

BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of FRIENDS OF CARDINAL CARTER ACADEMY FOR THE ARTS

BE IT ENACTED as a by-law of Friends of Cardinal Carter Academy for the Arts as follows:

The Association seeks to support Cardinal Carter Academy for the Arts by creating a fundraising vehicle.

Objectives include:

- To finance acquisitions for and renovations to the school;
- To engage high quality professionals to perform and teach on an ad hoc guest basis;
- To attract and motivate disciplined artistic talent to the student body;
- To do all such other things as are incidental or conducive to operation of the school.

The Association's powers are:

- To collect any monies by way of donation or otherwise and to hold and expend the same in furtherance of the objectives of the Association;
- To invest monies of the Association, not immediately required for the purpose of the objectives of the Association in such investments as the Executive of the Association in their discretion may decide. The Executive will report such investments to the membership at the Annual Meeting of Members;
- To do all such things that are necessary for the ongoing operation of the Association.

ARTICLE 1 INTERPRETATION

1.1 Definitions - In this by-law, unless the context otherwise requires:

- (a) “Act” means the *Associations Act* (Ontario), R.S.O. 1990, c. C-38 and the regulations enacted pursuant to it and any statutes or regulations that may be substituted therefore, as from time to time amended;
- (b) “Association” means Friends of Cardinal Carter Academy for the Arts, incorporated as a corporation without share capital under the Act by Letters Patent;
- (c) “Board” means the board of directors of the Association;
- (d) “By-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;
- (e) “CCAA” means Cardinal Carter Academy for the Arts;
- (f) “CSAC” means the Catholic School Advisory Council;
- (g) “Director” means a director of the Association described in Article 5 herein;
- (h) “Executive Committee” means the committee of the Board described in Article 8 herein;
- (i) “Letters Patent” means the Letters Patent incorporating the Association, as from time to time amended and supplemented by supplementary letters patent;
- (j) “Members” mean individuals admitted to membership in accordance with Section 3.1 herein;
- (k) “Nomination Committee” means the committee of the Association described in Article 9 herein;
- (l) “Special Resolution” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

1.2 Interpretation - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and Associations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

ARTICLE 2
GENERAL

2.1 Head Office- Until changed by Special Resolution the head office of the Association shall be in the City of Toronto, in the Province of Ontario.

2.2 Financial Year – The financial year of the Association shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

2.3 Books and Records- The Board shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership – Membership shall be limited to individuals:

(a) who are staff, students, parents or alumni of CCAA or interested members of the CCAA community;

or

(b) who share or are interested in furthering the objects of the Association; and

in either case

(c) who have made a minimum donation in each year of \$35 or such other amount as determined from time to time by the Board.

The membership year shall be September 1st to August 31st in each year, unless changed by resolution of the Board.

3.2 Transferability and Termination of Membership – Membership in the Association shall not be transferable and shall lapse and terminate upon the occurrence of any one of the following events:

(a) the death of a Member; or

(b) the Member has not renewed his or her annual membership.

3.3 Entitlement of Members – Every Member, in good standing, shall be entitled to:

(a) attend any meeting of the Members of the Association;

(b) one vote upon all matters of business properly brought before any meeting of members;

(c) be nominated to serve as a Director of the Association; and

(d) attend meetings of the Board with the prior approval of the Chair of the Board.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Place of Meetings of Members – Any meeting of the Members shall be held at the head office of the Association or at any place within Ontario on such day in each year and at such time as the Board may determine.

4.2 Annual Meeting of Members – An annual meeting of the Members shall be held not later than 18 months after the incorporation of the Association and thereafter, at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted,

- (a) the financial statements and the report of the auditor shall be presented to the Members;
- (b) a Board shall be elected; and
- (c) the auditor shall be appointed in accordance with Article 14 herein.

4.3 General Meeting of Members – Other meetings of the Members, the general nature of which shall be specified in the notice calling such meeting, may be convened by order of a Director, the President or the Chair.

The Board shall call a general meeting of Members, upon the deposit, at the head office of the Association, of a written requisition signed by not less than one-tenth of the Members. Such requisition shall set out the general nature of the business to be presented at the requisite meeting. In the event the Board does not call the meeting within twenty-one (21) days from the date of deposit of such requisition, any one of the Members who signed such requisition may call such meeting, which shall be held within sixty (60) days from the date of the deposit of the requisition.

4.4 Notice of Members' Meetings - Written notice of the time and place of any meeting of the Members shall be given by pre-paid mail electronic mail, facsimile or other means of recorded electronic communication not less than ten (10) days before the meeting is to take place to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members. Notice of a general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgement thereon. The auditor of the Association is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.

