

By-Law No. 2
being a by-law relating generally to the transaction of the affairs of
THE INTERNATIONAL ASSOCIATION OF CONTACT LENS EDUCATORS (IACLE)
(the "Corporation")

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WHEREAS the Corporation as incorporated by Letters Patent issued by the Minister of Consumer and Commercial Relations on the 24th day of May 2012;

AND WHEREAS it is required to amend the by-laws relating to the transaction of the affairs of the Corporation.

BE IT ENACTED as a by-law of:

**THE INTERNATIONAL ASSOCIATION OF
CONTACT LENS EDUCATORS (IACLE)
(the "Corporation")**

as follows:

Article 1 - Revocation

1.1 By-Law 1 dated the 24th day of May 2012 being a by-law relating generally to the transaction of the affairs of the Corporation is hereby revoked.

Article 2 – Definitions

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

- a) "Act" means the Corporations Act, (Ontario) and any successor legislation including the Not-For-Profits Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Associate Member" means an individual who has been admitted to associate membership in the Corporation;
- c) "Board" means the board of directors of the Corporation;
- d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) "Chairman" means the chairman of the Board and has the same meaning as "President" of the Corporation;
- f) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "Full Member" means an individual who has been admitted to full membership in the Corporation;
- i) "Honorary Member" means an individual who has been admitted to honorary membership in the Corporation;
- j) "Member" means an individual who has been admitted to membership in the Corporation, whether as Full Member, Honorary Member or Associate Member;

- k) "Members" means the collective membership of the Corporation, which shall include Full Members, Associate Members and Honorary Members;
- l) "Officer" means an officer of the Corporation;
- m) "President" means the president of the Corporation;
- n) "Secretary-Treasurer" means the secretary-treasurer of the Corporation;
- o) "Vice-Chairman" means the vice-chairman of the Board and has the same meaning as "Vice-President" of the Corporation; and
- p) "Vice-President" means the vice-president of the Corporation.

Article 3 - Head Office

3.1 The Head Office of the Corporation shall be in the City of Guelph, in the County of Wellington, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

Article 4 - Seal

4.1 Until otherwise determined by resolution of the Board, the Corporation shall not be required to have a corporate seal.

Article 5 - Board Of Directors

5.1 The affairs of the Corporation shall be controlled and managed by a Board that shall consist of six (6) Directors, provided that only the Elected Board Members (as defined below) shall have a right to cast votes. Each Director shall be at least eighteen (18) years of age. Each Elected Board Member shall be at the date of, or become within ten (10) days after, their election, and thereafter remain throughout their term, a Full Member of the Corporation. The membership of the Board shall be made up as follows:

- (a) There shall be six (6) Directors elected by the Full Members of the Corporation (individually an "**Elected Board Member**", collectively the "**Elected Board Members**") and,
- (b) The Chief Executive Officer of the Corporation shall be an ex officio Board member who shall:
 - (i) consent in writing to be a non-voting ex officio Board member; and
 - (ii) not be counted in the number of Directors or in determining a quorum and shall not have the right to vote on any matter brought before the Board or any committee thereof.

The Board may admit an ex officio Board member to the membership of the Corporation, provided that if an ex officio Board member is not admitted as a Member of the Corporation, such ex officio Board member shall provide his or her consent in writing to be a Director of the Corporation.

5.2 The Elected Board Members shall be nominated and elected by the Full Members. At a meeting of the Members, the Full Members shall elect the Elected Board Members for a four (4) year term, with re-election permissible if such Director is otherwise qualified.

5.3 Nominations of candidates for election as Elected Board Members of the Corporation shall be made in writing, signed by two (2) members Full Members of the Corporation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and shall be delivered to the Secretary-Treasurer of the Corporation not less than seven (7) days before the date fixed for the election.

5.4 If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations for any vacant positions remaining shall be received at the annual general meeting;

5.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected without voting and by acclamation.

5.6 If the number of nominations received exceeds the number of vacancies to be filled, an electronic ballot shall be held in such manner as the Board may direct.

Article 6 - Vacancies, Board of Directors

6.1 Vacancies on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Full Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual general meeting of the Members at which the Directors for the ensuing term are elected, but if there is not a quorum of Directors, 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.

6.2 For the purposes of this By-law, a casual vacancy on the Board occurs if the Director:

- (a) In the case of any ex officio Board Member, such Director no longer holds the position that provided such Director his or her office; or
- (b) dies; or
- (c) in the case of an Elected Board Member ceases to be a Full Member of the Corporation; or
- (d) becomes insolvent within the meaning of the Act; or
- (e) resigns by notice in writing given to the Secretary-Treasurer of the Corporation; or
- (f) is found to be incapable of managing property by a court or under Ontario law ; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) consecutive months.

