



By-laws

CANADIAN CHAMBER OF COMMERCE CHAMBRE DE COMMERCE DU CANADA

BACKGROUND

INCORPORATION

The Canadian Chamber of Commerce was incorporated under the *Companies Act* by letters patent issued by the Secretary of State of Canada on the 12th day of January 1929. Supplementary letters patent were issued by the Secretary of State of Canada on the 18th day of June 1948, on the 24th day of January 1958, on the 19th day of February 1971, on the 31st day of October 1973 and on the 22nd day of July 1997.

As of the 28th day of January, 2014, the Chamber was continued under and is currently governed by the *Canada Not-for-profit Corporations Act*.

THE CANADIAN CHAMBER OF COMMERCE

Founded in 1925, the Canadian Chamber of Commerce is the nation's largest and most influential business association. It is the only group that represents both small and large firms of every type from every region of Canada.

Through a unique network of community chambers and boards of trade, the Chamber has affiliate organizations in every federal constituency. In addition, its national membership is comprised of corporations, and trade and professional associations.

As Canada's premier business group, it is dedicated to the promotion and development of a strong and vital economy. The Chamber monitors federal issues, solicits the views of the Canadian business community and communicates them to policymakers in Ottawa. Resources are also allocated towards a variety of programs relating to economic education, trade development and international relations.

The Chamber's headquarters are located in Ottawa. It also operates an office in Toronto, Montreal, and Calgary.

BY-LAWS – OCTOBER 13, 2023

A by-law relating generally to the conduct of the affairs of the CANADIAN CHAMBER OF COMMERCE / CHAMBRE DE COMMERCE DU CANADA (the "**Corporation**").

BE IT ENACTED AND IT IS HEREBY ENACTED as the by-laws of the Corporation as follows:



INTERPRETATION

1. Definitions

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

- a. "**accredited delegate**" means, where a corporation, partnership, firm, joint venture, syndicate, association, trust, government, governmental agency and any other form of entity or organization is a Member, any individual duly authorized by such entity or organization to represent it at any meeting of Members and exercise at such meeting on behalf of such entity or organization all the powers it could exercise if it was an individual Member;
- b. "**Act**" means the *Canada Not-for-profit Corporations Act (Canada)*, as amended from time to time, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions;
- c. "**Atlantic Provinces**" means Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador, collectively;
- d. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e. "**Board**" means the board of directors of the Corporation;
- f. "**Business Day**" means any day in which banks are open for business in Toronto, Ontario and Montréal, Québec;
- g. "**by-law**" means any by-law of the Corporation from time to time in force and effect;
- h. "**Chair**" means the chairperson of the Board;
- i. "**director**" means a director of the Corporation that is elected or appointed to such office in accordance with this by-law;
- j. "**Ministry Director**" means the individual appointed by the Minister (as defined in the Act) pursuant to section 281 of the Act;
- k. "**Member**" means any person or entity accepted as a member of the Corporation in accordance with the conditions to membership set out in the articles, by-laws and any resolution of the directors or members, and whose



membership has not been terminated;

- l **“Nominating and Governance Committee”** means the nominating and governance committee established by the Board;
- m **“Northern Territories”** means Yukon, Northwest Territories and Nunavut, collectively;
- n **“President”** means the president and chief executive officer of the Corporation;
- o **“Recognized Region of Canada”** means any of: (i) Northern Territories; (ii) British Columbia; (iii) Alberta, Saskatchewan, and Manitoba; (iv) Ontario; (v) Québec; and (vi) the Atlantic Provinces;
- p **“Regulations”** means the *Canada Not-for-profit Corporations Regulations* as amended from time to time, and every regulation that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions;
- q **“Secretary”** means the person holding the office of corporate secretary of the Corporation or the person who performs functions for the Corporation which are identical or substantially similar to those typically performed by a corporate secretary of a body corporate;
- r **“Treasurer”** means the person holding the office of treasurer of the Corporation; or the person who performs functions for the Corporation which are identical or substantially similar to those typically performed by a treasurer of a body corporate;
- s **“Vice-Chair”** means the vice-chairperson of the Board.

2. **Interpretation**

All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act.

Words importing the singular number only shall include the plural and *vice versa*; words importing any gender shall include all individuals; words importing persons shall include partnerships, syndicates, trusts and any other legal or business entity.

The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. **Unanimous Member Agreements**



The provisions of this by-law are subject to the terms of any unanimous member agreement in respect of the Corporation in effect from time to time and, to the extent of any inconsistency between this by-law and any such unanimous member agreement, such unanimous member agreement shall prevail over this by-law.

