

BYLAW NO. 10

Being a Bylaw to consolidate Bylaws No. 1, 2, 3, 4, 5, 6, 7, 8, and 9 and relating to the transaction of the business and affairs of the Mills Community Support Corporation

Previous Bylaws 1, 2, 3, 4, 5, 6, 7, 8 and 9 are repealed and replaced with the following:

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1.0 Definitions

In the Bylaws and resolutions of the Corporation, unless the context otherwise requires.

"**Act**" means The Corporations Act R.S.O. 1990, cC.38, as amended.

"**Appoint**" means to install in a position or office by naming;

"**Board**" means the Board of Directors of the Mills Community Support Corporation to which these Bylaws apply;

"**Bylaws**" means these Bylaws and all other Bylaws and special Bylaws of the Corporation, which are from time to time in force and in effect;

"**Corporation**" means the Mills Community Support Corporation, Inc.;

"**Elect**" means to install in a position or office through a voting process involving the general membership or the Board of Directors;

"**Letters Patent**" means the letters patent of the Mills Community Support Corporation Inc. issued 9th day of December 1975 as from time to time amended, supplemented or restated;

"**Membership Meeting**" means any annual, general or special meeting of the members;

"**Non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in The Interpretation Act (Ontario) or declared to be a holiday by the local municipal body within which the Corporation operates;

"**Quorum**" refers to the minimum number of members required to be present in person before a meeting can conduct business. Unless otherwise stipulated in these Bylaws, the quorum shall be set at 50% plus one (1) of the members.

"**Recorded Address**" means, in the case of a Member, his or her address as recorded in the Register of the Members and in the case of a Director or Officer, his or her address as recorded in the records of the Corporation.

"**Signing Officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 9.1 of these Bylaws and with reference to cheques which disburse Corporation funds, those persons authorized by Section 9.2 of these Bylaws or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meaning when used herein.

2.0 Seal

The corporate seal shall have inscribed thereon the words "Mills Community Support Corporation Inc." and the seal impressed in the margin of these Bylaws is hereby adopted as the seal of the Corporation.

3.0 Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be within the boundaries of the Town of Mississippi Mills in the Province of Ontario.

4.0 Conditions of Membership

4.1 Availability of Membership

Membership in the Corporation shall be limited to those persons who meet the criteria specified in the current board policy, and whose application for admission as a member has received the approval of the Board of Directors of the Corporation.

4.2 Voting Rights

Each Member in good standing shall be entitled to one (1) vote on each question arising at any general or special meeting of Members. No other Members, other than general Members shall be entitled to vote on questions arising at meetings of Members.

4.3 Membership Fees

There shall be an annual membership fee specified in the current member's board policy. Payment of such fee must be made at least sixty (60) days prior to an annual general meeting of Members to remain a Member in good standing with the right to vote at that meeting.

4.4 Withdrawal of Membership

Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation. Failure to pay the annual membership fee pursuant to Bylaw 4.2 shall also constitute withdrawal of membership.

4.5 Removal of Membership

Any Member may be required to resign by a vote of two-thirds (2/3) of the members at an annual meeting.

5.0 Members' Meetings

5.1 Location and Attendance

The annual general meeting of the Members shall be held in the Town of Mississippi Mills within 90 days after the end of the Corporation's fiscal year. In addition, the Board of Directors or the Chairperson or Vice Chairperson of that Board shall have power to call, at any time, a general meeting of the Members of the Corporation. The Board of Directors shall call a special general meeting of Members on written requisition of not less than 15% of the Members. All meetings of Members shall be open to the general public unless Members have agreed beforehand by majority vote to hold a meeting, or part thereof, in camera.

5.2 Business

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

5.3 Quorum

Members present in person at a meeting will constitute a quorum

5.4 Notice of Meetings

The Secretary shall ensure written notice of each annual or special meeting is given to all Members of the Corporation. Such notice shall be given to each Member by delivering personally, by facsimile transmission, by email, by leaving it at the Member's residence, by sending it to the Member by ordinary mail addressed to the Member's residence, or by publication in the local news media.

The notice time required shall be ten (10) days excluding non-business days and the day of mailing or publication, but including the day of the meeting. For a special meeting the notice shall state the business to be considered at such special meeting and no business other than that stated shall be considered at such meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

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 purpose of sending notice to any Member, Director or Officer of any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the Corporation.

5.5 Voting

Subject to the provisions of the Act, any question at a meeting of the Members of the Corporation shall be decided by a show of hands unless a poll thereon is required or demanded by a Member prior to the vote being called.

On any question for which a poll is required or demanded, the Chairperson shall direct the manner in which the poll is conducted. Subject to the Act, this may take the form of a recorded vote by a show of hands or a secret ballot.

