

EXECUTION VERSION

**TECHNOLOGY ACCREDITATION CANADA /
AGRÉMENT EN TECHNOLOGIE DU CANADA**
(the “Corporation”)

BY-LAW NO. 1

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BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of TECHNOLOGY ACCREDITATION CANADA / AGRÉMENT EN TECHNOLOGIE DU CANADA

(the “Corporation”)

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

ARTICLE 1 GENERAL

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, as amended, restated or in effect from time to time, including the Regulations;
- (b) “Affiliate” means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) “Articles” means the articles of the corporation and any amendments thereto;
- (d) “Board” means the board of directors of the Corporation;
- (e) “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (f) “Director” means a member of the Board;
- (g) “Meeting of Members” includes an annual Meeting of Members or a Special Meeting of Members;
- (h) “Member” means a member of the Corporation;
- (i) “Officer” means an individual (which may include one or more Directors) appointed by the Directors as an Officer of the Corporation under Section 142 of the Act.
- (j) “Ordinary Resolution” means a resolution passed by a simple majority, or such greater majority as may be specified in the Articles or any Unanimous Member

Agreement, or a resolution in writing signed by not less than such majority of Members, provided that where the Act requires all Members to sign, any such resolution given in writing shall be signed by all Members;

- (k) “PPA” means a provincial professional association governing engineering and applied science technicians and technologists;
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “Special Meeting of Members” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual Meeting of Members;
- (n) “Special Resolution” means a resolution passed by a majority of not less than three-quarters of the votes cast on that resolution, or such greater majority as may be specified in the Articles or any Unanimous Member Agreement, or a resolution in writing signed by not less than such majority of Members, provided that where the Act requires all Members to sign, any such resolution given in writing shall be signed by all Members;
- (o) “Unanimous Member Agreement” means a written agreement among all the Members of the Corporation that restricts, in whole or in part, the powers of the Directors to manage, or supervise the management of, the activities and affairs of the Corporation, as from time to time amended.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, sole proprietorship, partnership, unincorporated organization, trust, and body corporate.

Other than as specified in Section 1.01 of this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

1.03 Headings and Table of Contents

The headings and table of contents in this By-law are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of this By-law.

1.04 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Directors. If a corporate seal is approved by the Directors, the secretary of the Corporation shall be the custodian of the corporate seal.

1.06 Unanimous Member Agreement

Where any provision in this By-law conflicts with any provision of a Unanimous Member Agreement, the provisions of such Unanimous Member Agreement shall govern to the extent permitted by the Act.

1.07 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two Directors. In addition, the Directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Notwithstanding the foregoing, any Officer or Director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Directors or Members.

The signature of any Director or Officer of the Corporation on any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.08 Financial Year End

The financial year end of the Corporation shall be determined by the Directors.

1.09 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Directors may by resolution from time to time designate, direct or authorize.

1.10 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 172(1) (Annual Financial Statements) of the Act to the Members, give a notice to its Members stating that the annual financial statements and documents provided in Section 172(1) of the Act are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.11 Registered Office

The Corporation may by resolution of the Directors change the location of its registered office within the province specified in the Articles.

1.12 Resolutions in Writing

- (a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of Directors, is as valid as if it had been passed at a meeting of the Board or committee of Directors.
- (b) A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 2 MEMBERSHIP

2.01 Membership Classes

Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to PPAs who have applied for and been accepted into Membership in the Corporation by Special Resolution of the Members or in such other manner, and subject to such other criteria, as may be determined by Special Resolution of the Members from time to time. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members.

2.02 Membership Dues

Membership dues shall be set annually by a Special Resolution of the Members. If in any year the Members fail to pass a Special Resolution to approve the dues owing, the dues then in effect for the prior year shall continue. Members shall be notified in writing of the Membership dues at any time payable by them and, if such dues are not paid within one calendar month of the date on which they become payable, the Members in default shall be subject to such sanctions as may be imposed by the Members, from time to time.