4. Annual Financial Statements

The Corporation shall present copies of the annual financial statements, report of the Corporation's public accountant and any other documents referred to in subsection 172(1) of the Act to its Members at each Annual Meeting subject to any extension or exemption authorized by the Ministry Director or by a court of competent jurisdiction under the Act. The Corporation shall comply with the conditions set in such an extension or exemption.

Between twenty-one (21) and sixty (60) days prior to an Annual Meeting, or such other time as may be determined by the Ministry Director appointed under section 281 of the Act pursuant to such Ministry Director's authority under Section 173 of the Act, or by a court of competent jurisdiction under subsection 258 (i) of the Act, the Corporation shall deliver to all Members who have consented thereto and provided an electronic mail address to the Corporation such required documents under subsection 172(1) of the Act by electronic delivery to the electronic mail address of each such Member as shown in the records of the Corporation. The Corporation shall, with respect to Members who have not consented to electronic delivery, publish a notice to such Members within the above period stating that such required documents under subsection 172(1) of the Act are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

If required by the Act, the Corporation shall send a copy of such required documents under subsection 172(1) to the Ministry Director appointed under section 281 of the Act twenty- one (21) days prior to an Annual Meeting.

REGISTERED OFFICE

5. The head office of the Corporation shall be located in the city of Ottawa in the province of Ontario.
6. The Corporation may from time to time (i) by resolution of the directors change the place and address of the registered office of the Corporation within the province in Canada specified in its articles, and (ii) by an amendment to its articles, change the province in Canada in which its registered office is situated.

SEAL

7. The Corporation may, but need not, have a corporate seal. If the Corporation has a corporate seal, it shall remain in the custody of the President. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is



not affixed thereto.

MEMBERSHIP

8. Membership Classes and Conditions

Subject to the articles, the Corporation's Members shall be divided into five classes:

- a Organizational Members, which shall be geographically-based chambers of commerce and boards of trade whose membership is broadly-based and not restricted to a specific type or types of organization(s). This category does not include organizations based on sector, ethnicity, gender or other similar themes;
- b Corporate Members, which shall be corporations, firms and partnerships associated with the business and professional life of Canada;
- c Associate Members, which shall be business, trade and professional organizations that do not represent a defined geographic area and whose membership is not broad-based and is restricted to a specific type or types of organization(s);
- d Individual Members, who shall be individuals associated with the business and professional life of Canada; and
- e International Members, which shall be organizations whose purpose is to promote trade and economic relations between Canada and other countries.

9. Application for Membership

Membership in the Corporation shall consist of such persons who apply by presentation of a signed application, who agree to abide by the provisions of the Act, the articles and any by-law, who are the type of persons or entities who qualify for the class of membership being applied for set out in Section 8 of this by-law, and who are subsequently admitted as members of such class by resolution of the Board in its discretion or in such other manner as may be determined by the Board.

10. Rights of Members

All Members in good standing shall be entitled to receive the regular publications of the Corporation, avail themselves of the Corporation's secretariat and attend Annual Meetings. Subject to the rules thereof set by the Chair or the directors in their discretion, all Individual Members in good standing and accredited delegates of Organization, Corporation and Associate Members in good standing have the privileges of the floor to take part in discussions at Annual Meetings.

Only Organizational Members in good standing have the right to vote, to introduce



motions or to second motions at any meeting of Members, and such activities may only be performed by such Organizational Member's accredited delegate or by a proxyholder appointed to attend and act at a specific meeting of Members, as further specified at Section 23 hereof.

11. Resignation

Any Member may resign from any class of membership in the Corporation upon notice in writing thereof received by the President. A resignation shall be effective from the date of receipt by the Corporation or on the date specified in the notice, whichever is later.

12. Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- a in the case of a Member that is a corporation or other entity, upon the dissolution of the Member;
- b when the Member's term of membership (if any) expires;
- c when the Member ceases to qualify for the class of membership of which it is a part;
- d upon a Member's resignation becoming effective in accordance with Section 11 of this by-law;
- e upon a vote of the Board to terminate any Member's membership, as further set out in Section 13;
- f if the Member has not paid their annual dues by the final due date for same set by the Board; or
- g the Corporation is liquidated or dissolved.

Upon termination in accordance with sub-section (e) above, any dues paid for the current year shall be refunded on a *pro rata* basis.

13. Discipline, Suspension or Termination of Members.

The Board shall have authority to discipline, suspend or terminate the membership of any Member for any one or more of the following grounds:

- a violating any provision of the articles, By-Laws, or written policies of the Corporation;
- b carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;



- c for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, an officer designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to 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 Board, 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 any further right of appeal.

14. Membership Dues

The membership dues of all Members shall be determined by the Board.

