

BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE BUSINESS AND AFFAIRS OF
KITCHENER WATERLOO WOODWORKING AND CRAFT CENTRE**

**A CORPORATION SUBJECT TO THE
CORPORATIONS ACT (ONTARIO)**

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

ARTICLE I – INTERPRETATION

1.01 Definitions:

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

- (a) The singular includes the plural;
- (b) The masculine gender includes the feminine and neuter;
- (c) "Board of Directors" means the Board of Directors of the Corporation;
- (d) "Letters Patent" means the Letters Patent of the Corporation and, any and all supplementary Letters Patent granted to the Corporation;
- (e) "Corporations Act" means the *Corporations Act*, R.S.O.1990, c.C.38, as amended and any statute enacted in substitution therefor from time to time.

1.02 Other Definitions:

All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation. Words importing the singular number include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator or other person representative.

ARTICLE II - HEAD OFFICE

2.01 Head Office:

The Corporation shall have its head office at the place in Ontario where the Letters Patent provide that the head office is to be situated. The location of the head office may be changed as permitted by the Corporations Act.

ARTICLE III – SEAL

3.01 Corporate Seal:

The Corporation has adopted a corporate seal and, it may be changed from time to time by the Board.

ARTICLE IV - BOARD OF DIRECTORS

4.01 Powers:

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

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

4.02 Number and Quorum:

Until changed in accordance with the Act, the number of directors shall be NINE (9), of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining directors may act if constituting a quorum.

4.03 Election and Term:

Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least TWO-THIRDS (2/3rds) of the votes cast at a meeting may remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

4.04 Eligibility:

Each candidate for director shall be a natural person who:

- (a) is at least 18 years of age;
- (b) is not an undischarged bankrupt;
- (c) is not a mentally incompetent person; and
- (d) is a member of the Corporation.

If a director or candidate for director becomes bankrupt or a mentally incompetent person, he or she thereupon ceases to be a director or to be eligible to be a director, as the case may be. Any vacancy on the Board so created shall be filled in the manner prescribed in Article 4.03 of this by-law.

4.05 Removal of Directors:

The Board of the Corporation may, by resolution passed by a simple majority of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

4.06 Vacancies:

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remains in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing term are elected, but if no quorum of directors remains in office, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.07 Meetings:

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of TWO (2) directors. Notice of such meetings shall be delivered or telephoned to each director not less than ONE (1) day before the meeting is to take place or shall be mailed or e-mailed to each director not less than TWO (2) days before the meeting is to take place. The certificate of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

4.08 Errors in Notice:

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.09 Voting:

Questions arising at any meeting of directors shall be decided by a simple majority of votes except as stated in article 4.02. In case of an equality of votes, the Chairman shall have a second or casting vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

4.10 Remuneration of Directors:

The directors and officers shall receive no remuneration for acting as such but may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE V - OFFICERS OF CORPORATION

5.01 Officers:

There shall be a President, Secretary and Treasurer and there may be one or more Vice-Presidents, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office. The officers of the Corporation shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. In the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board. The Board may, by resolution, also remove at its pleasure any such officer or agent of the Corporation.

5.02 President:

The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall exercise general supervision over the business and affairs of the Corporation. In the absence of the Chairman of the Board or if no Chairman of the Board has been appointed, the President shall, when present, preside at all meetings of the Board and of the members, and shall sign all contracts, documents, or instruments in writing which require his signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be specified or delegated to him by the Board. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

5.03 Duties of Secretary:

The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes

of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

5.04 Duties of Treasurer:

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.05 Duties of Operations Manager:

The Operations Manager is appointed by the Board of Directors. The individual is given authority to determine day to day processes to be followed by all members in order to facilitate a safe and orderly environment. The Operations Manager will present his update to the Board at the monthly Board meeting on matters that affect the effective and efficient use of the shop space, the shop's budget and any safety concerns he may have.

5.06 Duties of Volunteers

A shop volunteer is a member of KW-WCC in good standing who is usually familiar with the safe operation of most of the equipment and tools in the shop. They are appointed by the Operations Manager and assist him/her in maintaining a safe and orderly shop. One (1) volunteer is always present during shop hours and provide advice to members on their projects and proper use of equipment.

5.07 Duties of other Officers:

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE VI - EXECUTION OF DOCUMENTS

6.01 Documents or Instruments:

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any TWO (2) officers of the Corporation, and the seal of the Corporation shall be affixed to

such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any TWO (2) officers of the Corporation or by any person authorized by the Board.

Any TWO (2) officers of the Corporation, or any person or persons from time to time designated by the Board of Directors may transfer any and all bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE VII - BOOKS AND RECORDS

7.01 Books and Records:

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE VIII-MEMBERSHIP

8.01 Classes of Membership:

There shall be one class of membership, designated as a Regular membership. Unless herein specifically noted otherwise in this By-law No. 1, "member(s)" and/or "membership(s)" shall refer to Regular member(s) and membership(s).

8.02 Membership Dues:

The Board of Directors may, from time to time, fix annual dues or fees payable by the members.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within THIRTY (30) DAYS of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

8.03 Termination of Membership:

The Board of Directors may terminate or suspend the membership of any voting member who violates this or any other by-law of the Corporation, or who fails to adhere to the rules and policy of the Corporation, as those rules and policy are established by the Board of Directors from time to time. Notice of such termination or suspension of membership shall be given in writing and directed by prepaid registered mail addressed to such member at the address maintained in the membership records of the Corporation.