2.03 Termination of Membership

- (a) The Corporation may terminate a Membership by Special Resolution of the Members (excluding the Member whose Membership is the subject of such resolution), if a Member:
 - (i) fails to maintain any qualifications for Membership described in Section 2.01 of this By-law;
 - (ii) fails to pay its annual dues within 90 days of the date such dues must be paid; or

- (iii) carries out any conduct which may be detrimental to the Corporation.
- (b) A Member may resign its Membership upon the expiry of the notice period specified in a written notice of resignation given by the Member to the Corporation, which notice period shall be a minimum of two years unless such period is waived in whole or in part by the Members by Special Resolution, provided that a Member may resign its Membership immediately upon payment of two times the then annual dues to the Corporation.
- (c) A Membership is terminated when the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon termination of Membership, the rights of the Member (including any rights to property of the Corporation) automatically cease to exist. Any obligations of a Member owing to the Corporation that existed immediately prior to the termination of Membership shall survive such termination, including the obligation to pay fees or other amounts to the Corporation. A former Member shall not be readmitted to Membership if there are fees or other amounts owing to the Corporation.

2.04 Membership Not Transferable

A Membership is not transferable.

2.05 Other Matters Relating to Membership

Subject to the Articles and any By-law, the Directors may from time to time and without further approval from the Members make, or amend, policies save and except policies regarding Membership qualification and dues or any other matter addressed in any Unanimous Member Agreement. Copies of all policies adopted by the Directors shall be available to Members upon request.

ARTICLE 3 FUNDAMENTAL CHANGES

3.01 Amendments to the Articles or By-laws

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;

- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a Membership;
- (i) subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of — Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) change the method of voting by Members not in attendance at a Meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 4 MEETINGS OF MEMBERS

4.01 Calling Meetings of Members

- (a) The Directors shall call an annual Meeting of Members:
 - (i) not later than 18 months after the Corporation comes into existence; and
 - (ii) subsequently, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year.
- (b) The Directors may at any time call a Special Meeting of Members.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or Articles of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.03 Notice of a Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.04 Annual Meetings

At every annual Meeting of Members, in addition to any other business that may be transacted:

- (a) the report of the Board, if any, the financial statements, and the report of the public accountant, if any, shall be presented to the Members;
- (b) if any audit is required, the Members shall appoint a public accountant to audit the accounts of the Corporation for report to the Members at the next annual Meeting of Members; and
- (c) the Directors shall be elected (provided that the term of one or more Directors has expired in the year of such meeting).

4.05 Chair of a Meeting of Members

Within the notice period of a Meeting of Members, specified in 4.03 (a) and (b), as applicable, the Members who are entitled to attend and vote at such meeting shall choose one of their number to chair the meeting and so advise the Chairperson of the Board. The chair of such meeting shall not have a second or casting vote.

4.06 Quorum of Members

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 75% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.07 Adjournment of Meeting of Members

If a meeting is adjourned for less than 31 days, it is not necessary for any Member to be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.

4.08 Votes to Govern

Unless otherwise required by the Act, the Articles, or a Unanimous Member Agreement, matters arising at any meeting of the Members shall be decided by a consensus of the Members present at the meeting. A consensus will be considered to have been reached when no Member objects to a proposed resolution. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular matter then the chair shall refer the matter to be decided by Ordinary Resolution unless the Articles, By-laws or Unanimous Member Agreement specifies otherwise. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote in addition to the vote to which he or she may be entitled as a Member or the representative of a Member that is a corporation.

4.09 Electronic Participation and Voting at Physical Meetings

- (a) Any person entitled to attend a Meeting of Members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- (b) Any person participating electronically in a Meeting of Members pursuant to Section 4.09(a) of this By-law (and entitled to vote at that meeting) may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of Section 4.11 of this By-law.

4.10 Meetings Held Entirely By Electronic Means

- (a) Any Meeting of Members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (b) Any vote at a meeting held entirely by electronic means in accordance with Section 4.10(a) of this By-law may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of Section 4.11 of this By-law.

