

BY-LAW NO. 1

Being the General By-law of

THE ORGANIC COUNCIL OF ONTARIO

(Hereinafter referred to as the "Corporation")

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ARTICLE 1- INTERPRETATION

1.1 Definitions.

In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
- (c) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation;
- (d) "Members" shall mean those persons admitted to membership in the Corporation pursuant to Article 10. Members shall be voting as determined by the Membership Sector they are assigned to by the board of directors;
- (e) "Members Representative" means an employee of a member who is designated by the member to attend meetings and vote on behalf of the member if the member is assigned to a voting Membership Sector. A Members Representative may be an officer or director of the Corporation;
- (f) "Membership Sectors" means the classifications of the membership based on areas of the organic industry such member is engaged as determined by the board of directors; and,
- (g) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

1.2 Interpretation.

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) Words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and,
- (c) 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.

ARTICLE 2- HEAD OFFICE

2.1 Head Office.

The head office of the Corporation shall be located in the Province of Ontario.

ARTICLE 3- SEAL

3.1 Seal.

The Corporation may, but need not, have a corporate seal. Should the Corporation choose to have a corporate seal such corporate seal shall be adopted and may be changed by resolution of the directors.

ARTICLE 4- DIRECTORS

4.1 Duties and Number.

The affairs of the Corporation shall be managed by a board of directors. The number of directors on the board shall be a minimum of four (4) and a maximum of twelve (12) and the precise number of directors from time to time between the minimum and maximum noted above shall be determined by the voting members at an annual meeting of members.

4.2 Qualifications.

Every director shall be at least eighteen (18) years of age and shall be a voting member of the Corporation or a Member Representative.

4.3 Election and Term.

Directors shall be elected in the following manner:

- (a) One (1) director shall be elected by a vote of the members of each of the Membership Sectors which have voting rights;
- (b) Up to three (3) directors shall be appointed by the board of directors annually for members at large Membership Sector;
- (c) Remaining directors shall be elected by the voting members at the general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.
- (d) Subject to the provisions of this By-Law, all directors shall be eligible for re-election or re-appointment respectively.
- (e) Up to one third of the total number of directors elected at the last annual meeting may be appointed to hold office until the next annual meeting
- (f) Directors shall be elected for a term of two (2) years.

4.4 Vacancies.

The office of a director shall automatically be vacated:

- (a) If a director ceases to be a member or in the case the director is a Members Representative if he or she ceases to be an employee of the member or the member ceases to be a member of the Corporation;
- (b) If the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) If the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) If the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) If at a special meeting of members, a resolution is passed by a majority of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) If the director dies

4.5 Filling Vacancies.

- (a) A vacancy occurring in the board of directors may be filled for the remainder of the term by the Directors then in office;
- (b) If the vacancy is a Director elected by a Membership Sector, the replacement Director shall be a member of that sector;
- (c) If there is not a quorum of directors then in office, a remaining director shall forthwith call a meeting of the members to fill the vacancies, and, in default or if there are no directors then in office, the meeting may be called by any member; or,
- (d) At the option of the remaining directors, any vacancy may be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.
- (e) If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized directors, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.6 Executive Committee.

The board of directors may establish an executive committee comprised of such individuals as the board may from time to time determine. The executive committee shall exercise such powers as are authorized by the board of directors. Subject to the By-laws and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Any executive committee member may be removed by resolution of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

4.7 Nominating and Other Committees.

The board of directors may from time to time appoint a nominating committee and any other committee or committees, as it deems necessary or appropriate for such purposes and 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 members may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

4.8 Remuneration of Directors.

The directors shall serve as such without remuneration and a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

4.9 Place of Meeting.

Meetings of the board of directors may be held at any place within or outside Canada.

4.10 Notice.

A meeting of directors may be convened by the Chairperson of the board, the Vice-Chairperson of the board, or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Unless sent by mail, forty-eight (48) hours' notice of such meeting shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 15.1 of this By-law not less than fourteen (14) days before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute 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; provided further that meetings of directors may be held at any time without 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 of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

4.11 Error or Omission in Giving Notice.

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

4.12 Adjournment.

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given 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 formed a quorum at the original meeting are not required to form the quorum at the adjourned 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.

4.13 Regular Meetings.

The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings. There shall be a minimum of 4 (four) meetings per calendar year not less than 90 (ninety) days apart.

4.14 Quorum.

A majority of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

4.15 Voting.

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.16 Telephone Participation.

If all the directors of the corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

ARTICLE 5- POWERS OF DIRECTORS

5.1 Administer Affairs.

The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

5.2 Expenditures.

The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

5.3 Borrowing Power.

The board of directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) Limit or increase the amount to be borrowed;
- (c) Issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (e) Delegate the powers conferred on the directors under this paragraph to such, officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this by-law.

5.4 Fund Raising.

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

5.5 Agents and Employees.

The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

ARTICLE 6- OFFICERS

6.1 Appointment.

The board of directors may annually or more often as may be required, appoint a Chairperson of the board, a Vice-Chairperson of the board, a Secretary, and a Treasurer. A director may be appointed to any office of the Corporation but none of the said officers need be a director or member of the Corporation except that the Chairperson of the board and the Vice-Chairperson shall be directors of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

6.2 Vacancies.

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) The appointment of a successor;
- (c) That officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) The meeting at which the directors annually appoint the officers of the Corporation;
- (e) That officer's removal; or,
- (f) That 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.

