Bylaws

Children's Aid Society
La Société d'aide à l'enfance
NIPISSING & PARRY SOUND

The Children's Aid Society of the District of Nipissing and Parry Sound

TABLE OF CONTENTS

Page

BY-LAW NO. 1

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

The Children's Aid Society of the District of Nipissing and Parry Sound

(the "**Corporation**")

BE IT ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1
INTERPRETATION

1.01 Definitions

In this By-Law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

(a) "**Act**" means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and the regulations made under it, as amended or replaced from time to time;

(b) "**Articles**" means the articles of incorporation and any 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 all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

(e) **"Chair"** means the Chair of the Board;

(f) "**Director**" means an individual elected or appointed to the Board;

(g) "**Meeting of Members**" includes an annual meeting of Members and a special meeting of Members;

(h) "**Member**" means a member of the Corporation;

(i) "**Officer**" means an individual appointed as an officer of the Corporation in accordance with this By-law;

(j) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;

(k) “**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;

(b) words importing the singular number include the plural and vice versa;

(c) the word “person” includes an individual, corporation, partnership, trust, joint venture, or unincorporated association or organization;

(d) the headings used in this By-Law are inserted for reference purposes only and shall not be considered in construing the terms or provisions of the By-Law or be deemed to clarify, modify or explain the effect of any such terms or provisions; and

(e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address.

1.03 Invalidity of any Provisions of this By-Law

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

1.04 Compliance and Precedence

These By-Laws shall be interpreted in a manner consistent with the Act and the Articles.

In the event of any inconsistency between these By-Laws and the Act or the Articles, the Act or the Articles, as applicable, shall prevail.

ARTICLE 2
GENERAL

2.01 Corporate Seal

The Corporation may have a corporate seal. If adopted, the form of the seal shall be approved by the Board, and the Board shall determine its custody and use.

2.02 Execution of Documents

Contracts, documents, or instruments in writing requiring execution by the Corporation may be signed by such person or persons and in such manner as the Board may determine from time to time by resolution.

In the absence of a Board resolution to the contrary, any two (2) Directors or Officers may sign such documents.

The Board may authorize any individual or individuals to sign specific documents or classes of documents on behalf of the Corporation.

2.03 Head Office

The head office of the Corporation shall be located in the Province of Ontario at such place as the Board may determine from time to time.

2.04 Geographic Area

The Corporation carries out its activities within the geographic area established in accordance with applicable legislation. The Board may authorize activities outside of that area where consistent with the Corporation's objects and applicable law.

ARTICLE 3
MEMBERS

3.01 Membership Class and Conditions

Subject to the Articles, there shall be one (1) class of Members in the Corporation.

(a) The Members of the Corporation shall consist of the individuals who are, from time to time, Directors of the Corporation. Each Director shall be an *ex officio* Member for the duration of their term as a Director.

(b) Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members.

3.02 Transferability of Membership

Membership in the Corporation is not transferable.

3.03 Termination of Membership

Membership in the Corporation automatically terminates when:

(a) the Member ceases to be a Director of the Corporation;

(b) the Member dies or resigns;

(c) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;

(d) The Member's term of membership expires; or

(e) the Corporation is liquidated or dissolved pursuant to the Act.

Upon termination of membership, all rights of the Member, including any rights in the property of the Corporation, immediately cease.

3.04 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation 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 that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

(c) Any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.

ARTICLE 4
MEETINGS OF MEMBERS

4.01 Place of Meetings

Meetings of Members shall be held at such place as the Board may determine or, if authorized by the Board, may be held by telephonic, electronic, or other communication facilities in accordance with this By-Law.

4.02 Annual Meetings

An annual meeting of Members shall be held in accordance with the Act at such time as the Board may determine.

At each annual meeting, the Members shall:

(a) receive the financial statements of the Corporation and any reports required by the Act to be presented at the meeting;

(b) elect Directors;

(c) appoint a public accountant, if required under the Act; and

(d) transacting such other business as may properly come before the meeting.

4.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business that may properly be brought before the Members.

A special meeting of Members shall also be called by the Board upon written requisition of Members in accordance with the Act.