When deciding a question, whether by a show of hands, or by secret ballot, every member who has paid his membership fee at least sixty (60) days before the meeting and has had his name recorded in the Register of Members shall be deemed to be a member in good standing and entitled to cast one vote. Proxy votes shall not be allowed. A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or by these By- Laws. In the case of equality of votes upon a show of hands or a ballot, the Chairperson of the meeting shall be entitled to a casting vote.

Whenever a vote shall have been taken upon a question, a declaration by the Chairperson of the meeting that the vote has been carried or lost 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.

6.0 Board of Directors

6.1 Number of Directors

A Board of Directors elected at an annual membership meeting shall manage the property and business of the Corporation. The Board will establish by policy the minimum and maximum number of Directors (but no less than as per the current governing legislation). Directors must be individuals, 18 years of age or over, with power under law to contract.

6.2 Election and Removal of Directors

All candidates shall be nominated and seconded by Members of the Corporation. The elections of Directors by Members shall be by ballot if more than the maximum approved number of Directors is nominated. The candidate receiving the lowest number of votes shall be dropped from each succeeding round of balloting until the numbers of candidates who remain equal the number required for election, at which point the remaining candidates shall be declared as elected.

The Members of the Corporation may by resolution passed by at least two thirds (2/3) of the vote cast at a special general meeting of which notice specifying the intention to pass such resolution has been given, remove a Director and by a majority of the votes cast at that meeting, elect any other Member in their stead for the remainder of that term.

The office of Director shall be automatically vacated:

- a) if the Director has resigned his office by delivering a written resignation to the Secretary of the Corporation;
- b) if the Director is found by a court to be of unsound mind;
- c) if the Director becomes bankrupt or suspends payment or compounds with his creditors;
- d) if the Board has voted by a two-thirds (2/3) majority to remove him as a Director for reason of non-attendance or acts of improper conduct; and
- e) on death.

6.3 Mid-Term Vacancies

Mid-term vacancies on the Board of Directors, however caused, may be filled by the Board by majority vote from among Members of the Corporation or from nominations from the Nominating Committee of the Board. Otherwise such vacancies may be filled at the next annual meeting of the Members at which the Directors are elected.

6.4 Term of Office (NEEDS TO BE AMENDED FOR STAGGERED TERMS STARTING AFTER THE 2012 AGM)

Directors shall be elected for a term of three years subject to annual approval at the Membership Meeting. Board members may offer to renew their election for a subsequent three-year period and a further one-year renewal may be granted if required for the Chairperson to serve as Past Chairperson of the Corporation. After a one-year period ex Directors may again stand for election. A retiring

Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

6.5 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

6.6 Powers of the Directors

Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made by 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 powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to the Executive Director the right to employ and pay salaries to employees. All such employment and termination of employment shall be in accordance with The Employment Standards Act of Ontario and the Human Rights Legislation.

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors is hereby authorized from time to time:

1. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such a manner as the Board of Directors in its discretion may deem expedient;
2. to limit or increase the amount to be borrowed;
3. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
4. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The powers hereby conferred shall be deemed to be in addition to and not in substitution for any powers to borrow money for the purposes of the Corporation by its Directors or Officers independently of a borrowing Bylaw.

The Board of 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.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The Board may delegate these powers of appointment and prescription to the Executive Director, save for the position of Executive Director itself. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

6.7 Directors' Meetings

6.7.1 Time, Location and Notice of meetings

Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours notice of such meeting shall be given by facsimile transmission, by email or by being left at the Director's place of residence. If the notice is mailed the notice time required shall be ten (10) days excluding non-business days and the day of mailing, but including the day of the meeting. There shall be at least four (4) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

6.7.2 Voting

The board will endeavour to make decisions by consensus. Where consensus cannot be reached, and the issue or question requires immediate resolution, a decision will be reached by a majority of votes. Each director is authorized to exercise one vote. In the event of protocols, procedures for decision-making shall be determined by a policy of the board. In the event of a tie vote the Chairperson of the meeting shall have a casting vote. The Chairperson will not vote unless required in the case of a tie.

On any question for which a vote is required or demanded, the Chairperson shall direct the manner in which the vote is conducted. Subject to the Act, this may take the form of a recorded vote, a show of hands, or a secret ballot **or via electronic means, as stated in the appropriate Board policy**. For any particular vote at any meeting of the Board the Chairperson shall, if so demanded by any Director present, call a secret ballot.

A declaration by the Chairperson that a resolution has been carried or lost 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.

The Chairperson shall call a vote for adjournment whenever a motion for adjournment is in order.

