

BY-LAW NUMBER 1

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

INTERACTIVE ONTARIO INDUSTRY ASSOCIATION (the "**Corporation**")

IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

INTERPRETATION

1. **Definitions**

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

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**board**” means the board of directors of the Corporation;
- (d) “**by-law**” means this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect;
- (e) “**director**” means a member of the board;
- (f) “**meeting of members**” includes an annual meeting of members or a special meeting of members;
- (g) “**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (h) “**person**” means an individual, a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (i) “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- (j) “**recorded address**” means, in the case of a member, director or officer, his address as recorded in the members' register, directors' register or officers' register, as the case may be; and, in the case of a public accountant or member of a committee of the board, his latest address as recorded in the records of the Corporation;

- (k) “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (l) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “**soliciting corporation**” means a corporation which has received, during the prescribed period, income in excess of the prescribed amount as set out in subsection (5.1) of the Act; and
- (n) “**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (o) other than as specified in paragraphs 1(a) to 1(n) above, words and expressions defined in the Act shall have the meanings when used in these by-laws;
- (p) words importing the singular number only shall include the plural and vice versa; words importing any gender shall include all genders; and
- (q) 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.

2. **Unanimous Member Agreements**

The provisions of this by-law are subject to the terms of any unanimous member agreement in effect from time to time in respect of the Corporation if the Corporation is not a soliciting corporation and, to the extent of any inconsistency between this by-law and any such unanimous member agreement, such unanimous member agreement shall prevail over this by-law.

REGISTERED OFFICE

- 3. The registered office of the Corporation shall be in the Province of Ontario and shall be situated at the location set out in the articles of the Corporation or at such other location in the Province of Ontario as the board may from time to time determine.

CORPORATE SEAL

- 4. The Corporation may, but need not, have a corporate seal. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.

DIRECTORS

5. **Number and Powers**

The number of directors, or the minimum and maximum number of directors of the Corporation, is set out in the articles of the Corporation. Where a minimum and maximum number of directors of the Corporation is provided for in its articles, the number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members shall be such number as shall be determined from time to time by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the directors. If the Corporation is a soliciting corporation it shall have at least three directors, at least two of whom are not officers or employees of the Corporation or its affiliates.

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

6. **Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

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

7. **Fund Raising**

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

8. **Duties**

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

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

9. **Qualification**

Every director shall be an individual 18 or more years of age and no one who has been declared incapable by a court in Canada or in another country or who has the status of a bankrupt shall be a director.

10. **Election of Directors**

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

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

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

11. **Term of Office**

A director's term of office (subject to the provisions (if any) of the Corporation's articles and paragraph 14 below), unless such director was elected for an expressly stated term, shall be from the date of the meeting at which such director is elected or appointed until the close of the second annual meeting of members next following such director's election or appointment or until such director's successor is elected or appointed. If qualified, a director whose term of office has expired is eligible for re-election as a director.

12. **Ceasing to Hold Office**

A director ceases to hold office if such director:

- (a) dies or sends to the Corporation a written resignation and such resignation, if not effective upon receipt by the Corporation, becomes effective in accordance with its terms;
- (b) is removed from office in accordance with paragraph 14 below;
- (c) becomes bankrupt; or
- (d) is declared incapable by a court in Canada or in another country.

13. **Vacancies**

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

14. **Removal of Directors**

Subject to subsection 130(2) of the Act, the members of the Corporation may by ordinary resolution at a special meeting remove any director before the expiration of such director's term of office and may, by a majority of the votes cast at the meeting, elect any person in such director's stead for the remainder of such director's term.

If a meeting of members was called for the purpose of removing a director from office as a director, the director so removed shall vacate office forthwith upon the passing of the resolution for such director's removal.

15. **Validity of Acts**

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

MEETINGS OF DIRECTORS

16. **Place of Meetings**

Meetings of directors and of any committee of directors may be held at any place.

17. **Calling Meetings**

A meeting of directors may be convened by the Chair of the Board (if any), the Vice-Chair of the Board (if any), the President (if any), the Executive Director (if any) or any

director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

18. **Notice**

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

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

19. **Waiver of Notice**

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

20. **Electronic Participation**

Where all the directors of the Corporation consent thereto (either before or after the meeting), a director may participate in a meeting of directors or of any committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in a meeting by such means shall be deemed for the purposes of the Act and the by-laws to be present at that meeting.

21. **Quorum and Voting**

Forty percent (40%) of the directors in office shall constitute a quorum for the transaction of business. Subject to subsections 132(1) and 140(1) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum is present. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the chair's original vote as a director.