6.3 A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;

- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Full Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Full Member;
- (c) if the vacancy occurs as a result of the Full Members removing a Director, the Full Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- (d) if the Director was an ex officio Board member who ceased to hold the position which qualifies the ex officio Board member, it shall be filled by the person who then holds the qualifying position; and
- (e) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office, subject to the By-laws of the Corporation, until the conclusion of the annual general meeting next following the date for elections of Directors. After that, the appointee shall be eligible to be elected as a Director.

6.4 The Full Members may by resolution passed by at least a majority of the Full Members at a meeting of the Members, remove any Director, except for any ex officio Board member, before the expiration of his term and may fill the vacancy in accordance with Section 6.3(d) provided that the Director being replaced shall have the right to make representations to the membership by way of written representations to the Secretary-Treasurer or President and may request that a copy of such representations be sent to each Full Member, or, if not sent to each Full Member within a reasonable time following submission to the Secretary-Treasurer or President, to request that such representations be on the agenda of the meeting where the removal resolution is to be presented to the meeting of the Members.

6.5 A Director shall be immediately removed from the Board if:

- (a) the Director realizes profit from his position in the Corporation; or
- (b) the Director is directly or indirectly interested in any contract or proposed contract of the Corporation, without making the disclosure required by the Act.

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Article 7 - Quorum and Meetings, Board of Directors

7.1 Three (3) Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine but in any event, shall hold meetings at least twice in each period of twelve (12) months. 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-Treasurer on direction of the President or Vice-President, or by the Secretary-Treasurer on direction in writing of any Director. Notice of such meetings shall be delivered, telephoned or telegraphed or forwarded by facsimile or electronic delivery in portable document format ("pdf"), tagged image file

format (".tif") or other secure electronic file system to each Director not less than two (2) days before the meeting is to take place and shall specify the general nature of the business to be transacted at such meeting and no other business except that business is to be transacted at such meeting except business which the Directors unanimously agree be treated as urgent business. The statutory declaration of the Secretary-Treasurer 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 Board 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.

7.2 If all the Directors of the Corporation consent, a meeting of the Board or of a committee of the Board may be held by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and any person participating in such meeting by such means is deemed to be present at that meeting. Any consent so given shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Corporation.

Article 8 - Errors in Notice, Board of Directors

8.1 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.

Article 9 - Voting, Board of Directors

9.1 The Chairman shall preside at Board meetings. In the absence of the Chairman, the Vice-Chairman shall act as the Chairman. In the absence of both the Chairman and the Vice-Chairman, the Directors present shall choose one of their number to act as their Chairman.

9.2 Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. 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.

Article 10 - Powers

10.1 The Directors of the Corporation may administer the affairs of the Corporation in all things, including but not limited to:

- (a) administering the admission, disciplinary procedures and expulsion of Members;
- (b) addressing and resolving the suggestions and complaints of Members;
- (c) developing and administering guidelines and codes for Members;

- (d) developing and approving the budget and accounts of the Corporation;
- (e) ensuring the proper usage of the Corporation's funds;
- (f) developing the educational programs of the Corporation;
- (g) overseeing the operations of all organizations promoted by or associated with the Corporation including the Regional Groups;
- (h) investigating other contact lens educational opportunities and exploring other endeavours on behalf of the Corporation;
- (i) make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into;
- (j) create and oversee and be responsible for regional groups promoting the objects of the Corporation; and,
- (k) save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation, by its Letters Patent or otherwise, is authorized to exercise and do.

10.2 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 shares, stocks, rights, warrants, options and other 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.

Article 11 - Remuneration of Directors

11.1 The Directors shall receive no remuneration for acting as such and shall not be appointed to any salaried office of the Corporation, and only repayment of reasonable and necessary out-of-pocket expenses, reimbursement of monies properly lent to the Corporation (with interest at a rate not exceeding the interest rate at the time of the Corporation's bankers), or reimbursement for monies lent to the Corporation for the rent of its premises.

Article 12 - Officers of Corporation

12.1 There shall be a President, a Vice-President, a Secretary- Treasurer and such other Officers as the Board may determine is necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, Vice-President and Secretary-Treasurer shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other Officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board.