4.11 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic or other communication facility in accordance with Sections 4.09(b) and 4.10(b) of this By-law if the facility:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and

- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.12 Scrutineers

The chair of any Meeting of Members may appoint one or more persons to act as scrutineer(s) at such meeting and in that capacity to report to the chair such information as to attendance, representation, voting (including the collection, counting and reporting of results) and other matters at the meeting as the chair shall direct.

ARTICLE 5 DIRECTORS

5.01 Duties of Directors

Subject to any Unanimous Member Agreement, the Directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation.

The Directors may, from time to time, develop and adopt charters of the Board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

5.02 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If a minimum and maximum number of Directors is provided for in the Articles, subject to any Unanimous Member Agreement, the Members may, from time to time by Ordinary Resolution, fix the number of Directors and the number of Directors to be elected at annual meetings of the Members.

5.03 Board Profile

Subject to Section 5.04 of this By-law, the Articles and any Unanimous Member Agreement, the Board shall consist of up to *eleven* representatives of the PPAs that are Members (subject to no more than one representative for each PPA) and two individuals drawn from academia and/or from industry. Such two individuals shall be elected by the Members at the annual general meeting of the Members. No action taken or resolution passed by the Board or a committee of Directors shall be invalid by reason only that such Board or committee of Directors was not constituted in accordance with this provision. The Chairperson of the Board shall be appointed by the Members in accordance with any Unanimous Member Agreement.

[Amended by Special Resolution by the Members at the Annual General Meeting of June 14, 2019
]

5.04 Qualifications of Directors

- (a) The following persons are disqualified from being a Director of the Corporation:
 - (i) anyone who is less than 18 years of age;

- (ii) anyone who has been declared incapable by a court in Canada or in another country;
 - (iii) a person who is not an individual; and
 - (iv) a person who has the status of a bankrupt.
- (b) A Director is not required to be a Member.

5.05 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board or a committee of Directors.

5.06 Election and Term

Subject to the Articles, and any Unanimous Member Agreement, the Members will, by Ordinary Resolution, elect the Directors at the first Meeting of Members and at each succeeding annual meeting at which an election of Directors is required. Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election, or such longer term as the Members may by Special Resolution determine. A Director may be re-appointed for a second term of one, two or three years with the unanimous approval of the Members. Normally, A Director shall not serve more than two consecutive terms.

The Members shall elect a Chairperson and a Vice Chairperson.

5.07 Vacancies on the Board

The office of a Director shall automatically be vacated:

- (a) if the Director has resigned from office by delivering a written resignation to an Officer of the Corporation or Chairperson of the Board;
- (b) subject to any Unanimous Member Agreement, if, at a Special Meeting of Members, an Ordinary Resolution is passed by Members (or the relevant class or group of Members, if applicable) that the Director be removed from office;
- (c) if the Director has the status of a bankrupt;
- (d) if the Director is declared incapable by a court in Canada or another country; or
- (e) on the death of such Director.

5.08 Filling Vacancies Among Directors

- (a) A quorum of Directors may fill a vacancy among the Directors who have been elected to represent academia or industry, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

- (b) The Directors shall not be entitled to fill a vacancy among the Directors elected to represent a PPA.
- (c) If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (d) A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.09 Borrowing Powers

Unless the Articles or a Unanimous Member Agreement otherwise provide, the Directors may, with unanimous approval of the Members, from time to time:

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

5.10 Delegation

Subject to the Articles, any By-law and any Unanimous Member Agreement, the Board may from time to time delegate to a Director, a committee of Directors, or an Officer or such other person or persons so designated by the Board, all or any of the powers conferred on the Board by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation, except that the Board shall not delegate authority to:

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

Any committee of Directors may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any member of a committee may be removed from such committee by resolution of the Board.