4.5 Waiver of Notice - Any meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Members, may transact.

4.6 Error or Omission in Notice - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.7 Adjournments - Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.8 Chair of Meetings- The President or, in his or her absence, the Vice-President, shall be the Chair at all meetings of the Members. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the Chair of the meeting.

4.9 Persons Entitled to be Present - The only persons entitled to attend meetings of Members shall be the Members; the auditor of the Association; and, others who are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting. For greater certainty, only the Members will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the meeting.

4.10 Quorum- A quorum for the transaction of business at any meeting of Members shall consist of not less than twenty-five percent (25%) of the Members who shall be present in person or by proxy. No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.

4.11 Proxy - Every Member entitled to vote at a meeting of Members may by means of a written form of proxy appoint another person, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized in the proxy. A proxy shall be in writing executed by the Member and shall be in the form set out in the Act.

4.12 Time for Deposit of Proxies - The Board may specify in the motion calling the meeting of Members a time not exceeding 48 hours, exclusive of non-business days or statutory holidays, preceding the date of the meeting or adjournment thereof before which proxies to be used at the meeting must be deposited with the Secretary. No proxy may be

acted upon if it has not been received and approved by the Secretary or Chair prior to the time of voting

4.13 Voting – Unless the Act or the By-laws otherwise provide, each Member present in person and in good standing shall, at all meetings of Members, be entitled to one vote on each question.

4.14 Votes to Govern - At any meeting of the Members, every question shall, unless otherwise required by the Act, the Letters Patent or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.

4.15 Method of Voting – Any question at a meeting of Members shall be decided by a show of hands unless:

- (a) prior to a show of hands, a majority of the Members present and entitled to vote resolve to vote on the matter by secret ballot, in which case the Chair of the meeting shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of the Members upon the said question; or
- (b) after a show of hands, a poll thereon is required or demanded by the Chair of the meeting or any person entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.

Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a poll thereon is so required or demanded), a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.16 Polls – If a poll is required or demanded, the poll shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the Members upon the said question.

4.17 Casting Vote – In the case of an equality of votes at any meeting of Members, either upon a show of hands or upon a poll, the chair of the meeting shall have a second or casting vote.

4.18 Resolutions in Writing – A resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Members and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Members.

ARTICLE 5 DIRECTORS

5.1 First Directors - The applicants for Letters Patent shall be the first Directors to hold office for a term expiring no earlier than the close of the first general meeting of Members contemplated in Section 4.2 herein. The first Directors, if qualified, shall be eligible for re-election in accordance with Section 4.3 herein.

5.2 Number of Directors – Unless changed by Special Resolution, the number of Directors shall be twelve (12), nine (9) of whom shall be elected by the Members and three of whom shall be appointed as Ex Officio Directors by the Board.

5.3 Qualification – To be qualified to stand for election as a Director and to continue to serve as a Director, each individual:

- (a) must be 18 years of age or older;
- (b) must be a Member or become a Member within 10 days of being elected as a Director;
- (c) must not be an individual who has the status of an un-discharged bankrupt; and
- (d) must have been nominated, or have deemed to have been nominated, as a candidate for election to the Board by the Nomination Committee in accordance with the procedure outlined in Section 9.5(a) herein, or have been nominated by at least two (2) Members in good standing and in each case agreed in writing to act as a Director.

Collectively, the Directors shall, to the greatest extent possible, represent a diversity of experience and interests.

5.4 Ex Officio Directors – The elected Board shall appoint as Ex Officio Directors: a member of the teaching staff of CCAA nominated by staff, the Principal or Vice-Principal of CCAA and a representative of CSAC nominated by CSAC. All elected Directors and Ex Officio Directors shall hold office until the next annual meeting of Members or until their successors are duly elected or appointed.

5.5 Expiry of Term - Upon the expiry of his or her term, a Director shall retire from the Board, but, if qualified, shall be eligible for re-election in accordance with these By-laws.

At every annual meeting of Members at which the term of the Director expires, there shall be elected by the Members present at the meeting a number of Directors equal to the number of elected Directors whose term of office shall expire at the close of such meeting and each Director so elected shall hold office until the close of the next annual meeting after his or her election or for such shorter term as the Members shall determine.

5.6 Removal – The Members may, by Special Resolution, remove any Director before the expiration of such Director’s term of office, and may, by a majority of votes cast at that meeting, elect any person in the place of a Director that has been removed for the remainder of the term of such Director, provided that such individual meets the requirements set out in Section 5.3 herein.

