

ELMDALE TENNIS CLUB

BY-LAW NO. 1

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A By-Law relating generally to the conduct of the affairs of

ELMDALE TENNIS CLUB

(hereinafter referred to as the "Corporation")

DEFINITIONS AND INTERPRETATION

1. **Definitions.** In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:
 - a. **"Act"** means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time (the **"Regulations"**);
 - b. **"Articles"** means the Letters Patent and Supplementary Letters Patent of the Corporation. In the event the Corporation files Restated Articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation same shall be the **"Articles"** hereunder;
 - 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 and effect;
 - e. **"Director"** means an individual occupying the position of director of the Corporation by whatever name they are called;
 - f. **"Meeting of Members"** includes an annual meeting of members (an **"Annual Meeting"**) or a Special Meeting; **"Special Meeting"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting;
 - g. **"Member"** means an individual who meets the requirements for membership in the Corporation set out in these By-Laws and who has been admitted as same by resolution of the Board or in such manner as may be determined by the Board, collectively the **"Members"**;
 - h. **"Non-Voting Members"** has the meaning set out in Section 27 of this By-Law;
 - i. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
 - j. **"Special Resolution"** means a resolution passed by two-thirds of the votes cast on that resolution; and

- k. **"Voting Member(s)"** has the meaning set out in Section 27 of this By-Law;
2. **Interpretation.** Other than as specified in Section 1, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

BUSINESS OF THE CORPORATION

3. **Seal.** The seal of the Corporation, if any, shall be in the form determined by the Board.
4. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) Officers. In addition, the Board may from time to time direct the manner in which and the person 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. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.
5. **Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
6. **Financial Year.** The financial year of the Corporation shall end on December 31st in each year or on such other date as the Board may from time to time determine.

BOARD OF DIRECTORS

7. **Number, Election and Term.** The Board shall consist of between five (5) and ten (10) Directors, as set out in the Articles. The specific number of Directors within that range shall be seven (7) until otherwise determined by resolution of the Members, or if a Member resolution assigns this authority to the Board, by the Board. The Directors shall be elected by the Members at each Annual Meeting at which such election is required. The Directors shall be elected to hold office for a term of two (2) years expiring not later than the close of the 2nd annual Meeting of Members following their election or when their successors are elected or appointed. A Director may serve a maximum of three (3) consecutive two (2) year terms, after which time they must be absent from the Board for a period of one (1) year before they are again eligible to be elected as a Director. Notwithstanding the foregoing, if a Director reaches their maximum term of service as set out above while they are in the role of President or Past-President, the maximum term of service for such Director shall automatically be extended such that the Director's term of service shall end at the end of their term as President or Past-President, whether through expiration of term, resignation or removal. For further certainty, in the event that a Director reaches the maximum term of service as set out above while they are in the office of President, nothing herein precludes them from serving as Past-President in accordance with this By-Law.

8. **Eligibility Criteria for Directors.** All Directors must meet the criteria of the Act and be Members of the Corporation. In order to be eligible to serve as a Director, an individual must provide their consent to electronic meetings of the Board in accordance with Section 19 of this By-Law.
9. **Vacancies.** The office of a Director shall be vacated immediately:
 - a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - b. if the Director is no longer a Member of the Corporation;
 - c. if the Director dies or becomes bankrupt;
 - d. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
 - e. if, at a Meeting of Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office;
 - f. if a Director no longer meets the eligibility criteria for Directors set out in this By-Law, including without limitation if they withdraw their consent to electronic meetings of the Board; and
 - g. if a Director fails to attend a minimum of three consecutive Board meetings or fails to attend all meetings within a calendar year, whichever is the minimum.
10. **Filling Vacancies.** A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:
 - a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
 - b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
 - c. a quorum of Directors may fill a vacancy among the Directors.
11. **Remuneration of Directors.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; however, nothing herein precludes the Corporation from reimbursing a Director for

reasonable expenses they incur in performance of their duties, provided such expenses are pre-approved by the Board. Notwithstanding the foregoing, the Corporation may provide free memberships to Directors in consideration of their service.

12. **Committees.** Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may remove any committee member or dissolve any committee by resolution at any time.

