Members to copy of Articles and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her or it with, a copy of the Articles and Bylaws of the Corporation.

15.2 Enactment, Amendment and Repeal of Bylaws

Unless the Articles or Bylaws otherwise provide, the Board may, by Board Resolution, make, amend or repeal any Bylaws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in the Act and specified in section 16.4.1 that require a Special Resolution of the Members of the Corporation. If the Board makes, amends or repeals any Bylaws, the Board shall submit the bylaw, amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend that bylaw, amendment or repeal.

15.3 Effective Date

15.3.1 Subject to this Part 16, a bylaw, or an amendment or repeal of a bylaw, is effective from the date of the Board Resolution, and if it is confirmed or confirmed as amended by the Members at a Meeting of Members, it remains effective in the form in which it was confirmed. A bylaw or an amendment or repeal of a bylaw, ceases to have effect if it is not submitted by the Board to the Members of the Corporation as required under the Act or if it is rejected by the Members at a Meeting of Members. If a bylaw, or an amendment or repeal of a bylaw, ceases to have effect, a subsequent Board Resolution that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members of the Corporation.

15.4 Special Resolution Required

Notwithstanding the foregoing, a Special Resolution is required to make, amend or repeal any Bylaws or amend the Articles to:

- i. create a new class or group of Members; or
- ii. change the conditions for membership in the Corporation; or
- iii. change or remove any designation, rights or conditions of any class, category or group of Members; or
- iv. divide any existing class, category or group of Members into two or more classes categories or groups or fix the rights and conditions of such classes, categories or groups; or
- v. add, change or remove a provision respecting the transfer of membership; or
- vi. change the manner of giving notice to Members entitled to vote at a Meeting of Members; or
- vii. change the method of absentee or electronic voting by Members; or
- viii. add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

15.5 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within twelve (12) months of the date the Special Resolution authorizing the alteration was passed. The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

APPROVED by the Board on the 8th day of May 2018.

APPROVED by the Members on the _____ day of _____, 20____.