6.7.3 Attendance

The Board may appoint the CEO and staff representatives to be ex-officio, non-voting members of the Board and to attend the meetings of the Board. If the Past Chairperson is no longer a Director of the Corporation, the Board may appoint him as an ex-officio, non-voting member of the Board with authority to attend Board meetings. Any **member** or other person may be admitted only on the invitation of the Chairperson or with the consent of the Board **and may only remain in the meeting for the specific topic related to their expertise, or for longer, at the discretion of the Chairperson or with the consent of the Board.** In camera sessions of the Board will be restricted to Directors of the Board and their invitees.

In addition, Directors have a responsibility to attend board meetings, if at all possible. If a Director misses 3 or more consecutive meetings, the Director must ask for leave of absence, with the consent of the Board, or resign from the Board.

6.7.4 Absence of Chairperson

In the absence of the Chairperson, the Vice-Chairperson or such other Director as the Board may from time to time appoint for the purpose may act as Chairperson of any meeting.

6.8 Quorum

A majority of Directors in office, from time to time, **but no less than that specified in the current Board Policy**, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Corporation.

7.0 Officers

7.1 Officers of the Corporation

The Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, Executive Director and any such other Officers as specified in the current board policy. The duties of such other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. With the sole exception of the Chairperson, any two offices may be held by the same person.

The Chairperson shall be elected at an annual meeting of Members. Officers other than the Chairperson of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members.

The Officers of the Corporation should hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

Officers are also directed to the board policies with respect to Board Leadership – Selection and Roles.

7.2 Duties of Officers

7.2.1 Chairperson

The Chairperson provides overall leadership to the Corporation subject to the directions of the Board and the general membership. He shall have supervision of the affairs and business of the Corporation and shall, when present, preside over all meetings of the Members and of the Board. He shall perform such other duties as may from time to time be directed by the Board.

7.2.2 Vice-Chairperson

The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be directed by the Board.

7.2.3 Treasurer

The treasurer shall oversee the funds and securities of the Corporation and shall work with the appointed Financial Officer, through the CEO, to ensure that:

- Full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation are kept in the books belonging to the Corporation and
- All deposit of monies, securities and other valuable effects are in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.
- Disbursement of the funds of the Corporation are completed by proper authority taking proper vouchers for such disbursements, and
- Shall render to the Chairperson and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Treasurer shall ensure that a financial audit is prepared for the Board on an annual basis and shall perform such other duties as may from time to time be directed by the Board.

The Treasurer may delegate some or all of the carrying out of his duties to members of the staff of the Corporation while maintaining overall responsibility and reporting thereon to the Board.

7.2.4 Secretary

The Secretary is the Corporation's chief legal officer responsible for all matters relating to constitution, bylaws, proper meeting procedures and the legally correct conduct of the Board's business and such other duties

as may be prescribed by the Board or the Chairperson from time to time. Working with the CEO, the Secretary shall ensure:

- Notices of meetings of the Members and the Board are issued and that the minutes of all proceedings at meetings of the Board and any Executive Committee meeting are properly recorded and maintained.
- A Register of Directors in which are set out the names and residence addresses of all persons who are or have been Directors of the Corporation with the several dates on which they have become or ceased to become Directors and that an updated list of all Directors of the Board, including their home addresses, is forwarded to the Ministry of Consumer and Corporate Affairs whenever a change in the Board takes place.
- The Certificate of Incorporation with the Articles of Incorporation is properly recorded and maintained and that all bylaws and resolutions of the Corporation are properly recorded and maintained.

The Secretary may delegate some or all of the carrying out of these duties to members of the staff of the Corporation while maintaining overall responsibility and reporting thereon to the Board.

If the position of Secretary is vacant or if for any reason the Secretary is unable to act, anything required or authorized to be done by the Secretary may be done by an assistant secretary or, if there is no assistant secretary able to act, by any other officer of the Corporation authorized generally or specifically in that behalf by the Directors.

7.2.5 Executive Director

The Executive Director is the Chief Executive Officer (CEO) of the Corporation. The Executive Director is not a Director of the Corporation, but reports to, and is accountable to, the Board for all aspects of management of the Corporation's projects and programs. He interacts closely with the Chair of the Board on all matters of corporate business relating to the responsibilities of the Board.

The Executive Director, through delegation by the Board, manages the Corporation as specified in the current board policies.

8.0 Committees

8.1 Special Committees

The Board may appoint special committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such special committees and may fix by resolution, any remuneration to be paid. The powers of such special committees shall not include any right to spend Corporation funds or incur Corporation debt without prior approval of the Board for each expenditure of funds or incurrence of debt.

Membership in any special Committee shall be open to Board members and those members of the community appointed by the Board, but the membership of each such committee must include at least one Board member who will be required to act as chairperson and report on a regular basis to the Board on the committee's activities.