6.3 Remuneration of Officers.

The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors (except that no officer who is also a director shall be entitled to receive remuneration for acting as such). All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

6.4 Removal of Officers.

Officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

6.5 Duties of Officers May be Delegated.

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

6.6 Powers and Duties.

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 incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) Chairperson of the Board. The Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.
- (b) Vice-Chairperson of the Board. If the Chairperson 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, committees of directors, if any, and the members.
- (c) Secretary. The Secretary shall give or cause to be given notice for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act.
- (d) Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the board of directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board of directors, receiving proper vouchers thereof and render to the board of directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.

ARTICLE 7- FOR THE PROTECTION OF DIRECTORS AND OFFICERS

7.1 For the Protection of Directors and Officers.

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversation, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

ARTICLE 8- INDEMNITIES TO DIRECTORS AND OTHERS

8.1 Indemnities to Directors and Others.

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

(b) All other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

ARTICLE 9- INTERESTED DIRECTOR CONTRACTS

9.1 Conflict of Interest.

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 137 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by- or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be Mable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

9.2 Submission of Contracts or Transactions to Members for Approval.

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

ARTICLE 10- MEMBERSHIP

10.1 Entitlement.

Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.

10.2 Membership Sectors.

Applicants for membership shall be assigned by the Board to one or more Membership Sectors. The Board shall specify Membership Sectors and establish procedures and criteria for assigning members to Membership Sectors. Until changed by the Board, the Membership Sectors shall be as follows:

(a) Membership Sectors in which members have a vote:

- (i) Processors
- (ii) Producers
- (iii) Retailers
- (iv) Certifiers
- (v) Marketing companies
- (vi) Distributors
- (vii) Non-government organizations

10.3 Resignation.

Any member may withdraw from membership in the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member

shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

10.4 Termination of Membership.

The interest of a member in the Corporation is not transferable and lapses and ceases to exist;

- (a) Upon death or dissolution of the member;
- (b) When the member's period of membership expires (if any);
- (c) When the member ceases to be a member by resignation or otherwise in accordance with the By-laws; or,
- (d) If at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

10.5 Membership Dues.

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

ARTICLE 11- MEMBERS' MEETINGS

11.1 Time and Place of Meetings.

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may determine at any place within Canada or, if a majority of the members so agree, outside Canada.

11.2 Annual Meetings.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

11.3 Special Meetings.

Other meetings of the members may be convened by order of the Chairperson of the board, the Vice-Chairperson of the board, or by the board of directors at any date and time and at any place within Canada or, if a majority of the members so agree, outside Canada. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights.

11.4 Notice.

Notice shall be sent 21-60 days before the meeting in the manner specified in paragraph 15.1 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy. The notice of meeting shall also specify whether the members are entitled to vote by mail ballot and if so, the form of mail ballot shall be attached to the notice.

11.5 Waiver of Notice.

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11.6 Error or Omission in Giving Notice.

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

11.7 Quorum.

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other by-law) shall be person present being four in number and being or representing by proxy four members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place.

11.8 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.

11.9 Chairperson of the Meeting.

In the event that the Chairperson of the board and the Vice-Chairperson of the board are absent, the President is absent or is not a director and there is no Vice-President present who is a director and a member, the persons who are present and entitled to vote shall choose another director as chairperson

of the meeting and if no director is present or if all the directors present decline to take the chair then the person who are present and entitled to vote shall choose one of their number to be chairperson.

11.10 Adjournment.

The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

11.11 Mail Ballots.

Where a notice of meeting states that the members may vote by mail ballot, the form of mail ballot shall be attached to the notice of meeting and the notice shall specify that the mail ballot must be completed, signed by the member and received by the Secretary "of the Corporation (at the address specified) at least seventy-two (72) hours before the meeting at which the member wishes to record his or her vote. Any votes received by mail ballot after that time shall not be counted for the purposes of the meeting. Except where the Act requires a meeting, mail ballots may be used.

11.12 Voting of Members.

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled in person, by proxy or by mail ballot to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.13 Proxies.

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board

of director or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member entitled to vote at the meeting.

A proxy may be in the following form:

The undersigned member of _____ Membership Sector and who is entitled to vote at the meeting hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the _____ day of _____, 20__ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof

DATED the _____ day of _____

Signature of Member _____

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

ARTICLE 12- CUSTODY AND VOTING SHARES AND SECURITIES

12.1 Voting Shares and Securities.

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation

and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

12.2 Custody of Securities.

All shares and securities owned by the Corporation shall be lodged (in the name of the corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in bank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE 13- EXECUTION OF INSTRUMENTS

13.1 Execution of Instruments.

Contracts, documents or any instruments in writing requiring the Corporation may be signed by

- (a) any one of the Chairperson of the board, the Vice-Chairperson President or a Vice-President together with any one of the signature of the of the board, the Secretary or the Treasurer;
- (b) any two directors; or
- (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immoveable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ARTICLE 14- CHEQUES, DRAFTS, NOTES, ETC.

14.1 Cheques, Drafts, Notes, Etc.

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

ARTICLE 15- NOTICES

15.1 Service.

Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered by mail, courier, personal delivery or by telephonic, electronic or other communication facility to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein, then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

15.2 Signature to Notices.

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.3 Computation of Time.

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the date of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

15.4 Proof of Service.

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 15.1 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the corporation as the case may be.

ARTICLE 16- RULES AND REGULATIONS

16.1 Rules and Regulations.

The board of 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 these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ARTICLE 17- BY-LAWS

17.1 By-laws.

The board of directors may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-elect the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same.

ARTICLE 18- AUDITORS

18.1 Auditors.

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

ARTICLE 19- FINANCIAL YEAR

19.1 Financial Year.

The financial year of the Corporation shall terminated on the 31 day of December in each year or on such other date as the directors may from time to time by resolution determine.

Enacted this 24th day of April, 2015.

Chairperson

Secretary