The membership dues of Organizational Members shall be payable on admission to membership and thereafter annually on the first day of each calendar year. The membership dues of all Corporation, Associate, Individual and International Members shall be payable on admission to membership and thereafter annually on the anniversary date of admission to membership or on such day in each calendar year as may be determined by the Board.

MEMBERS' MEETINGS

15. Calling Meetings

The directors of the Corporation:

- a shall call an annual general meeting of Members not later than 18 months after the Corporation comes into existence, and shall subsequently call meetings not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year subject to any extension authorized by the Director or a court of competent jurisdiction under the Act (each meeting, an "**Annual Meeting**");
- b may at any time call a special meeting of Members (each such meeting, a "**Special Meeting**"); and
- c shall call a Special Meeting on written requisition of not less than five percent (5%) of the Organizational Members, for the purposes stated in the requisition and to transact such business as is stated in the requisition, if such requisition



complies with the Act.

16. Business Transacted at Meetings

All business transacted at a Special Meeting and all business transacted at an Annual Meeting, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business. If any special business is to be transacted at any Annual Meeting or Special Meeting, the notice of such meeting shall include the information required in Section 20.

The Board shall determine what subjects or questions should be considered and acted upon by the Chamber, and shall determine the agenda to be submitted to each Annual or Special Meeting.

An Organizational Member may submit a proposal to the Corporation, to the attention of the President, to discuss any matter it wishes at an Annual Meeting, if consistent with the requirements of the Act. The Corporation shall then either: (a) only if a proposal is received by the President no later than ninety (90) days, but no earlier than one-hundred and fifty (150) days, prior to the anniversary date of the previous Annual Meeting, include the proposal in the required notice of meeting where permitted by the Act, including if so requested by such Organizational Member a statement of support of the proposal consistent with the Act and the name and address of such Organizational Member, or (b) refuse to include the proposal in such required notice of meeting where permitted by the Act, and if so, within twenty-one (21) days of receiving the proposal, notify in writing the Organizational Member submitting the proposal of its intention to omit the proposal and the reasons for such omission.

17. Time and Place of Meetings

Each Annual Meeting shall be held at such time and place decided upon at a preceding annual Meeting or as determined by the Board at a date no later than fifteen (15) months after the last Annual Meeting.

Any special meeting of Members of the Corporation shall be held at such time and place as determined by the directors, from time to time in their discretion.

18. Electronic Participation

Participation by Electronic Means at Members' Meetings. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic,



electronic or other communication facility that the Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means. If the directors or Members of the Corporation call a meeting of Members pursuant to the Act, those directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

19. Record Dates for Member Meetings

Subject to section 161 of the Act, the directors may fix in advance a date as the record date for the purpose of:

- a determining the Members entitled to receive notice of a meeting of Members and/or entitled to vote at a meeting of Members, but such record date shall not precede by more than sixty (60) days or by less than twenty-one (21) days the date on which the meeting is to be held;
- b determining the Members entitled to participate in a liquidation distribution or for any other purposes which record date shall be the close of business on the day on which the directors pass the resolution relating to the record date; provided that such record date may not precede the date on which the action is to be taken by more than sixty (60) days.

If no record date is fixed by the directors, the record date for the determination of the Members entitled to receive notice of a meeting of the Members shall be:

- a at the close of business on the day immediately preceding the day on which the notice is given; or
- b if no notice is given, the day on which the meeting is held.

20. Notice

A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and (ii) the text of any resolution to be submitted to the meeting, shall be sent to each Member entitled to vote at the meeting, to each director of the Corporation and to the public accountant (if any) of the Corporation. Such notice shall be executed by any of the Chair, the Vice-Chair or the President.

Such notice shall be personally delivered or sent by prepaid mail or courier not less than twenty-one (21) days and not more than sixty (60) days, or sent by telephonic, electronic or other communication facility not less than twenty-one (21) days and not more than thirty-five (35) days, (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting, or as may be prescribed in the Act, and shall be addressed to the latest address of each such person as shown in the



records of the Corporation, or if no address is shown therein, then to the last address of each such person known to the Secretary.

Notwithstanding the foregoing, a meeting of Members may be held for any purpose at any date and time and, subject to subsection 159(2) of the Act, at any place without notice if all the Members and other persons entitled to notice of such meeting are present in person or represented by proxy at the meeting (except where a Member or such other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the Members and other persons entitled to notice of such meeting and not present in person nor represented by proxy thereat waive notice of the meeting. Notice of any meeting of Members or the time for the giving of any such notice or any irregularity in any such meeting or in the notice thereof may be waived in any manner by any Member, the duly appointed proxy of any Member, any director or the public accountant of the Corporation and any other person entitled to attend a meeting of Members, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

The public accountant (if any) of the Corporation is entitled to receive notice of every meeting of Members of the Corporation and, at the expense of the Corporation, to attend and be heard thereat on matters relating to the public accountant's duties.