Article 13 - Duties of President and Vice-President

13.1 The President, who shall also be the Chairman, shall, when present, preside at all meetings of the Members of the Corporation and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation, including but not limited to the day-to-day operations of the Corporation, and the representation and protection of the interests of the Corporation. The President shall make recommendations on management and strategic planning and provide direction and long term planning to ensure the growth of the Corporation. The President shall also evaluate the performance of regional groups and projects initiated by the Corporation and evaluate the financial progress of the Corporation. The President with the Secretary-Treasurer shall sign all By-laws and any other Officer or person appointed by the Board for the purpose shall sign all 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. The Vice-President, who shall also be the Vice-Chairman, shall advise and assist the President in all his duties.

Article 14 - Duties of Secretary-Treasurer

14.1 The Secretary-Treasurer shall attend all meetings of the Board, the Officers and the Members of the Corporation 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. If applicable, he shall be the custodian of the seal of the Corporation and 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 to do so and to such person or persons as may be named in the resolution. The Secretary-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. The Secretary-Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Secretary-Treasurer, and of the financial position of the Corporation. The Secretary-Treasurer shall also perform such other duties as may from time to time be determined by the Board. The Secretary-Treasurer may be assisted in the discharge of his/her responsibilities by operational staff designated, by the Board, for the purpose and may delegate administrative responsibilities accordingly.

Article 15 - Duties of Other Officers

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

Article 16 – Protection of Directors and Others

16.1 No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out

or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles or letters patent, as applicable, and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

16.2 Every Director and Officer of the Corporation and his/her heirs, executors and administrators and estate and effects, respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all times be indemnified and saved harmless out of the funds of the Corporation from and against:

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

16.3 No act or proceeding of any Director or Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

16.4 Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article 17 - Execution of Documents

17.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary-Treasurer, and the Secretary-Treasurer shall, if applicable, affix the seal of the Corporation to such instruments as require the same.

17.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary-Treasurer or by any person authorized by the Board.

17.3 The President, Vice-President, the Directors, the Secretary-Treasurer, or any one of them, or any person or persons from time to time designated by the Board may transfer any and all shares, 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 shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal, if applicable, to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal, if applicable, 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 shares, bonds or other securities on the books of any company or corporation.

17.4 Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board 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.

17.5 Execution and delivery of facsimile copies or electronic delivery in portable document format (“pdf”), tagged image file format (“.tif”) or other secure electronic file system of documentation requiring execution by the Members shall constitute delivery of executed originals and shall be binding upon the person whose signature appears on the transmitted copy. Documents may be signed in as many counterparts as may be necessary, each of which so signed shall be deemed an original and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution, shall be deemed to bear the date of the first signatory thereto.

Article 18 - Books and Records

18.1 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.

18.2 The Directors shall establish and maintain a register of Directors, Officers and Members of the Corporation specifying the name, address, phone, fax and email address and institution name of each person who is a Member of the Corporation, together with the date on which the person became a Member and the date on which they ceased to be a Member.

Article 19 - Membership

19.1 Membership in the Corporation shall be available only to individuals at least eighteen (18) years of age. The membership shall consist of three (3) classes of Members in the Corporation, namely, Full Members, Associate Members, and Honorary Members.

19.2 An individual is eligible to be a Full Member of the Corporation if the individual is significantly involved either part-time or full-time in the coordination, implementation and/or direction of the contact lens curriculum of a recognized teaching institution.

19.3 An individual is eligible to be an Associate Member of the Corporation if the person is positively contributing to contact lens education, but not formally affiliated with a recognized institution.

19.4 An individual is eligible to be an Honorary Member of the Corporation if the person is a previous Full Member or Associate Member of the Corporation who has retired from a position involved in the coordination, implementation and/or direction of the contact lens curriculum at a recognized teaching institution or who has retired from a position involved in positively contributing to contact lens education, but not formally affiliated with a recognized institution, as the case may be, but is allowed to retain their membership in the Corporation as recognition of their past contributions.

Article 20 - Application for Membership

20.1 An application for membership in the Corporation:

- (a) shall be made by a person to the Corporation in writing, on the prescribed form and with the required supporting documents, as may be amended by the Board from time to time; and
- (b) shall be lodged with the Secretary-Treasurer of the Corporation, or his/her designate.

20.2 Upon receiving an application for membership, , the Secretary-Treasurer, or his/her designate, shall refer the application to the Board or in such other manner as may be determined by the Board from time to time, which shall determine whether to approve or to reject the application.

