

BY-LAW No. 2

CANADIAN SNOWBOARD FEDERATION/ FEDERATION DE SURF DES NEIGES DU CANADA (the "Corporation") as continued under the *Canada Not-for-Profit Corporations Act*.

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

Section 1 - General

1.1 Definitions

In this by-law and all other by-laws 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 pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the Board of Directors of the Corporation;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "director" means an individual elected or appointed to serve on the board;
- f. "good standing" means a member of the Corporation who has paid all required membership dues or debts to the Corporation and has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed as per the Corporation's discipline policies;
- g. "meeting of members" includes an annual general meeting of members (AGM) or a special meeting of members; "special meeting of members" includes a meeting of all members entitled to vote at an annual meeting of members;
- h. "officer" means an individual elected or appointed to serve as an officer of the Corporation pursuant to this by-law;
- i. "ordinary resolution" means a resolution passed by a simple majority of the votes, more than 50%, cast on that resolution;
- j. "Principal" means the chairperson of the board of a member organization;
- k. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- l. "Registered Participants" includes athletes, volunteers, coaches, judges and officials;
- m. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- n. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.3 Language

This by-law has been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time- to-time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year End

The financial year end of the Corporation shall be determined by the board.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time-to-time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time-to-time designate, direct or authorize.

1.7 Annual Financial Statements

Twenty-one (21) days prior to the annual general meeting, the Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.8 Public Accountant and Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act. The public accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

Section 2 – Membership

2.1 Membership Conditions

Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to associations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Notwithstanding the foregoing, each membership shall be limited to one (1) association in each province or territory of Canada that is the governing body of the sport of snowboarding in that province or territory and provided the Association:

- a. Is recognized as the provincial or territorial sports organization by the applicable Provincial or Territorial government;

- b. Ensures that its Provincial or Territorial members, clubs or participants register with the Corporation and are Registered Participants; and
- c. Agrees to abide by the Corporation's by-laws, policies, procedures, rules and regulations.

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

2.2 Membership Transferability

Any interest arising out of membership in the Corporation is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Calling a Members Meeting

The board, upon ordinary resolution, may convene a special meeting of members, and shall convene, a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 3 – Membership Term, Dues, Termination and Discipline

3.1 Membership Term

Membership shall be accorded on an annual basis, subject to renewal in accordance with the by-laws and policies of the Corporation.

3.2 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.3 Termination of Membership

A membership in the Corporation is terminated when:

- a. in the case of a member that is a corporation, a society, an association, or such other incorporated body, when such entity is dissolved;
- b. a member fails to maintain any qualifications for membership described in section 2.1 of this by-law;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation becomes effective on the date specified in the resignation. The member will be

- responsible for all fees payable until the actual withdrawal becomes effective;
- d. By ordinary resolution of the board or of the members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination. The Board's decision shall be final and binding on the member, without any further right of appeal;
 - e. the member is expelled in accordance with the Articles, by-laws or approved policy;
 - f. the member's term of membership expires unless renewed in accordance with these bylaws; or
 - g. the Corporation is liquidated or dissolved under the Act.

3.4 Effect of Termination of Membership

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

Section 4 – Meetings of Members

4.1 Place of Members Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place, date and time within Canada as determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.2 Annual General Meeting

The annual general meeting will be held within fifteen (15) months of the last annual general meeting and not later than six (6) months after the end of the Corporation's preceding financial year. The annual general meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.3 Entitled to Be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.4 Chair of the Meeting

In the event that the chairperson of the board and the vice-chairperson of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.5 Quorum

A quorum at any meeting of the members, unless a greater number of members are required to be present by the Act, shall be a simple majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.6 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Act or the by-laws, the simple majority of votes cast will carry a motion. Ballots will be determined by a show of hands, orally, or electronic ballot

unless a ballot is requested by a voting member.

4.7 Participation by Electronic Means

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.

4.8 Members Meeting Held Electronically

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.