5.11 Standard of Care

Every Director and Officer, in exercising their powers and discharging their duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.12 Disclosure of Interest by Directors and Officers

- (a) A Director or an Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:
 - (i) is a party to the contract or transaction;
 - (ii) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.
- (b) The disclosure required by Section 5.12(a) of this By-law shall be made, in the case of a Director:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in subparagraph (i), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

- (c) The disclosure required by Section 5.12(a) of this By-law shall be made, in the case of an Officer who is not a Director:
 - (i) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.
- (e) A Director required to make a disclosure under Section 5.12(a) of this By-law shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
 - (i) relates primarily to the Director's remuneration as a Director, an Officer, an employee, an agent or a mandatary of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the Director or Officer is a Director or an Officer, or acting in a similar capacity, of a party referred in Section 5.12(a)(ii) or 5.12(a)(iii) of this By-law;
 - (ii) the Director or Officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the Director's or the Officer's interest in the party.
- (g) The Members may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Section, and of

any other documents that contain those disclosures, during the Corporation's usual business hours.

- (h) A contract or transaction for which disclosure is required under Section 5.12(a) of this By-law is not invalid, and the Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the Directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

- (i) Even if the conditions of Section 5.12(h) of this By-law are not met, a Director or an Officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 5.12(a) of this By-law, and the contract or transaction is not invalid by reason only of the interest of the Director or Officer in the contract or transaction, if:
 - (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

ARTICLE 6 PROTECTION OF DIRECTORS AND OFFICERS

6.01 Indemnification by Corporation

Subject to Section 6.03 of this By-law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity, or another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

6.02 Advance of Costs

The Corporation shall advance money to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.01 of this By-law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in Section 6.03 of this By-law.

6.03 Limitation on Indemnity

The Corporation shall not indemnify an individual identified in Section 6.01 of this By-law unless:

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

6.04 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in Section 6.01 of this By-law, or advance moneys under Section 6.02 of this By-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 6.01 of this By-law, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 6.03 of this By-law.

6.05 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this section and Section 151 of the Act.

ARTICLE 7 MEETINGS OF DIRECTORS

7.01 Calling of Meetings

Meetings of the Board may be called by the Chairperson of the Board, the Vice-Chairperson of the Board or any two Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in ARTICLE 9 of this By-law to every Director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Sections 5.10(a) to and including 5.10(f) of this By-law.

7.03 Regular Meetings

The Directors may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Directors fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The Board shall meet at least once a year.

7.04 Participation in Meetings by Electronic Means

If all the Directors have consented, a Director may participate in a meeting of Directors or a committee of Directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

7.05 Quorum of Directors

A majority of the number of Directors constitutes a quorum, and despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

7.06 Votes to Govern

Except as otherwise specified in this By-law or unless otherwise required by the Act or the Articles, matters arising at any meeting of the Board or a committee of Directors shall be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no Director objects to a proposed resolution. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular matter then the chair shall refer the matter to be decided by a majority vote of the Directors. In case of an equality of votes, the chair of the meeting shall not have, in addition to an original vote, a second or casting vote.

ARTICLE 8 OFFICERS

8.01 Officers

The Directors may designate the offices of the Corporation, appoint as Officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in Section 5.10 of this By-law.

ARTICLE 9 NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Directors, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of Directors or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) of the Act;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose;
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to 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 so 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 of the Corporation or other designated Officer may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of Directors in accordance with any information believed by the secretary or other designated Officer to be reliable. The declaration by the secretary or other designated Officer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**ARTICLE 10
BY-LAWS**

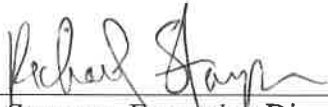
10.01 By-laws

The making, amending or repeal of any By-law shall be done by Special Resolution of the Members in accordance with a Unanimous Member Agreement.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be By-Law No. 1 of the Corporation, made by the Members by Special Resolution with effect as of the 30th day of December, 2013 and revised March 30, 2017, May 4, 2018 and June 14, 2019.

Dated on June 15, 2019 with effect as of the 30th day of December, 2013



Richard Stamper, Executive Director

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