20.3 If the Board approves a membership application, the Secretary-Treasurer, or his/her designate, shall, on payment by the applicant of the applicable fees and dues in a timely manner, enter the name of the applicant in the register of Members and, upon the name being so entered, the applicant becomes a Member of the Corporation.

Article 21 - Membership Entitlements

21.1 A Full Member of the Corporation has the following rights:

- (a) to attend at and vote at all meetings of Members;
- (b) to be nominated as a Director and/or elected or appointed, as applicable, as an Officer of the Corporation;
- (c) to request, obtain and use the Corporation's educational materials under prescribed costs and conditions with appropriate acknowledgments as required; and
- (d) to participate in programs, including educational meetings, organised by the Corporation.

21.2 An Associate Member of the Corporation has the following rights:

- (a) upon invitation by the Board, to attend at meetings of the Corporation, including meetings of the Members;
- (b) to have access to the Corporation's educational materials as may be approved by the Board, under prescribed costs and conditions and with the appropriate acknowledgments; and
- (c) to participate in programs, including educational meetings, organised by the Corporation.

21.3 An Honorary Member of the Corporation has the following rights:

- (a) upon invitation by the Board, to attend at meetings of the Corporation;

- (b) to have access to the Corporation's educational materials as may be approved by the Board, under prescribed costs and conditions and with the appropriate acknowledgments; and
- (c) to participate in programs, including educational meetings, organised by the Corporation.

21.4 An Associate Member does not have a right to vote at meetings of the Corporation including meetings of the Members, nor does an Associate Member have a right to be nominated as a Director, provided that an Associate Member may be appointed as an Officer of the Corporation, if such individual is approved for such position by the Board.

21.5 An Honorary Member does not have a right to vote at meetings of the Corporation including meetings of the Members, nor does an Honorary Member have a right to be nominated as a Director, provided that an Honorary Member may be appointed as an Officer of the Corporation, if such individual is approved for such position by the Board.

21.6 A right, privilege or obligation which a person has by being a Member of the Corporation:

- (a) is not transferrable to another person or entity; and
- (b) terminates upon cessation of the membership.

21.7 Each Full Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

21.8 Each Member shall promptly be informed by the Secretary-Treasurer, or his/her designate, of his admission as a Member.

21.9 Any resolution of the Board relating to admission to membership in the Corporation shall not be effective until confirmed by the Full Members in general meeting.

Article 22 - Members' Liabilities

22.1 The liability of a Member of the Corporation to contribute towards the payment of the debts and liabilities of the Corporation or the cost, charges and expenses of the winding up of the Corporation is limited to the amount, if any, unpaid by the Member in respect of his/her/its membership.

Article 23 - Disciplining of Members

23.1 The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) has persistently refused or neglected to comply with a provision or provisions of the constating documents and/or By-laws of the Corporation; or

- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Corporation or the Corporation's constituting documents and/or By-laws and /or any code of conduct of the Corporation; or
- (c) has a conflict of interest to the activities of the Corporation; or
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

23.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Secretary-Treasurer, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Secretary-Treasurer, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Secretary-Treasurer, the Secretary-Treasurer, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Article 24 - Cessation of Membership

24.1 Membership in in the Corporation ceases:

- (a) upon the death of the Member;
- (b) the resignation of the Member;
- (c) the Member is expelled or the membership cancelled;
- (d) the Member does not pay the membership fees within the approved deadlines, as determined by the Board from time to time; or
- (e) the Member no longer fulfills the membership criteria of the Corporation.

Article 25 - Membership Dues

25.1 There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by unanimous vote of the Board, which amount of the dues or fees shall become effective only when confirmed by a majority of the votes of the Full Members at an annual or other general meeting.

25.2 The Secretary-Treasurer shall notify the Members of the dues or fees at any time payable by them and, if such dues or fees are not paid within thirty (30) days of the date of such notice the Members in default shall thereupon automatically cease to have voting rights and the other rights of Members in good standing, but any such Members may, on payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board.

25.3 Fees or dues of a Member may be reduced or waived, at the sole and absolute discretion of the Board.

Article 26 - Annual and Other Meetings of Members

26.1 The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario or inside or outside of Canada as the Board may determine and on such day as the said Directors shall appoint. The annual or any other general meeting of the Members may be held by telephonic or electronic means and a Full Member who, through those means, votes at such meeting or establishes a communications link to the meeting is deemed to be present at the meeting.