5.7 Vacation of Office – The office of a Director shall automatically be vacated:

- (a) upon such Director’s death
- (b) upon such Director ceasing to be a Member;
- (c) in accordance with the terms of such Director’s resignation, effective at the time a written resignation is received by the Secretary, or at the time specified in such resignation, whichever is later;
- (d) upon such Director becoming disqualified from being a Director under Section 5.3 herein; or
- (e) upon such Director’s removal from office in accordance with Section 5.6 herein,

5.8 Vacancies – If a quorum of the Directors is then in office, vacancies on the Board, howsoever caused, may be filled for the remainder of the term by resolution of the Board, if they shall see fit to do so; otherwise, any such vacancy shall be filled by resolution of the Members. If, as a result of any vacancy on the Board, there is not a quorum of Directors then in office, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancy.

5.9 Powers - The Board shall manage the property, business and affairs of the Association and may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Association, by its Letters Patent or otherwise, is authorized to exercise and do.

The Board shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate, by resolution, to any officer or officers of the Association the right to make such expenditures on such terms and conditions as deemed appropriate.

The Board may appoint such agents and engage such employees as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of all Officers, agents and employees shall be fixed by the Board by resolution.

5.10 Declaration of Interest - It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed

contract or arrangement with the Association to declare such interest and to refrain from voting thereon in accordance with the Act.

5.11 Remuneration of Directors – A Director shall serve without remuneration. A Director shall be entitled to be reimbursed for travelling and other expenses properly incurred by such Director in the exercise of his or her duties upon the prior approval of the Board.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings - Except as otherwise required herein or by law, the Board may hold its meetings either at the head office of the Association or at any place within or outside Ontario as it may from time to time determine.

6.2 Number of Meetings - There shall be a minimum of six (6) meetings per year of the Board or such greater number of meetings as is determined, from time to time, by the Board.

6.3 Calling of Meetings - Board meetings may be formally called by the President, Vice-President or by one-third or more of the Directors.

6.4 Notice of Directors' Meetings - Notice of meetings of the Board shall be given by pre-paid delivery, telephone, electronic mail, facsimile or other means of recorded electronic communication to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than fourteen (14) days before the meeting is to take place. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting.

6.5 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such a regular meeting no notice need be sent.

6.6 Meetings without Notice – If the first meeting of the Board following the annual meeting of Members is held immediately thereafter, then no notice shall be necessary in order to constitute the meeting provided that a quorum of Directors is present.

6.7 Waiver of Notice - A meeting of the Board may be held at any time and place without notice if all Directors who are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Directors, may transact, provided that a quorum of the Directors is present.

6.8 Error or Omission in Notice, Board - No error or omission in giving notice of a meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.9 Adjourned Meetings – Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.10 Meetings by Teleconference – If all the Directors present or participating in the meeting consent thereto, either generally or in respect of a particular meeting, a meeting of the Board or of a committee of the Board may be held by means of 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 a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

6.11 Chair of Meetings - The President or, in his or her absence, the Vice-President, shall be the Chair at all meetings of the Board. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be the Chair of the meeting. –

6.12 Quorum - The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of not less than six (6) Directors shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a majority or more remain in office.

6.13 Voting - Subject to the Act, the Letters Patent and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director (including for certainty Ex Officio Directors) is entitled to exercise one vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be evidence of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.

6.14 Casting Vote – In the case of an equality of votes at any Board meeting, the Chair of the meeting shall have a second or casting vote.

6.15 Resolutions in Writing – A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Directors and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Directors.

ARTICLE 7 COMMITTEES

7.1 Committees - The Board may from time to time constitute such Committee or Committees as it deems necessary, for such purposes and with such power as may be prescribed by resolution of the Board. Any member of the Board shall be appointed to and removed from such Committee at the discretion of the Board.

7.2 Vacancies - The Board may, by resolution, fill any vacancies on any committee of the Association by appointing a Director from their number to serve for the remainder of the term created by such vacancy or until his or her successor is appointed, whichever is earlier.

7.3 Remuneration of Committee Members - The Members of any Committee shall serve without remuneration.

7.4 Quorum - The presence of a majority of Committee Members shall be necessary to constitute a quorum for the transaction of business at committee meetings. No business shall be transacted at any committee meeting unless a quorum is present.

7.5 Meetings – Subject to these By-laws and any resolution of the Board, each Committee of the Association may formulate its own rules of procedure; meet for the transaction of business; adjourn; and otherwise regulate their meetings as they think fit.