22. **Adjournment**

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

23. **Resolutions in Writing**

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

COMMITTEES OF DIRECTORS

24. **Committees of the Board**

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

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

25. **Advisory Bodies**

The directors may from time to time appoint such advisory bodies as they may deem advisable.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

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

INDEMNITIES TO DIRECTORS AND OTHERS

27. Limitation of Liability

Every director and officer of the Corporation, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, 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 Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations or from liability for any breach thereof.

28. Indemnity

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

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

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

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

29. **Insurance**

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of its directors and officers, as the board may from time to time determine.

OFFICERS

30. **Appointment of Officers**

The directors may annually or as often as may be required appoint such officers as they shall deem necessary, who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors, delegated by the directors or by other officers or properly incidental to their offices or other duties, provided that no officer shall be delegated the power to do anything referred to in paragraph 24 above. Such officers may include, without limitation, any of a Chair of the Board, a Vice-Chair of the Board, a President, an Executive Director, one or more Vice-Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. None of such officers (except the Chair of the Board and the Vice-Chair of the Board) need be a director of the Corporation. A director may be appointed to any office of the Corporation. Two or more of such offices may be held by the same person.

31. **Removal of Officers**

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

32. **Duties of Officers may be Delegated**

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

MEMBERSHIP

33. **Entitlement**

Membership in the Corporation shall consist of the applicants for the incorporation of the Corporation and such other persons as are admitted as members by resolution of the board of directors.

34. **Classes**

Membership shall be divided into two classes, namely Class A Members and Class B Members, hereinafter collectively referred to as "**members**".

35. **Class A Membership**

Class A membership shall be available only to companies or organizations that are engaged in the creation of digital media content and that are approved by the board. The term of membership of a Class A Member shall be annual, subject to renewal in accordance with the policies of the Corporation. Each Class A Member shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

36. **Class B Membership**

Class B membership shall be available to (i) companies that provide professional services for the digital media industry and that are approved by the board or (ii) digital media industry associated stakeholders, foundations, societies or organizations that are approved by the board. The term of membership of a Class B Member shall be annual, subject to renewal in accordance with the policies of the Corporation. Class B Members shall be entitled to receive notice of and attend at meetings of the members of the Corporation, but no Class B Member shall be entitled to vote at such meetings except as specifically provided by the Act.

37. **Resignation**

Any member may resign from membership in the Corporation upon notice in writing thereof received by the Corporation. A resignation shall be effective on the date specified in the notice.

38. **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) a member fails to maintain any qualifications for membership as described in this by-law;
- (c) when the member's period of membership expires;
- (d) when the member ceases to be a member by resignation or otherwise in accordance with this by-law;
- (e) if a special resolution of the members is passed to remove the member; or
- (f) the Corporation is liquidated or dissolved.

39. **Membership Dues**

Membership fees and dues shall be determined by the board from time to time. Members shall be notified in writing of the membership fees and dues at any time payable by them, and if any are not paid in accordance with the policies of the Corporation, the members in default shall automatically cease to be members of the Corporation.

MEMBERS' MEETINGS

40. **Annual or Special Meetings**

The directors of the Corporation

- (a) shall call an annual meeting of members not later than 18 months after the Corporation comes into existence and subsequently not later than 15 months after holding the last preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year; and
- (b) may at any time call a special meeting of members.

41. **Members Calling a Members' Meeting**

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

42. **Place of Meetings**

Meetings of members of the Corporation shall be held at such place within the Province of Ontario as the directors may determine.

43. **Electronic Participation and Voting**

Subject to the Act, any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for all purposes of the Act and the by-laws to be present at the meeting. Subject to the Act, if the directors or the members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Subject to the Act, any vote at a meeting of members may be held entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, and any person participating in a meeting of members by means of such facility and entitled to vote at that meeting may vote by means of such facility, provided that any such facility made available by the Corporation shall enable the votes

to be gathered in a manner that permits their subsequent verification and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted. [

44. **Record Dates for Member Meetings**

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

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

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

- (i) at the close of business on the day immediately preceding the day on which the notice is given; or
- (ii) if no notice is given, the day on which the meeting is held.