4.04 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting, to each Director, and to the public accountant of the Corporation, if any.

Notice shall be given in accordance with Article 11 of this By-Law not less than ten (10) days and not more than fifty (50) days before the meeting.

The notice of a meeting of Members shall state the nature of any business that is required to be submitted to the Members under the Act or these By-Laws in sufficient detail to permit Members to form a reasoned judgment on the matter, and shall include the text of any special resolution to be submitted to the meeting.

4.05 Waiving Notice

A person entitled to notice of a meeting of Members may waive notice of that meeting. Attendance at a meeting of Members constitutes waiver of notice, except where a 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.

4.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members are the Members, the Directors, and the public accountant of the Corporation, if any, and such other persons who are entitled or required under the Act or the Articles or By-laws of the Corporation to be present at the meeting.

Other persons may be admitted to the meeting at the invitation of the Chair of the meeting.

4.07 Chair of the Meeting

The Chair of the Board shall chair all meetings of Members.

In the absence of the Chair, the Chair-Elect shall chair the meeting.

If neither the Chair nor the Chair-Elect is present, the Members present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.08 Quorum

A quorum at any meeting of Members shall be a majority of the Members, unless otherwise required by the Act.

If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

For the purpose of determining quorum, a Member may be present in person or by telephonic, electronic, or other communication facility permitted under this By-Law.

4.09 Participation at Meetings by Telephone or Electronic Means

A Member may participate in a meeting of Members by telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

A person participating in a meeting by such means shall be deemed to be present at the meeting.

4.10 Meeting Held by Electronic Means

A meeting of Members may be held entirely by telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, as determined by the Board.

4.11 Adjournment

The Chair of the meeting may, with the consent of the Members present, adjourn the meeting from time to time.

No notice of an adjourned meeting is required if the time and place of the adjourned meeting are announced at the original meeting.

Any business may be brought before or dealt with at an adjourned meeting that might have been brought before or dealt with at the original meeting.

4.12 Votes to Govern

Except as otherwise required by the Act or this By-Law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution.

In the case of an equality of votes, the motion shall be defeated.

4.13 Show of Hands

Unless a ballot is required or demanded, voting on any question at a meeting of Members shall be conducted in such manner as the Chair determines.

A declaration by the Chair that a motion has been carried or defeated shall be conclusive evidence of the result.

4.14 Ballots

The Chair or any Member may require that a vote be conducted by ballot.

A ballot shall be conducted in such manner as the Chair determines, and the result of the ballot shall be the decision of the Members.

4.15 Resolution in Lieu of Meeting

A resolution in writing signed by all Members entitled to vote on that resolution is as valid as if it had been passed at a meeting of Members.

A copy of every such resolution shall be kept with the minutes of meetings of Members.

4.16 Annual Financial Statements

The Corporation shall provide financial statements to the Members in accordance with the requirements of the Act.

ARTICLE 5
DIRECTORS

5.01 Powers

The Board shall supervise the management of the activities and affairs of the Corporation.

5.02 Number

The number of Directors shall be as specified in the Articles.

Where the Articles provide for a minimum and maximum number of Directors, the Board may, by resolution, determine the number of Directors within that range.

The number of Directors shall not be fewer than three (3).

5.03 Qualifications

The following persons are disqualified from being a Director of the Corporation:

(a) an individual who is less than eighteen (18) years of age;

(b) an individual who has been declared incapable by a court in Canada or in another country;

(c) an individual who is not a natural person;

(d) an individual who has the status of bankrupt; and

(e) an individual who does not meet any screening or eligibility requirements established by applicable legislation or by the Corporation from time to time.

5.04 Election and Term

(a) Directors shall be elected by the Members by Ordinary Resolution at each annual meeting at which an election of Directors is required;

(b) Directors shall be elected for a term of three (3) years with the option of being re-elected for an additional two (2) consecutive terms.

(c) following completion of the maximum number of consecutive terms, a Director shall not be eligible for re-election for a period of at least one (1) year;

(d) notwithstanding the foregoing, the Members may, by resolution, extend the term of a Director where it is in the best interests of the Corporation; and

(e) if Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

5.05 Consent

A Director must consent to hold office.