ARTICLE IX - ANNUAL AND OTHER MEETINGS OF MEMBERS

9.01 Annual or General Meetings of Members:

The annual or any general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the accountant shall be presented and a Board of Directors elected and an accountant appointed for the ensuing year and the remuneration of the accountant shall be fixed or the Board of Directors authorized to fix such remuneration.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, by e-mail, or by personal service, TEN (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, or waive notice of such meeting in writing, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Notwithstanding the foregoing, if the objects of the Corporation are exclusively for charitable purposes, notice of any meeting of members may be given by publishing the same at least once a week during the TWO (2) consecutive weeks immediately preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which a majority of the members of the Corporation reside as shown by their addresses on the books of the Corporation.

9.02 Error or omission in Notice:

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any 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. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

9.03 Adjournments:

Any meetings of the Corporation or of the directors 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. No notice shall be required of any such adjournment. No adjournment may be made notwithstanding that no quorum is present.

9.04 Quorum of Members:

A quorum for the transaction of business at any meeting of members shall consist of not less than a majority of the members present in person or represented by proxy; provided that in no case can any meeting be held unless there are TWO (2) members present in person.

9.05 Voting of Members:

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Regular and Apprentice member of the Corporation in good standing shall be entitled to ONE (1) vote on each question arising at any annual or general meeting of the members and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing or by e-mail from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member, and a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

ARTICLE X - FINANCIAL YEAR

10.01 Financial Year:

The financial year end of the Corporation is the 31st of December. Any change shall be determined by the Board.

ARTICLE XI - BANK ACCOUNTS, CHEQUES, ETC.

11.01 Bank Accounts:

The Corporation's bank account(s) shall be kept in such chartered bank, trust company, or other

firm or corporation carrying on a banking business as the Board of Directors by resolution from time to time may determine.

11.02 Cheques:

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

ARTICLE XII - DEPOSIT OF SECURITIES FOR SAFEKEEPING

12.01 Securities:

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE XIII – NOTICE

13.01 Notices:

Whenever under the provisions of the Corporations Act, the Regulations, the Letters Patent, Supplementary Letters Patent or by-laws of the Corporation, notice is required to be given by the Corporation, such notice may be delivered either personally or sent by prepaid mail, e-mail, facsimile, telegram, cable or telex to any such member, director, officer or auditor at his latest address as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

A notice or other document served by mail by the Corporation on a member, director, officer or auditor, shall be deemed to be served at the time when it would be delivered in the ordinary course of mail.

A notice or other document served by e-mail, facsimile, telegram, cable or telex where there is record that the notice or other document has been sent, shall be deemed to have been received by the intended recipient on the earlier of:

- (a) the day the intended recipient actually received it; or
- (b) the first business day after the day the transmission is sent by the Corporation.

ARTICLE XIV - ACCOUNTANT

14.01 External Accountant:

The members shall at each annual meeting appoint an external accountant to review the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the accountant. The members may, by resolution, authorize the directors to fix the remuneration of the accountant by the Board of Directors.

ARTICLE XV - PROTECTION AND INDEMNIFICATION OF DIRECTORS

15.01 (a) Indemnification:

Every director of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their legal and personal representatives, heirs and executors, and their respective estates and effects, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against

- (i) Any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted or not made, done or permitted by him in respect of such liability; and
- (ii) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

(b) Protection:

No director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt of other act or failure to 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 by order of the Board 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 lodged, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his office or trust in relation thereto, unless the same are occasioned by his own willful neglect or default; provided, that nothing herein shall relieve any director of any liability imposed upon him by the Corporations Act.

(c) **Insurance:**

Subject to the limitations contained in such Corporations Act, the Corporation may purchase and maintain such insurance for the protection of its directors as such, as the Board of Directors may from time to time determine.

ARTICLE XVI – COMMITTEES

16.01 Establishment of Committees

The Board may, from time to time, by by-law or resolution, establish such permanent and ad hoc committees as the Board deems to be in the best interests of the Corporation. Such committees shall have such powers and duties as the Board may determine. Except as otherwise provided in this by-law:

- (a) Other members of each committee may, but need not, be directors or members of the Corporation;
- (b) Members of each committee shall be appointed by the Chairman of such committee, and be approved by the Board;
- (c) Each committee shall keep minutes and records, shall report to the Board at regular intervals and at any time upon request, and shall be responsible to the Board;
- (d) each committee shall have the power to appoint one or more sub-committees

16.02 Recommendations:

Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to such committee by the Board.

16.03 Duties of Committees:

The duties of each committee shall include, but not be limited to, all of the responsibilities assigned to it by by-law or by resolution. The Board may at any time by resolution assign additional responsibilities to a committee.

ARTICLE XVII - BY-LAWS AND AMENDMENTS, ETC.

17.01 Amendments:

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

ARTICLE XVIII - EFFECTIVE DATE

18.01 **Effective Date:**

This By-law comes into force when passed by resolution of the Board of Directors.

MADE AND ENACTED by the Board of Directors this 10th day of April, 2019.

Original signed by President

Original signed by Treasurer

THIS BY-LAW approved, ratified and confirmed by the members of the Corporation in accordance with the Corporations Act on the 10th of April 2019.