45. **Notice**

A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (ii) the text of any special resolution to be submitted to the meeting, shall be sent to each member entitled to vote at the meeting, to each director of the Corporation and to the public accountant (if any) of the Corporation. Such notice shall be personally delivered or sent by prepaid mail or courier not less than 21 days and not more than 60 days, or sent by telephonic, electronic or other communication facility not less than 21 days and not more than 35 days, (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting, or as may be prescribed in the Act, and shall be addressed to the latest address of each such person as shown in the records of the Corporation, or if no address is shown therein, then to the last address of each such person known to the Secretary. Notwithstanding the foregoing, a meeting of members may be held for any purpose at any date and time and, subject to subsection 159(2) of the Act, at any place without notice if all the members and other persons entitled to notice of such meeting are present in person or represented by proxy at the meeting (except where a member or such other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the members and other persons entitled to notice of such meeting and not present in person nor represented by proxy thereat waive

notice of the meeting. Notice of any meeting of members or the time for the giving of any such notice or any irregularity in any such meeting or in the notice thereof may be waived in any manner by any member, the duly appointed proxy of any member, any director or the public accountant of the Corporation and any other person entitled to attend a meeting of members, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

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

46. **Omission of Notice**

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting of members.

47. **Chair**

The Chair of the Board (if any) shall when present preside at all meetings of members. In the absence of the Chair of the Board (if any), the Vice-Chair of the Board (if any), or if the Vice-Chair of the Board is also absent, the President (if any) or, if the President is also absent, the Executive Director (if any) or, if the Executive Director is also absent, a Vice-President (if any) shall act as chair. If none of such officers is present at a meeting of members, the members present entitled to vote shall choose a director as chair of the meeting and if no director is present or if all the directors decline to take the chair then the members present shall choose one of their number to be chair.

48. **Votes**

Votes at meetings of the members may be cast either personally or by proxy. At every meeting at which a member is entitled to vote, such member (if present in person) or the proxyholder for such member shall have one vote on a show of hands. Upon a ballot on which a member is entitled to vote, every member (if present in person or by proxy) shall have one vote.

Every question submitted to any meeting of members shall be decided in the first instance on a show of hands and in case of an equality of votes the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a member or proxy nominee.

At any meeting, unless a ballot is demanded by a member or proxyholder entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chair 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 evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

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

49. **Proxies**

A member entitled to vote at a meeting of members may by means of a proxy appoint a proxyholder or proxyholders or one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

A form of proxy shall be a written or printed form that complies with the regulations under the Act (to the extent applicable). A form of proxy becomes a proxy on completion by or on behalf of a member and execution by the member or such member's attorney authorized in writing. Alternatively, a proxy may be an electronic document that satisfies the requirements of the regulations under the Act. A proxy is valid only at the meeting in respect of which it is given or at any adjournment thereof.

The directors may specify in a notice calling a meeting of members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation or its agent (subject to the rights of members to revoke proxies, as provided below).

A member may revoke a proxy either (i) by depositing an instrument in writing executed by the member or by the member's attorney authorized in writing at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the meeting on the day of the meeting or an adjournment thereof, or (ii) in any other manner permitted by law.

50. **Adjournment**

The chair of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place. If the meeting is adjourned for less than 31 days, no notice of the time and place for the holding of the adjourned meeting need be given to any member, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who form the quorum at the adjourned meeting need not be the same persons who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated

forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

51. **Quorum**

Two persons present in person or represented by proxy shall be a quorum of any meeting of members for the choice of a chair of the meeting and for the adjournment of the meeting to a fixed time and place but may not transact any other business; for all other purposes a quorum for any members meeting shall be ten percent (10%) of the members entitled to vote at the meeting, present in person or represented by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

Notwithstanding the foregoing, if the Corporation has only one member, or only one member of any class or group, the member present in person or by proxy constitutes a meeting and a quorum for such meeting.

52. **Resolutions in Writing**

Subject to subsection 166(1) of the Act,

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

NOTICES, ETC.

53. **Service**

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

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

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

54. **Members Who Cannot be Found**

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

55. **Signatures to Notices**

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

56. **Computation of Time**

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

57. **Proof of Service**

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

CHEQUES, DRAFTS, NOTES, ETC.

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

EXECUTION OF CONTRACTS, ETC.

59. Contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the directors, or such officer or officers as may be delegated authority by the directors to determine such matters, may from time to time designate.

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

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

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

FINANCIAL YEAR

60. The financial year of the Corporation shall end on such day in each year as the board of directors may from time to time by resolution determine.

EFFECTIVE DATE AND REPEAL OF PREVIOUS BY LAW

61. **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 of this by-law.

62. **By-laws and Effective Date**

Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This paragraph does not apply to a by-law that requires a special resolution of the members in accordance with subsection 197(1) of the Act as such by-law amendments or repeals are only effective when confirmed by the members.

63. **Repeal of Previous By-laws**

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of the articles or other constating documents of the Corporation obtained pursuant to any such by-laws before its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this by-law, and all resolutions of the members or the board of directors with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

PASSED by the directors of the Corporation on November 3, 2014.

CONFIRMED by the members of the Corporation on November 20, 2014

Executive Director

Secretary