21. Chair

The Chair shall when present preside at all meetings of Members. In the absence of the Chair, the Vice-Chair shall act as chair. If none of such officers is present at a meeting of Members, the Organizational Members present shall choose the President or a director as chair of the meeting and if neither the President nor a director is present or if they all decline to take the chair then the Organizational Members present shall choose one of their number to be chair.

22. Votes

Unless otherwise provided in this by-law, or the Act, no motion or amendment shall be carried at any meeting of Members unless it receives at least two-thirds (2/3) of the votes cast. No Member shall be entitled in person or by proxy to vote at meetings of Members if such Member is in default in the payment of membership fees or dues.

23. Proxies

Any Member with a right to vote at a meeting of Members, may by means of a proxy appoint a proxyholder or proxyholders and one or more alternate proxyholders, who shall be an accredited delegate of another Member with a right to vote at such meeting and on such issue, to attend and act at such meeting of the Members in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. No individual shall be authorized, whether by accreditation or proxy, to represent more than two (2) Members with a right to vote at such meeting and on such issue.

A form of proxy shall be a written or printed form that complies with the Act. A form of proxy becomes a proxy on completion by or on behalf of a Member and execution by



the Member or such Member's accredited delegate or attorney authorized in writing. Alternatively, a proxy may be an electronic document that satisfies the requirements of the Act. A proxy is valid only at the meeting in respect of which it is given or at any adjournment thereof.

The directors may specify in a notice calling a meeting of Members a time not exceeding 48 hours preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation or its agent (subject to the rights of Members to revoke proxies, as provided below). A Member may revoke a proxy either (i) by depositing an instrument in writing executed by the Member or by the Member's attorney authorized in writing at the registered office of the Corporation at any time up to and including the last Business Day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the meeting on the day of the meeting or an adjournment thereof, or (ii) in any other manner permitted by law.

24. Adjournment

The chair of the meeting may with the consent of the meeting adjourn any meeting of Members from time to time to a fixed time and place. If the meeting is adjourned for less than thirty-one (31) days, no notice of the time and place for the holding of the adjourned meeting need be given to any Member, 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 thirty-one (31) days or more, notice of the adjourned meeting shall be given as for an original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who form the quorum at the adjourned meeting need not be the same persons who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

25. Quorum

A quorum for any meeting of the Members of the Corporation shall be one accredited delegate from each of fifty (50) Organizational Members, the offices of which are collectively located in at least five (5) of the Recognized Regions of Canada. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

26. Resolutions in Writing

Subject to subsection 166(1) of the Act,



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

DIRECTORS

27. Number and Powers

The minimum and maximum number of directors is set out in the articles. The number of directors of the Corporation and the number of directors to be elected at the Annual Meeting may be such number as determined from time to time by resolution of the Members or, if the resolution empowers the directors to determine the number, by resolution of the directors.

If the Corporation is a soliciting corporation for the purposes of the Act, it shall have at least three directors, at least two of whom are not officers or employees of the Corporation or its affiliates.

The directors shall manage, or supervise the management of, the activities and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, the by-laws, a unanimous member agreement or by statute expressly directed or required to be done in some other manner.

28. Duties

Every director and officer of the Corporation in exercising their powers and discharging their duties shall:

- a act honestly and in good faith with a view to the best interests of the Corporation; and
- b exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall comply with the Act, the Corporation's articles, by-laws and any unanimous member agreement.

Every director of the Corporation shall verify the lawfulness of the articles and the purpose of the Corporation.

The Chair shall preside at all meetings of the Board and shall be an *ex-officio* member of all other committees. Subject to the direction of the Board, they shall



exercise such authority and perform such duties as the Board shall from time to time prescribe. The Vice-Chair generally shall assist the Chair and, in the absence of the Chair, the Vice-Chair shall preside at meetings and otherwise perform the duties of the Chair.

29. Nominations of Directors

- a In each year, the Board shall give instructions to the Nominating and Governance Committee in respect of the recruitment and selection of directors, which instructions shall include any updates or changes that may be required to the Board Skills Matrix. The Nominating and Governance Committee shall govern itself in accordance with the instructions of the Board and shall select nominees for director in accordance with the Board Skills Matrix.
- b The Nominating and Governance Committee shall deliver a slate of the names of its nominees for: the Chair, the Vice-Chair, the Treasurer and the appropriate number of other directors whose terms of office cease as of the next Annual Meeting, to the Chair by 11:00 a.m. on or before the fiftieth (50th) day preceding the date fixed for the Annual Meeting.
- c The Chair shall send the slate prepared by the Nominating and Governance Committee to the Organizational Members no later than thirty (30) days preceding the date fixed for the Annual Meeting.
- d Any Organizational Member may nominate a slate of directors in the form of a proposal in advance of an Annual Meeting, if submitted within the prescribed time and in accordance with the requirements for a proposal set out in the Act and if signed by not less than five percent (5%) of the Organizational Members entitled to vote at the meeting at which the proposal is to be presented.
- e A list of other nominated slates of directors shall be sent concurrently with the slate of directors referred to in paragraph (d) above to each of the Organizational Members; and
- f An Organizational Member may submit nominations for directors at an Annual Meeting, provided that any such nominations are submitted to the Corporation no earlier than ninety (90) days and no later than thirty (30) days before the date of the Annual Meeting.