A Director is deemed to have consented to hold office if the Director is present at the meeting at which the Director is elected and does not refuse the position, or if the Director acts as a Director after the election or appointment.

5.06 Vacation of Office

A Director ceases to hold office when the Director:

(a) dies;

(b) resigns in accordance with this By-Law;

(c) is removed by the Members in accordance with this By-Law; or

(d) becomes disqualified to serve as a Director under the Act or this By-Law.

5.07 Resignation

A Director may resign from office by giving written notice to the Corporation. The resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term.

The Director who is the subject of the proposed removal shall be given notice of the meeting and the proposed resolution and shall be afforded an opportunity to be heard by the Members before the resolution is put to a vote.

The Members may elect a qualified individual to fill the vacancy for the remainder of the term of the Director so removed. If the Members do not fill the vacancy at that meeting, the Board may do so in accordance with this By-Law.

5.09 Vacancies

Subject to this By-Law, a vacancy on the Board may be filled by the Board for the remainder of the term by appointing a qualified individual.

If there is not a quorum of Directors, the remaining Directors shall call a meeting of Members to fill the vacancy.

5.10 Remuneration and Expenses

Directors shall serve without remuneration.

Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with Board-approved policies.

5.11 Borrowing Powers

The Board may authorize borrowing and the granting of security on behalf of the Corporation.

5.12 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire 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 such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

5.13 Committees

(a) The Board may from time to time establish standing or ad hoc committees, or other advisory bodies, as it considers necessary or appropriate to support the discharge of its responsibilities.

(b) All Board committees shall have clearly defined mandates approved by the Board and shall operate in accordance with the Corporation’s governance policies and any direction of the Board.

(c) Committees are advisory to the Board and do not have decision-making authority unless such authority is expressly delegated by resolution of the Board.

(d) Committees shall report to and be accountable to the Board.

(e) The Board may establish advisory bodies or working groups, including those that include non-Directors, to provide expertise or support to the organization. Such bodies shall not have decision-making authority unless expressly authorized by the Board.

(f) Any committee member may be removed by resolution of the Board.

5.14 Confidentiality

Directors and Officers shall maintain the confidentiality of all information received in the course of their duties that is not publicly available, including information discussed at meetings of the Board and its committees.

Such information shall not be disclosed unless authorized by the Board or required by law.

ARTICLE 6
MEETINGS OF DIRECTORS

6.01 Place of Meetings

Meetings of the Board may be held at any place within or outside Canada, or by telephonic, electronic, or other communication facilities, as determined by the Board.

6.02 Calling of Meetings

Meetings of the Board may be called by the Chair, the Chair-Elect, or any two (2) Directors.

6.03 Notice of Meeting

Notice of a meeting of the Board shall be given to each Director not less than twenty-four (24) hours before the meeting and in accordance with Article 11 of this By-Law.

Notice of a meeting is not required if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise consented to the meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.04 First Meeting of New Board

A newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which the Board is elected, provided that a quorum of Directors is present.

6.05 Regular Meetings

The Board may establish a schedule of regular meetings. Once established, no further notice is required for such meetings, provided that the schedule has been communicated to all Directors.

6.06 Quorum

A majority of the number of Directors constitutes a quorum. For the purpose of determining quorum, a Director may be present in person or by telephonic, electronic, or other communication facilities. Quorum must be maintained throughout the meeting.

6.07 Resolutions in Writing

A resolution in writing, signed or otherwise approved in writing (including by electronic means) by all Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Board.

All such resolutions shall be recorded in the minutes of the next meeting of the Board.

6.08 Participation at Meeting by Telephone or Electronic Means

A Director may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

6.09 Chair of the Meeting

In the event that the Chair and the Chair-Elect are both absent, the Directors who are present shall choose one of their number to chair the meeting.

6.10 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE 7
OFFICERS

7.01 Appointment

The Board may appoint from among the Directors such Officers as it considers necessary, which may include a Chair, Chair-Elect, Treasurer, and Secretary.

Officers shall perform such duties as are prescribed in this By-Law and the Corporation's governance policies, or as may be assigned by the Board from time to time.