4.9 Appointment of Member Voting Representatives

Each Member in good standing shall designate in writing, inclusive of electronic notice, to the Corporation, one representative to act on behalf of the member, seven (7) days prior to the meeting of members. If the member fails to notify the Corporation of their designated representative, then the Principal will be considered the member's voting representative. A representative or Principal, as the case may be, must be eighteen (18) years of age and older.

A representative of the Member, or the Principal as the case may be, must be present during the meeting of the members in order to cast a vote and may cast such number of votes as set out in [Section 4.10](#) of the by-laws on behalf of the respective member.

4.10 Vote Allocation at Meetings of Members

Each Member is allocated a minimum of two (2) votes plus any additional votes based on the number of paid registered participants of the Member and disclosed to the Corporation as of the end of the previous fiscal year, or in the case of a special members meeting, the number of members/participants disclosed to the Corporation as of the date of notice of the special meeting. Additional votes shall be allocated as follows:

- a. From 26-100 registered participants = one (1) extra vote;
- b. 101-250 registered participants = two (2) extra votes;
- c. 251-500 registered participants = three (3) extra votes; or
- d. Over 500 registered participants = four (4) extra votes.

Notwithstanding the foregoing, no one member may carry more than 40% of votes eligible to be cast at any meeting of the members.

Section 5 – Directors

5.1 Number of Directors

The board of the Corporation shall have a minimum of eight (8) directors and a maximum of ten (10) directors including elected directors, appointed directors and national team representative as an athlete director, in accordance with section 5.6. The board shall be comprised of the fixed number of directors as determined from time-to-time by the members by ordinary resolution.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Articles of the Corporation to change the number of directors.

5.2 Director Eligibility

Any individual, who is eighteen (18) years of age or older; has not been declared incapable by a court in Canada or in another country; does not have the status of bankrupt; has fulfilled the requirements of the *Income Tax Act* in relation to serving as a director with a registered charity; is not a Principal of a member of the Corporation; and is not a current employee or contractor in any position with the Corporation; may be nominated for election as a Director.

5.3 Composition of the Board

The nomination of a candidate for election as a director is valid only if the nominee is qualified in accordance with section 5.2. The Nominations Committee, as defined in section 5.4, will make commercially reasonable efforts to identify potential directors who will best represent the collective interests of the Corporation's members and Registered Participants.

5.4 Nominations Committee

There is hereby constituted a nominations committee (the "Nominations Committee") which shall be governed and have such powers as the Directors deem appropriate. At least six months before each annual general meeting, the Board of Directors is responsible to appoint the Nominations Committee.

5.5 Nominations to the Board

The Nominations Committee will implement the process to identify potential directors which shall include providing members an opportunity to bring forward candidates for consideration. The Nominations Committee will be responsible to solicit nominations of individuals who meet the eligibility requirements defined in section 5.2 and in consideration of the Corporation's needs.

A terms of reference (TOR) for the Nominations Committee will be reviewed and approved by the board on an annual basis. At a minimum, those terms of reference will include or address:

- a. a communication and recruitment process for nominating parties and nominees;
- b. process for incumbents eligible for re-election to notify the Corporation of their intent to stand;
- c. utilization of a competencies based skill matrix of board members to aid in recruitment and evaluation of nominees based on the Corporation's needs;
- d. detail of the mechanics of the actual election process including potential tie votes;
- e. validation of a nomination including vetting and written consent of the nominee;
- f. approval by the Corporation's board of a recommended list of candidates and a second list of other qualified candidates who meet the election criteria at least 45 days prior to the AGM;
- g. communication of the Board's recommended slate of nominees and second list of qualified candidates to the members at least 30 days prior to the AGM allowing for further opportunity for members to nominate candidates for the qualified candidates list; and
- h. producing a nominations report for circulation to all voting members at least seven (7) days prior to the AGM where directors will be elected.

Nominations from the floor for the election of directors will not be permitted.

5.6 Election and Term of Directors

The election of directors will take place at each annual general meeting of the members where a simple majority of votes will determine who is elected as directors. Individuals whose nominations are unopposed shall be declared elected by acclamation.