30. Composition Requirements of the Director Nominees

A slate of nominees for director delivered by the Nominating and Governance Committee in respect of an Annual Meeting shall be proposed based on the Board Skills Matrix such that (i) the nominees for directors, and (ii) the continuing directors whose terms of office as director do not expire at the next Annual Meeting, collectively, consist of:



- a the Chair of the Board, the Vice-Chair of the Board and the Treasurer, each of whom shall be elected by the Organizational Members as a director and to the foregoing listed officer role; and
- b a maximum of twelve (12) additional directors but no less than three (3), each of whom shall be elected by the Organizational Members as a director.

In order to be eligible to serve as a director, an individual must be affiliated with a member in a manner acceptable to the Board and must provide their consent to electronic meetings of the Board as provided for in Section 44 of this by-law.

No person who is a paid employee of an Associate Member or any body of government (including any legislative, executive or judicial branch of any political subdivision of Canada and any service, agency or dependency thereof, but excluding a Crown corporation which is a Corporate Member) shall be permitted to serve as a director.

31. Election and Term of Directors

Each of the directors elected at an Annual Meeting shall have a fixed term, as follows:

- a the Chair of the Board shall serve a maximum term of two (2) years; and
- b all other directors shall serve a term of one (1) year.

No director shall serve more than six (6) consecutive years on the Board unless they are serving as the Chair, Vice-Chair or Treasurer, in which case any time spent in such role shall not be counted toward the total term of service permitted by this by-law. An individual shall only be entitled to serve a maximum of two (2) one (1) year terms as Vice-Chair and one (1) two (2) year term as Chair. An individual shall only be entitled to serve a maximum of four (4) one (1) year terms as Treasurer. This limit on the number of terms to be served by a Treasurer will be effective as of the Annual Meeting in 2023 but time served prior to that date will not be considered for the purpose of this limitation.

After serving six (6) consecutive years on the Board, a director shall not be eligible for re-election to the Board, until at least one (1) year has elapsed with such director not holding office. The six (6) consecutive year limit for directors applies to both new directors and directors in office at the time this By-Law is approved and, for further certainty, includes any service as a director prior to approval of this By-Law.

Whenever at any election of directors of the Corporation the minimum number of directors required by the articles is not elected by reason of the lack of consent, disqualification, incapacity or death of any candidates, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum, but such quorum of directors may not fill the resulting vacancy or vacancies.

An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected or appointed to hold office as a director unless:



- a. they were present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or
- b. they were not present at the meeting when the election or appointment took place and
 - i. they consented to hold office as a director in writing before the election or appointment or within ten (10) days after it, or
 - ii. they acted as a director pursuant to the election or appointment.

A director's term of office (subject to the provisions (if any) of the Corporation's articles and by-laws), unless such director was elected for an expressly stated term, shall be from the date of the meeting at which such director is elected or appointed until the close of the Annual Meeting next following such director's election or appointment or until such director's successor is elected or appointed.

32. Ceasing to Hold Office

A director ceases to hold office if such director:

- a. dies or sends to the Corporation a written resignation, with such resignation effective upon being received by the Corporation or at the time specified in the resignation, whichever is later;
- b. is deemed to have resigned in accordance with Section 34 below;
- c. is removed from office in accordance with section 130 of the Act;
- d. is no longer affiliated with a member and does not become affiliated with another member within six (6) months;
- e. withdraws their consent to electronic meetings of the Board;
- f. becomes bankrupt; or
- g. is declared incapable by a court in Canada or in another country.

33. Vacancies

Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the directors so long as a quorum of the number of directors remains in office. Subject to subsections 132(1) and (4) of the Act and to the provisions (if any) of the Corporation's articles, where there is a quorum of directors in office and a vacancy occurs, such quorum of directors may appoint a qualified person to fill such vacancy for the unexpired term of such appointee's predecessor.