7.6 Voting - Questions arising at any meeting of a committee shall be decided by a majority of votes.

ARTICLE 8
EXECUTIVE COMMITTEE

8.1 Constitution – Subject to the Act, at the meeting of the Board immediately following any meeting of Members at which Directors are elected, the Board shall constitute an Executive Committee comprised of the President, the Vice-President and either the Secretary or Treasurer together with not fewer than two (2) Directors appointed by the Board.

8.2 Term – Each Director appointed to the Executive Committee shall be appointed until the next annual meeting of Members or until his or her successor is appointed by the Board. If qualified, each individual who has completed a term of office as a Member of the Executive Committee may be re-appointed to such Committee; provided that, without the approval of at least 2/3rd of the Board, no individual may serve as a Member of the Executive Committee for more than **two (2)** consecutive terms.

8.3 Removal - Any Member of the Executive Committee may be removed from such Committee at any time by resolution of the Board, provided that such resolution receives the affirmative vote of at least two-thirds (2/3rds) of the Board.

8.4 Chair – Unless the Board otherwise determines, the President shall be Chair of the Executive Committee.

8.5 Powers – Subject to the Act, the By-laws or any restrictions imposed from time to time by the Board, the Board may delegate to the Executive Committee any of the powers of the Board.

ARTICLE 9
NOMINATION COMMITTEE

9.1 Composition of Nomination Committee – At the meeting of the Board immediately following any meeting of Members at which Directors are elected, the Directors may constitute a Nomination Committee comprised of not less than three (3) Directors appointed by the Board.

9.2 Term – Each Director appointed to the Nomination Committee shall be appointed to hold office until the **first** annual meeting held after such individual is appointed to the Nomination Committee or until he or she ceases to be a Director, whichever first occurs; provided that if qualified, each individual who has completed a term of office as a Member of the Nomination Committee may be re-appointed to such Committee; provided that, without the approval of at least 2/3rd of the Board, no individual may serve as a Member of the Nomination Committee for more than **two (2)** consecutive terms.

9.3 Removal - Any Member of the Nomination Committee shall be removable from such committee at any time by resolution of the Board.

9.4 Chair – The Chair of the Nomination Committee shall be appointed by the Board.

9.5 Responsibilities – Subject to any restrictions, duties or responsibilities prescribed to the Nomination Committee from time to time by resolution of the Board, it shall be the responsibility of the Nomination Committee to:

- (a) seek out, identify and place in nomination the names of individuals to stand for election or for appointment, as the case may be, as Directors, Committee Members and Officers of the Association in each case having regard to, among other qualities, the person's demonstrated commitment to the Association and, having identified such individuals, to encourage them to stand for election or appointment, as the case may be, in the manner contemplated by this By-law and by any resolutions of the Association pertaining to the composition of committees; and
- (b) support the Board and the Executive Committee with the development, review, planning and implementation of the Association's approach to corporate governance and to monitor the same.

ARTICLE 10 OFFICERS

10.1 **Officers** – The Officers of the Association shall be appointed by the Board and shall be comprised of a President, a Vice-President, a Secretary, a Treasurer and such other Officers who shall be appointed and whose offices shall be designated by the Board. An individual may hold more than one office.

10.2 **Powers and Duties of Officers**

- (a) The President shall act as CEO of the Association. He or she shall preside at all meetings of the Association Executive and of the Board of Directors; shall regularly call meetings of the Association and the Executive and maintain orderly discussions at these meetings; shall see that all orders and resolutions of the Board are carried into effect and shall, together with the Secretary or other Officer appointed by the Board, sign all By-laws and other documents requiring the signature of the Association; and shall determine, subject to input from the Board and/or Members, the agenda for all meetings of the Board or Members.
- (b) The Vice-President shall have all powers and duties of the President in his or her absence.
- (c) The Secretary shall be responsible for the recording and distribution of Minutes of meetings of the Association and the Executive; shall distribute Minutes and agendas in a timely manner; shall perform all other such duties as may be prescribed by the Board or the President. The Secretary shall notify Members of all meetings and maintain a record of names and contact information of all Members, and shall create a database of the same to be the property of the Association.
- (d) The Treasurer shall be required to provide the Association with an annual budget and financial report; oversee the collection of all monies; provide records of successful fundraising activities; hold an account in the name of the Association with co-signing privileges in addition to the President, and the Vice-President. The Treasurer shall have custody of the Association funds and securities and shall cause to be kept full and accurate accounts and receipts and disbursements in books belonging to the Association and shall cause to be deposited all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all transactions undertaken as Treasurer and of the financial position of the Association. He/she shall provide, on a regular basis, the Secretary with a database of the names and contact information of current Members of the Association.