ARTICLE 8
DESCRIPTION OF OFFICES

8.01 Description of Offices

Unless otherwise specified by the Board, the offices of the Corporation shall be as follows and the Officers of the Corporation shall have the following duties and powers associated with their positions:

(a) Chair of the Board – The Chair of the Board, if one is appointed, shall be a Director. The Chair, when present, shall preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.

(b) Chair-Elect of the Board – The Chair-Elect of the Board, if one is appointed, shall be a Director. In the absence or inability of the Chair to act, the Chair-Elect shall, when present, preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify.

(c) Secretary – If appointed, the Secretary or their designate shall ensure that minutes of all meetings of the Board, Members, and committees of the Board are recorded and maintained, and that notices required under this By-Law are given. The Secretary shall ensure that the Corporate Seal and all books, papers, records. etc. belonging to the Corporation are properly maintained in a secure location on site at the head office of the Corporation.

(d) Treasurer – If appointed, the Treasurer shall support the Board in fulfilling its financial oversight responsibilities and shall have such duties and powers as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the Board may determine. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

8.02 Vacancy in Office

The Board may remove any Officer of the Corporation.

An Officer ceases to hold office upon the earlier of:

(a) the appointment of a successor;

(b) the Officer's resignation;

(c) ceasing to be a Director; or

(d) such Officer's death.

Where a vacancy occurs, the Board may, by resolution, appoint a Director to fill the vacancy.

8.03 Remuneration of Officers

Officers shall serve without remuneration.

Officers may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with Board-approved policies.

ARTICLE 9
CONFLICT OF INTEREST

9.01 Conflict of Interest

Directors and Officers shall comply with the conflict of interest requirements set out in the Act and the Corporation's governance policies.

A Director or Officer who is directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose the nature and extent of the interest in accordance with the Act.

Except as permitted by the Act, the individual shall not participate in discussions or vote on any matter in respect of which they have a conflict of interest.

ARTICLE 10
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Standard of Care

Every Director and Officer, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors and Officers shall comply with the Act, the Articles, this By-Law, and the Corporation's governance policies.

10.02 Limitation of Liability

Provided that a Director or Officer has satisfied the standard of care required under the Act and this By-Law, no Director or Officer shall be liable for the acts, omissions, or defaults of any other Director, Officer, or employee of the Corporation, or for any loss, damage, or expense incurred by the Corporation arising from the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or from the insufficiency or deficiency of any security in or upon which any of the funds of the Corporation are invested, or from the bankruptcy, insolvency, or wrongful acts of any person with whom the Corporation conducts business, or for any loss occasioned by any error of judgment or oversight in the execution of their duties, unless such loss, damage, or expense results from the individual's failure to act in accordance with the standard of care required under the Act.

10.03 Indemnification of Directors and Officers

The Corporation shall indemnify a Director or Officer, a former Director or Officer, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved by reason of that association with the Corporation or other entity, if:

(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as applicable, to the best interests of the other entity; 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 their conduct was lawful.

The Corporation may indemnify such individual in all other circumstances as permitted by the Act. 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.

10.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 10.03 against any liability incurred by the individual in their capacity as a Director or Officer of the Corporation, or in their capacity as a Director, Officer, or in a similar capacity of another entity, if the individual acts or acted in that capacity at the Corporation's request.

10.05 Advances

With respect to the defence of any civil, criminal, administrative, or investigative action or proceeding, the Board may authorize the Corporation to advance funds to a Director, Officer, or other individual entitled to indemnification under this By-Law for the reasonable costs of such proceeding.

The individual shall provide written notice to the Corporation outlining the nature of the proceeding and requesting such advance.

The individual shall repay any amounts advanced if the conditions set out in the Act are not met.

ARTICLE 11
NOTICES

11.01 Method of Giving Notices

Any notice (which includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if delivered personally, sent by mail or courier, or transmitted by electronic or other communication facility.

A notice shall be deemed to have been given when delivered personally, when sent by mail or courier in the ordinary course, or when transmitted electronically to the address or contact information on record.