34. Resignation and Removal of Directors

Subject to subsection 130(2) of the Act, the Organizational Members may by resolution at a Special Meeting remove any director before the expiration of such director's term of office and may, by at least two-thirds (2/3) of the votes cast at the meeting, and the Organizational Members may elect any person in such director's stead for the remainder of such director's term.

If a meeting of Members was called for the purpose of removing one or more directors from office as director(s), the director(s) so removed shall vacate office forthwith upon the passing of the resolution for such director's removal.

Any director who fails to attend the requisite number of meetings or otherwise fails to meet the attendance standards mandated by the governance policies of the Corporation, set by the Board from time to time, shall be deemed to have resigned, unless otherwise determined by majority vote of the other directors. A director may also be deemed to have resigned if they fail to adhere to the governance policies of the Corporation prescribed by the Board in effect from time to time, other than such policies referred to in the preceding sentence of this paragraph, and does not adhere to such policies within ten (10) days after written notification from the Board of such non-adherence.

35. Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.

36. Fund Raising

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

37. Agents and Employees

The directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the directors at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of the by-laws, be fixed by the directors by resolution.

38. Rules and Regulations

The directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in the by-laws as they may deem expedient.



39. Board Advisors

The President by virtue of their position, will be designated an official advisor to the Board and entitled to attend and speak at any meeting of the Board or meeting of any committee of the Board, but shall have no voting authority. The Board may from time to time designate any number of non-voting advisors and permit such individuals to attend meetings of the Board or meetings of any committee of the Board as the Board sees fit. For further certainty, the President shall not attend any portion of a meeting of the Board or any committee thereof if the subject of the President's employment, compensation or review of the foregoing is to be discussed during that portion of the meeting. Further, nothing herein precludes the Board from meeting in camera without the President in attendance at its discretion.

MEETINGS OF DIRECTORS

40. Place of Meetings

Meetings of directors and of any committee of directors may be held at any place, except that during each six (6) year period, a meeting of directors shall be held in each of the Recognized Regions of Canada.

41. Calling Meetings

A meeting of directors may be convened by the Chair, the President or by written request of any four (4) directors at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

There shall be at least four (4) meetings of directors in each calendar year.

42. Notice

Notice of the time and place for the holding of any such meeting shall be sent to each director not less than fourteen (14) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of the directors or of any committee of directors may be held at anytime without formal notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors have waived notice. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

For the first meeting of directors to be held following the election of directors at a meeting of Members or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

43. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or any irregularity in



any meeting or in the notice thereof may be waived in any manner by any director, and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

44. Electronic Participation

Where a majority of the directors of the Corporation present at a meeting of directors or of any committee of directors consent thereto, a director may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in a meeting by such means shall be deemed for the purposes of the Act and the by-laws to be present at that meeting. The director shall be required to provide the Secretary a personal phone number or e-mail address and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such director.

If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

A director participating in a by electronic means shall be deemed to be present at the meeting and shall be entitled to vote as though they were in attendance in person, either by a show of hands or by using such electronic technology as the Corporation makes available.

45. Quorum and Voting

A majority of the directors then in office shall constitute a quorum at meetings of directors. Subject to subsections 132(1) and 140(1) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum is present. Questions arising at any meeting of directors, including the passage of a resolution, shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the chair's original vote as a director, and the issue being voted on shall not pass.

46. Adjournment

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chair of such meeting, with the consent of the meeting, to a fixed time and place. No notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who form the quorum at the adjourned meeting need not be the same



directors who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

47. Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Such resolution may be signed in counterparts.

48. General

Subject to Section 39 of these by-laws, the Board may admit to the deliberations at a meeting of directors or committee of directors any person, but such person may only speak upon the invitation of the Chair. Only directors may vote or introduce or second motions at a meeting of directors.

The Chair shall when present preside as chairperson at all Board meetings. In the absence of the Chair, the Vice Chair shall act as chairperson of the meeting. If no such officer is present at any meeting of directors, the directors present shall choose one of their number to be chair of the meeting.

REFERENDA

49. Referenda

The Board may submit, at its discretion, any policy question by referendum to the Organizational Members. This shall be done by sending the referendum proposal, together with adequate information and a ballot, to all Organizational Members. The length of the voting period shall be neither more than sixty (60) days nor less than thirty (30) days from the sending of the referendum proposal by the Board. In case of urgency, any policy matter may be submitted and voted upon by electronic means or courier, in which event a period of five (5) Business Days shall be given for voting by Organizational Members.

Unless otherwise provided in the by-laws, approval of a proposed policy requires that two-thirds (2/3) of the votes cast must be in favour of each proposed policy. Any policy, so approved, shall be considered as adopted, and shall be effective as if passed at an Annual Meeting.