The quorum for all special committees is fifty percent plus one of its members. Membership on a special committee will be terminated if three consecutive committee meetings are missed without approval of absence by the committee chair.

The Board will have in place a current policy for the selection of non-Board committee members.

9.0 Execution of Documents and Financial Transactions

9.1 Execution of Documents

All contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chairperson and the Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. At least two other members of the Corporation shall be designated by the Board as alternate financial signing officers for specific contracts, documents and instruments in writing during absences of either the Chairperson or the Executive Director. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds and other securities of the Corporation. The Seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

9.2 Financial Transactions

The banking business of the Corporation shall be transacted with such Banks or Trust Companies as the Board may determine by resolution. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may authorize.

For the purposes of disbursement of the funds of the Corporation there shall be at least four Financial Signing Officers, two of whose signatures shall be required on each cheque issued by the Corporation. The Financial Signing Officers shall be the Executive Director and one of three appointees approved by the Board of Directors. In the absence of the Executive Director, he shall direct, in writing, one of the three appointees to sign in his place.

The Board of Directors may by resolution create and operate petty cash amounts in their various projects the total value of which shall not exceed an amount as determined by that Board. It shall be the responsibility of the Executive Director or delegate to administrate the petty cash.

10.0 Minutes of the Board of Directors and the Executive Committee

Minutes of the Board of Directors meetings shall be kept confidential. Any portions that are released to members will be done only by the consent of the Board.

11.0 Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

12.0 Amendments of Bylaws

The Members may make amendments to these Bylaws or make new Bylaws not contrary to the Letters Patent, Supplementary Letters Patent, Articles of Amendment (if any), or the Act. Such amendments or new Bylaws shall be confirmed by at least a two-thirds majority of the votes cast at an annual meeting or a special meeting of the Members duly called for that purpose.

In the event that there is a conflict between the provision of this Bylaw and the Corporations Act then the provisions of the Corporations Act will apply.

13.0 Auditors

The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting. The auditors shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

14.0 Books and Records and Powers of Access

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

The Directors shall establish a policy specifying that the CEO shall provide written confirmation at each Board Meeting that the Corporation is in adherence with this bylaw.

The auditor of the Corporation has a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the Corporation and is entitled to require from the Board and Officers of the Corporation such information and explanation as in his opinion are necessary to enable him to report as required by the Act.

15.0 Conflict of Interest

15.1 General

It shall be incumbent on each Officer, each Director, each Member and each Committee Member to declare to the Board a conflict of interest should any situation arise in which they or a member of their immediate family would benefit directly or indirectly by any actions or proceedings that the Corporation is undertaking or about to undertake.

Directors are also directed to the board member's Code of Conduct policy for further guidance.

15.2 Withdrawal of Involvement

Subject to further direction of the Board, any Committee Member, Member, Officer or Director of the Corporation who has declared a conflict of interest, shall withdraw from those segments of the Corporation's activities which give rise to the conflict and shall not participate in any meetings, decisions or actions that would in any way influence or appear to influence the decisions of the Corporation on those activities.

16.0 Bonding

16.1 *Limitation of Liability*

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employees or for joining in any receipt or other act for conformity, or for any loss, damage or expenses happening to the Corporation through 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 in judgement or oversight on his/her part, or for any other execution of the duties of his office; provided that nothing herein shall relieve any Director or Officer of any liability imposed upon him by the Act.

16.2 *Indemnity*

Subject to the limitations contained in the Act, every Director and every Officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any body corporate controlled by it, and his heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:

- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding or in respect of anything done or permitted by him in respect of the execution of the duties of his office;
- b) and all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation

provided that no Director or Officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under the Act, or under any other statute unless, in an action brought against him in his capacities as a Director or Officer, he has achieved complete or substantial success as a defendant.

16.3 *Insurance*

The Corporation shall purchase and maintain such insurance for the benefit of itself, its Directors, its Officers and its employees as the Board determines by resolution. Such insurance shall be reviewed annually for adequacy and conformance with existing legislation.

17.0 Rules and Regulations

The board may establish rules, regulations and policies which it deems necessary for the governance and management of the corporation. Such rules, regulations and policies shall not be inconsistent with these bylaws nor any applicable legislation and its regulations.

18.0 Interpretation

In these Bylaws and in all other Bylaws of the Corporation 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 firms and corporations.

Passed by the Board of Directors and sealed with the Corporate Seal this 16th day of July, 2012.

Signed: _____ Chairperson

_____ Secretary

Confirmed by the membership and sealed with the Corporate Seal this 16th day of July, 2012.

Signed: _____ Chairperson

_____ Secretary