11.02 Computation of Time

In computing the date when notice must be given under this By-Law, the day on which the notice is given shall be excluded and the day of the meeting or other event shall be included.

11.03 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 this By-Law, 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.

11.04 Waiver of Notice.

Any person entitled to notice may waive or abridge the time for any notice required to be given, and such waiver or abridgement, whether given before or after the meeting or event, shall cure any default in the giving or timing of such notice.

Any such waiver or abridgement shall be in writing.

ARTICLE 12
DISPUTE RESOLUTION

12.01 Mediation and Arbitration.

Disputes or controversies among Members, Directors, or Officers of the Corporation shall, as much as possible, be resolved in accordance with the dispute resolution process set out in Section 12.02.

12.02 Dispute Resolution Mechanism

In the event of a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles, By-Laws, or the activities or affairs of the Corporation, the parties shall first attempt to resolve the matter through discussion and negotiation.

If the dispute is not resolved through discussion, the parties shall attempt to resolve the matter through mediation, with a mutually agreed-upon mediator.

If the dispute is not resolved through mediation, the dispute shall be settled by arbitration in accordance with the laws of the Province of Ontario. The decision of the arbitrator shall be final and binding on the parties.

All proceedings under this section shall be conducted in a confidential manner, unless otherwise required by law.

Unless otherwise determined by the arbitrator, the parties shall bear the costs of mediation and arbitration equally.

12.03 Other Remedies

Nothing in this Article shall limit the rights of any party to seek remedies available under the Act or at law.

ARTICLE 13
SPECIAL RESOLUTIONS

13.01 Special Resolutions

In addition to any other requirements of the Act, a Special Resolution of the Members is required to make any amendment to this By-Law or to the Articles to:

(a) change the Corporation's name;

(b) change the province in which the Corporation's registered office is situated;

(c) add, change or remove any restriction on the activities that the Corporation may carry on;

(d) create a new class or group of Members;

(e) change a condition required for being a Member;

(f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;

(g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;

(h) add, change, or remove a provision respecting the transfer of a membership;

(i) subject to the Act, increase or decrease the minimum and maximum number of Directors set out by the Articles;

(j) change the statement of the purpose of the Corporation;

(k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

(l) change the manner of giving notice to Members entitled to vote at a meeting of Members;

(m) change the method of voting by Members not in attendance at a meeting of Members; or

(n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 14
BY-LAW AND EFFECTIVE DATE

14.01 By-Law and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend, or repeal any By-Law that regulates the activities or affairs of the Corporation.

Any such By-Law, amendment, or repeal is effective from the date of the Board resolution until the next meeting of Members, at which it may be confirmed, rejected, or amended by the Members by Ordinary Resolution. If confirmed by the Members, with or without amendment, it remains effective in the form in which it was confirmed. It ceases to have effect if it is not submitted to the Members at the next meeting or if it is rejected by the Members.

Despite the foregoing, any By-Law, amendment, or repeal that requires a Special Resolution under Article 13 is effective only upon confirmation by the Members.

Upon the enactment of this By-Law, all previous by-laws of the Corporation are repealed. Such repeal does not affect the validity of any act done, right or privilege acquired, or obligation or liability incurred under any previous by-law prior to its repeal. All Directors, Officers, and persons acting under any repealed by-law shall continue to act as if appointed under this By-Law, and all resolutions of the Members and of the Board with continuing effect shall remain valid, except to the extent they are inconsistent with this By-Law or until amended or repealed.

14.02 Administrative Amendments

The Board may, by resolution, authorize one or more Officers of the Corporation to make administrative or technical amendments to this By-Law, including corrections to typographical errors, numbering, cross-references, formatting, or similar non-substantive matters.

Any such amendments shall not alter the substance or intent of any provision of this By-Law and shall be reported to the Board at its next meeting.

(Signature page follows)

ENACTED by the Board of Directors on the 23rd day of June 2026.

Kim Kanmacher
Chair

Christina DeRoche
Chair-Elect

CONFIRMED by the Members on the 23rd day of June 2026.

Kim Kanmacher
Chair

Christina DeRoche
Chair-Elect