COMMITTEES OF DIRECTORS

50. General

The Board has the following three (3) standing committees: The Finance and Audit Committee, the Nominating and Governance Committee and the HR and Compensation Committee (the “**Standing Committees**”).



In addition, the directors may from time to time appoint from their number one or more committees of directors. The directors may delegate to each such committee any of the powers of the directors, except that no such committee or Standing Committee shall have the authority to:

- a submit to the Members any question or matter requiring the approval of the Members;
- b fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- c issue debt obligations except as authorized by the directors;
- d approve any financial statements to be placed before the Members of the Corporation;
- e adopt, amend or repeal by-laws of the Corporation; or
- f establish contributions to be made or dues to be paid by Members as provided in the Act.

A majority of the directors appointed to any committee of directors, including the President who for the sole purpose of determining quorum at a meeting of a committee of directors shall be treated as a director and a member of such committee, shall constitute a quorum at a meeting of such committee. Subject to the by-laws, the Board shall annually appoint the chair of each committee. Each matter before a committee of directors, unless otherwise specified in the by-laws, shall be decided by a majority of the votes cast on the matter.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

51. General

No director of the Corporation may receive remuneration for acting in the capacity of a director of the Corporation.

The directors may fix the reasonable remuneration of the officers and employees of the Corporation. A director, officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The 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 directors may prescribe.



INDEMNITIES TO DIRECTORS AND OTHERS

- 52.** Subject to the provisions hereof and subsections 151(3) and (4) of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

The Corporation may not indemnify an individual pursuant hereto unless the individual:

- a acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

The Corporation shall maintain sufficient liability insurance for this purpose.

OFFICERS

53. Appointment of Officers

The Organizational Members shall elect the Chair, Vice-Chair and Treasurer pursuant to Section 30 of this By-Law; however, the Board shall be entitled to fill any vacancy in such offices that occur between meetings of the Members.

The Board may elect the individual who most recently served as Chair to the office of Past-Chair, for a maximum term of two (2) years. If so elected, the Past-Chair will not be entitled to vote at meetings of the Board but shall serve as an advisor to the Board and have such duties as specified by the Board.

In addition, the directors may annually or as often as may be required appoint such officers as they shall deem necessary, who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors, delegated by the directors or by other officers or properly incidental to their offices or other duties, provided that no officer shall be delegated the power to do anything referred to in Section 50 above.



The officers of the Corporation shall be the following, where the offices are filled: the Chair, the Vice-Chair, the Secretary, the Treasurer, the President, the Past-Chair and any other officer to whom authority has been delegated by the Board.

No officer (except the Chair and the Vice-Chair) need be a director of the Corporation. A director may be appointed to any office of the Corporation. Two or more of such offices may be held by the same person.

54. Removal of Officers

All officers shall be subject to removal by resolution of the directors at any time, with or without cause. The directors may appoint a person to an office to replace an officer who has been removed or who has ceased to be an officer for any other reason.

55. Duties of Officers

Certain duties specific to the Chair and the Vice-Chair are set out in this By-Law.

The Treasurer shall be the custodian of the funds of the Corporation.

The Treasurer shall cause to be deposited with a chartered bank selected by the Board all moneys received. No moneys shall be withdrawn therefrom without the signature of the Treasurer, or other person(s) designated to perform this duty by the Board. The Treasurer shall report annually to the Corporation on its financial standing and perform such other duties as are usual for this office or as may be directed by the Board.

The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep the minutes of all meetings of the Members and of the Board in a book or books to be kept for that purpose. The Secretary shall be responsible for the keeping and filing of all books, reports and other documents required by law to be kept and filed by the Corporation and not required to be kept by some other officer or agent of the Corporation.

The President shall be appointed by the Board and shall have the functions and responsibilities delegated to him/her by the Board, as described in the governance documents approved by the Board, as may be amended from time to time. These officers shall sign and certify all documents and make all declarations required by law, and shall perform such other duties as are usual for such officers or as may be directed by the Board.

56. Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties respectively as may from time to time be assigned to them by the director.



NOTICES, ETC.

57. Service

Any notice or other document required to be given or sent by the Corporation to any Member or director or the public accountant of the Corporation shall be delivered personally or sent by prepaid mail, courier or by fax, electronic mail or other electronic means capable of producing a written copy addressed to:

- a such Member at such Member's latest address as shown on the records of the Corporation;
- b such director at such director's latest address as shown in the records of the Corporation or in the last notice filed under section 128 or 134 of the Act; and
- c the public accountant of the Corporation at the public accountant's latest address known to the Corporation.

With respect to every notice or other document sent by prepaid mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a post office letter box.

58. Delivery of Documents

For the purposes of the by-laws, any document or notice may be sent to the Members or the directors by electronic means, such as electronic mail or facsimile or by mail or courier in such a manner as to permit the Members or the directors to communicate adequately.