26.2 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 a Board elected, as applicable, and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Full Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board 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 annual general meeting shall be given to each Full Member and identified as such by sending a notice by prepaid mail or telegraph or by facsimile or electronic delivery in portable document format (“pdf”), by tagged image file format (“.tif”) or other secure electronic file system, ten (10) days before the time fixed for the holding of such meeting and notice of each meeting must remind the Member of the right to vote by proxy; provided that any meetings of Members may be held at any time and place without such notice if all the Full Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

26.3 The Board may, in its discretion, convene a special general meeting of the Corporation as may be required from time to time to comply with any of the provisions of the By-laws of the Corporation.

26.4 The Board shall, on the requisition in writing or by electronic means of not less than ten (10%) percent of the total number of Full Members, convene a special general meeting of the Corporation provided that any requisition by the Full Members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the Full Members making the requisitions;
- (c) shall be lodged with the Secretary-Treasurer; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Full Members making the requisition.

26.5 If the Board fails to convene a special general meeting within one (1) month after the date on which a requisition of Full Members for the meeting is lodged with the Secretary-Treasurer, any one or more of the Full Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date. A special general meeting convened by a Full Member or Members as referred to above shall be convened as nearly as is practicable in the

same manner as general meetings are convened by the Board and any Full Member who thereby incurs reasonable expenses is entitled to be reimbursed by the Corporation for any such reasonable expense so incurred.

26.6 Each special resolution must be passed by at least three-quarters (3/4's) of the votes of the Full Members present in person at the meeting at which the special resolution is presented, for which not less than twenty-one (21) days' written notice of the intention to pass such special resolution is given to all voting Full Members in accordance with the notice provisions of this By-law and any amendments thereto.

Article 27 - Error or Omission in Notice

27.1 No error or omission in giving notice of any special, annual or general meeting or any adjourned meeting, whether special, annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Full 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.

Article 28 - Adjournments

28.1 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. Such adjournment may be made notwithstanding that no quorum is present.

Article 29 - Quorum of Members

30.1 A quorum for the transaction of business at any meeting of Members shall consist of not less than five (5) Full Members whether present in person or by proxy.

Article 30 - Voting of Members

30.1 Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Full Member of the Corporation shall at all meetings of Members be entitled to one (1) vote and he may vote by proxy. Notice in writing of his appointment as a proxy must be delivered to the Secretary-Treasurer of the Corporation a minimum of twenty-four (24) hours before the convening of the meeting for which the proxy has been granted. No Full 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.

30.2 At all meetings of Members every question shall be decided by a majority of the votes of the Full 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 Full Member. Upon a show of hands, every Member having voting rights shall have one (1) vote, and unless a poll be demanded 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 made by the Chairman or by a minimum of three (3) Full Members present in person. A 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 Full 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.

30.3 The Chairman shall be the chair of the Members' meeting; in the Chairman's absence, the Vice-Chairman shall act as chair; in the absence of both the Chairman and the Vice-Chairman, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

Article 31 - Financial Year

31.1 Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may, from time to time by resolution, determine

Article 32 - Cheques, Etc.

32.1 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 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 the bank's forms or settlement of balances and release or verification slips.

Article 33 - Deposit of Securities For Safekeeping

33.1 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. 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 and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Article 34 - Notice

34.1 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the By-laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom

it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or forwarded by facsimile or electronic delivery in portable document format (“pdf”) or tagged image file format (“.tif”) or other secure electronic file system; 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 so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by him to be reliable.

Article 35 - Borrowing

35.1 The Directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

provided that the Corporation shall only utilize its borrowing power for any amount over \$100,000.00 if Full Members, by resolution passed by the majority of votes cast at a general or special meeting, approve such borrowing power amount, provided further that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

35.2 From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Article 36 - Regional Groups

36.1 The Board may form regional geographical groups (a “regional group”) to promote the objects of the Corporation, each such regional group to be governed by a regional council consisting of Officers as the Board shall appoint and deem appropriate from time to time.

Article 37 - Dissolution

37.1 The Corporation shall not be dissolved except at a general meeting specifically convened for the purpose and dissolution must be approved by a resolution carried by four-fifths (4/5's) of the votes of the Full Members. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

Article 38 - Insurance

38.1 The Corporation may effect and maintain insurance on its Directors.

Article 39 - Interpretation

39.1 In these By-laws and in all other By-laws 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.

Article 40 - Amendments to By-laws

40.1 The Full Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

Article 41 – Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Passed by the Board of Directors the ____ day of _____, 2021 and confirmed by the Members at a general meeting of the Members duly called for that purpose the ____ day of _____, 2021.

President

Secretary-Treasurer