The board of directors must include at least one (1) Athlete director (National team representative) nominated by the Athletes' Council as per the Corporation's policies and Athletes' Council terms of reference approved by the Board. The name of the nominated Athlete Director shall be included in the notice of the annual general meeting whenever the Athlete Director position is due for election, and such nominee may be elected by the Members as a director.

Elected Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. Directors will serve a maximum of three (3) consecutive terms or 9 consecutive years.

As much as possible, the directors shall be elected and shall retire in rotation as determined by the members when the directors are elected. As such, at the first meeting of members after the adoption of this by-law, the members shall determine which of the directors elected by the members will be elected at for an initial period of one, two or three years. All directors will be elected to terms of three-years at the anniversary of their election and at subsequent elections of directors thereafter. At least one-third (1/3) of the directors will be elected at a meeting of members for the purpose of electing directors.

5.7 Additional Directors

The board may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one third (1/3) of the number of directors elected at the previous annual meeting of members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the appointment as a director.

5.8 Removal, Resignation and Suspension of Directors

A Director ceases to hold office when:

- a. the director dies;
- b. resigns;
- c. is removed in accordance with section 130 of the Act; or
- d. becomes disqualified under section 126 of the Act.

A director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline or by two-thirds (2/3) vote of the board at a board meeting, provided the director has been given notice of and the opportunity to be heard at such meeting.

5.9 Filling a Vacancy on the Board

A quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the Articles or a failure to elect the number or minimum number of directors provided for in the Articles.

The term of office of a director appointed by the Directors under Section 5.9 shall expire at the next annual meeting.

Pursuant to subsection 132(2) (Calling Meeting) of the Act, if there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors provided for in the Articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

Section 6 – Meetings of the Board of Directors

6.1 Calling a Meeting

Meetings of the board may be called by the chairperson, the vice-chairperson or by any two (2) directors at any time.

6.2 Notice of a Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8 of this by-law to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. The Chairperson, however, may convene a meeting of the board if she or he considers that a matter is of such urgency as to require such a meeting and notify every director of the Corporation with a minimum of 24 hours' notice. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Quorum

At any meeting of the Board, quorum will be a majority of the number of directors and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.5 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.6 Participation in Board Meetings

A director may, in accordance with the Regulations, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at that meeting.

6.7 Committees of the Board

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.8 Revocation of authority [

The directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these by-laws.

Section 7 – Officers

7.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide.

7.2 Description of Offices

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

- a. Chairperson - the chairperson of the board shall be a director. The chairperson of the board, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chairperson - the vice-chairperson of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chairperson shall have such other duties and powers as the board may specify.
- c. Treasurer – the treasurer will ensure proper accounting records as required by the *Act* are maintained. The treasurer shall have such other duties and powers as the board may specify.
- d. Secretary – the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.2 Term in Office

Officers of the Corporation shall be appointed annually at the first meeting of the board immediately following the Corporation's annual general meeting or no later than thirty (30) days following the annual general meeting.

7.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 – Notices

8.1 Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of Any Provisions of This Bylaw

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - Protection of Directors, Officers and Others

9.1 Limitation of Liability

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss

occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.2 Indemnity

(1) 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 Corporation with the Corporation or other entity.

(2) The Corporation may advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.2(1). The individual shall repay the monies if he or she does not fulfil the conditions of Section 9.2(3).

(3) The Corporation shall not indemnify an individual under Section 9.2(1) unless he or she:

- (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 he or she acted as a 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, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 9.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

9.3 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 9.2(1) as the Board may, from time to time, determine.

Section 10 – Conflict of Interest

In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

Section 11 – By-laws and Effective Date

Subject to the Articles, the board of directors 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 by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

11.1 Effective Date

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the 11th day of May, 2018 and confirmed by the members of the Corporation by special resolution on the 27th day of June, 2018.

Dated as of the 27th day of June, 2018.

Danny Buntain, Vice-chairperson, Board of Directors,
Chair of Governance Committee