10.3 Variations of Powers and Duties - The Board may by resolution, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

10.4 Term of Office – The Board, in their discretion, may by resolution remove any Officer of the Association, without prejudice to such Officer’s rights under any employment contract or in law. Otherwise, each Officer appointed by the Board shall hold office until such Officer’s successor is appointed, or until such Officer’s earlier resignation.

10.5 Vacancies – The office of an Officer shall automatically be vacated:

- (a) upon that Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the Board or at the time specified in the resignation, whichever is later;
- (b) upon the election or appointment of a successor to the office of that Officer; or
- (c) upon that Officer’s death.

If an office shall become vacant in any of the above-noted circumstances, the Board may elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office.

10.6 Remuneration of Officers – No remuneration, except expenses paid upon prior approval of Board.

10.7 Agents and Attorneys - The Association, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 11
PROTECTION OF DIRECTORS AND OFFICERS

11.1 Limitation of Liability – Except as otherwise provided in the Act, no Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any of the monies, securities or effects of the Association shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on such Director or Officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director or Officer's office or in relation thereto unless the same are occasioned by such Director or Officer's own wilful neglect or default.

11.2 Indemnity – Every Director and Officer of the Association and his or her heirs, executors, 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 Association, from and against:

- (a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that such Director or Officer sustains or incurs, in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

11.3 Expenses Paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association.

11.4 Other Remedies Available – The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent or By-laws or any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Association, and shall continue as

to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

11.5 Insurance – Subject to the Act and all other relevant legislation, the Association may purchase and maintain insurance for a Director or officer of the Association against any liability incurred by such Director or Officer, in his or her capacity as a Director or officer of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

ARTICLE 12
EXECUTION OF DEEDS AND BANKING

12.1 Signatories - The following are the only persons authorized to sign any document on behalf of the Association, other than in the usual and ordinary course of the Association's business:

- (a) any two Directors;
- (b) any one Director together with any one of the President, the Vice-President, the Secretary or the Treasurer; or
- (c) any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Association.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

12.2 Facsimile Signatures - The signatures of any person authorized to sign on behalf of the Association, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

12.3 Banking- The banking business of the Association shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

12.4 Deposit of Securities for Safekeeping - The securities of the Association may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board, or if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, Officer or Officers, Agent or Agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 13 NOTICE

13.1 Procedure for Sending Notices – Any notice required or permitted to be sent pursuant to these By-laws, shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Association and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.

13.2 Undelivered Notices - If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notice to such Member until such Member informs the Association in writing of such Member's new address.

13.3 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

13.4 Waiver of Notice - Any Member, Director, Officer or Auditor may waive any notice required to be given to such Member under any provision of the Act, the Letters Patent, these By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 14

AUDITOR

14.1 **Auditor** – At the first meeting of the Members following incorporation, the Members shall appoint one or more auditors to audit the financial statements of the Association, to hold office until the close of the first annual meeting, and, if the Members fail to do so, the Board shall forthwith make such appointment. Thereafter, the Members, at each annual meeting, shall appoint one or more auditors to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office will continue in office until a successor is appointed. The Directors may fill any casual vacancy in the office of auditor, but while the vacancy continues, the surviving or continuing auditor, if any, may act. A person other than a retiring auditor is not capable of being appointed auditor at such a meeting unless the notice requirements of the Act have been met.

14.2 The responsibilities of the auditor or auditors shall be:

- (a) to audit the financial statements of the Association; and
- (b) to report to the Members at each annual meeting on whether the financial statements of the Association are fairly presented in accordance with generally accepted accounting principles.

14.3 **Qualification** - The auditor shall not be a Director, Officer or employee, or associated with a Director, Officer or employee, of either the Association or of an affiliated Association, unless all the Members have unanimously consented.

14.4 **Remuneration** - The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Board if it is authorized to do so by the Members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

ARTICLE 15
BY-LAWS

15.1 Procedure – The Board may pass, repeal, amend or re-enact any By-law from time to time and the Members may, by Special Resolution, confirm, reject, amend or otherwise deal with any By-law passed by the Board and submitted to a meeting of the Members duly called for that purpose.

15.2 Repeal of Former By-laws – Subject to the provisions of Section 15.1 herein, the Board may repeal one or more By-laws by passing a By-Law that contains provisions to that effect.

15.3 Effect of Repeal of By-laws - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, Officers and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.

IN WITNESS WHEREOF we have hereunto set our hands at the City of Toronto, in the Province of Ontario, as of the day of , 2004.

President -

Secretary –