59. Members Who Cannot be Found

If the Corporation sends a notice or document to a Member and the notice or document is returned on two consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until the Member informs the Corporation in writing of the member's new address.

60. Signatures to Notices

The signature of any director or officer of the Corporation to any notice may be written, printed or otherwise mechanically reproduced.

61. Computation of Time

Where notice is required to be given under any provisions of the articles or by-laws of the Corporation, or any time period or time limit for the doing of any other act is prescribed by the articles or by-laws, the notice period or such other time period or time limit shall be determined in accordance with sections 26 to 30, inclusive, of the *Interpretation Act* (Canada), R.S.C. 1985, c. I-21, unless otherwise expressly provided



in the articles or the by-laws.

62. Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or service or other communication of any notice or other documents to any Member, director, officer or public accountant or as to the publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, director, officer or public accountant of the Corporation, as the case may be.

63. Omission of Notice

The accidental error or omission to give notice of any meeting of the Members or the Board or any such adjourned meeting to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any meeting of Members. Any Member or director may also at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

BORROWING, BANKING, CHEQUES, DRAFTS, NOTES, ETC.

64. Borrowing Authority

Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors of a corporation may, without authorization of the Members:

- a borrow money on the credit of the Corporation;
- b issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, delegate the powers referred to above in this Section 64 to a director, a committee of directors or an officer.

65. Banking

The directors are hereby authorized from time to time, by resolution duly passed by the Board, to:

- a appoint any banks, banking institutions or trust companies in Canada, the United States of America or elsewhere, as bankers to the Corporation;
- b borrow money and obtain advances upon the credit of the Corporation from the banks, banking institutions or trust companies so appointed at such times, in such amount, in such manner, to such extent and on such terms as they



deem proper, either by discounting or causing to be discounted by the said banks, banking institutions or trust companies any or all of the Corporation's real or personal property, and to give such security thereon to any bank to which the provisions of the *Bank Act* (Canada) apply as may be taken by a bank under the provisions of the *Bank Act* (Canada) or any personal property security legislation in Canada (the "**Security Laws**"), and to renew, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security under the Security Laws any indebtedness contracted or to be contracted by the Corporation to any bank to which the provisions of the *Bank Act* (Canada) apply;

- c authorize from time to time such director(s), officer(s), clerk, cashier, or other employee of the Corporation, or such other person, whether connected with or employed by the Corporation or otherwise, as the directors by such resolutions appoint, to sign, accept, draw, endorse and execute on behalf and in the name of the Corporation, all such documents, agreements, cheques, promissory notes, bills of exchange, acceptances and other negotiable or transferable instruments, pledges, assignments, promises to give securities under the Security Laws, promises to give warehouse receipts or bills of lading, or both and any other documents or instrument that may become necessary or desirable in connection with the Corporation's banking business, and the same and all renewals thereof so signed shall be binding upon the Corporation, and to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to modify such arrangements, terms and conditions and to give additional securities for any moneys borrowed or remaining due by the Corporation, and generally to manage, transact and settle the banking business of the Corporation; and
- d delegate to such person(s), as the directors may in such resolution designate, all or any of the powers hereby conferred upon the directors.

66. Cheques. Drafts. Notes. etc.

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the directors, or such officer or officers as may be delegated authority by the directors to determine such matters, may from time to time designate.

EXECUTION OF CONTRACTS, ETC.

- 67.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by such directors and/or officers of the Corporation as the directors may from time to time determine by resolution and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of



the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal, if any, of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

In particular, without limiting the generality of the foregoing, any one of the directors or officers, if so authorized by the Board, is authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.

The signature or signatures of any officer or director of the Corporation and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the director may, if authorized by a resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or debt obligation certificate of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or debt obligation certificates of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the director, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of delivery or issue of such contracts, documents or instruments in writing or debt obligation certificates of the Corporation.

PUBLIC ACCOUNTANT

- 68.** The Organizational Members shall, at each annual meeting of the Members, appoint a public accountant of the Corporation to hold office until the next annual meeting of Members provided that the directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the director. The public accountant shall be independent pursuant to section 180 of the Act.



FINANCIAL YEAR

- 69.** The financial year of the Corporation shall end the thirty-first (31st) day of December each year, or on such day in each year as the Board may from time to time by resolution determine.

BY-LAW AMENDMENTS

- 70.** The Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a by-law amendment that requires a special resolution of the members (as such term is defined in the Act) according to subsections 197(1) (fundamental change) or 199 of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

APPROVED by the Board of the Corporation on May 18, 2023.

APPROVED by the Organizational Members of the Corporation on June 28, 2023 with the changes effective October 13, 2023.