MEETINGS OF THE BOARD

13. **Calling of Meetings.** Meetings of the Directors may be called by the President, the Vice-President or any two (2) Directors at any time and any place on notice as required by this By-Law. Meetings of the Directors shall be governed by the most recent edition of Robert's Rules of Order or such other rules of order determined by the Board.
14. **Regular Meetings.** The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
15. **Notice of Board Meetings.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.
16. **Chair of Board Meetings.** The President shall preside at Board meetings and the Vice-President shall preside in the absence of the President. In the absence of the President and the Vice-President, the Directors present shall choose one of their number to act as the chair of the meeting.
17. **Quorum.** A quorum for the transaction of business at a Board meeting is a majority of the Directors then in office. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

18. **Voting.** Each Director shall have one (1) vote at all meetings of the Board. Questions arising at any Board meeting shall be decided by Ordinary Resolution. In case of an equality of votes, the Chair shall not have a second or casting vote. No person may act for an absent Director at meetings of the Board. The Board shall post records of decisions of the Board, other than decisions that are of a confidential nature, at the Corporation's clubhouse within one (1) month of approval of the record of decision.
19. **Participation by Telephonic or Electronic Means.** If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
20. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

OFFICERS

21. **Appointment of Officers.** Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions. The Board shall elect the following Officers from among their number for the following terms of office:
 - a. President of the Board (the "**President**"). The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify. The President is the chair of the Board within the meaning of Section 42(2) of the Act. The President shall be elected for a term of two (2) years and shall serve a maximum of three (3) such two (2) year terms, after which they shall be required to be absent from the office of President for a period of one (1) year prior to being able to be re-elected as President.
 - a. Vice-President of the Board (the "**Vice-President**"). The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members. The Vice-President shall have such other duties and powers as the Board may specify. The Vice-President shall be elected for a term of one (1) year and shall only serve one (1) such one (1) year term, after which they shall be required to be absent from the office of Vice-President for a period of one (1) year prior to being able to be re-elected as Vice-President.

- b. Secretary of the Board (the “**Secretary**”). The Secretary shall be a Director. The Secretary shall attend and be the secretary of all meetings of the Board, and Members. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other powers and duties as the Board may specify. The Secretary shall be elected for a term of two (2) years.
 - c. Treasurer of the Board (the “**Treasurer**”). The Treasurer shall be a Director. The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; the treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation. The Treasurer shall have such other powers and duties as the Board may specify. The Treasurer shall be elected for a term of two (2) years.
 - d. Past-President (the “**Past-President**”). The Past-President shall have such duties and powers as the Board may specify. The Past-President shall be elected for a term of one (1) year. Only the individual who most recently served as President is eligible to serve as Past-President and they shall serve a maximum of one (1) one year term in such office.
22. **Selection and Term of Officers.** Where the appointment of Officers is required, the Officers shall be appointed by resolution of the Board at the first meeting of the Board following the Annual Meeting. The Officers of the Corporation shall hold office for a term as set out above or until their successors are appointed. Officers shall be subject to removal at any time by a resolution of the Board. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
23. **Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:
- a. the Officer's successor being appointed;
 - b. the Officer's resignation;
 - c. such Officer ceases to be a Director (if a necessary qualification of appointment); or
 - d. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

PROTECTION OF DIRECTORS AND OTHERS

24. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith and had reasonable grounds for believing their conduct was lawful, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
 - b. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 24 (a) the Board may approve such advance.

25. **Protection of Directors and Officers:** No Director or Officer of the Corporation is 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, the Articles and By-Laws; and
 - b. exercised their powers and discharged their duties in accordance with the Act.

CONFLICT OF INTEREST

26. **Conflict of Interest.** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or

proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

THE MEMBERS

27. **Members.** There shall be two (2) classes of Members in the Corporation, as follows:

- a. Voting membership in the Corporation shall be available only to individuals who:
 - i. are over the age of eighteen (18) and pay membership fees to access the Corporation's facilities as required by this By-Law, including without limitation a Family Membership Fee; OR
 - ii. who are a Life Member; and
 - iii. who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

(collectively the "**Voting Members**" each a "**Voting Member**")

Each Voting Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation.

- b. Non-Voting membership in the Corporation shall be available only to individuals who:
 - i. are under the age of eighteen (18); and
 - ii. pay membership fees to access the Corporation's facilities as required by this By-Law, including without limitation a Family Membership Fee; and
 - iii. who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

(collectively the "**Non-Voting Members**" each a "**Non-Voting Member**")

Each Non-Voting Member shall be entitled to receive notice of, attend all Meetings of Members of the Corporation; however, they shall not be entitled to cast a vote at any such Meetings of Members.

28. **Membership.** A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

29. **Membership Dues.** Members shall pay the dues or fees determined by the Board. Without limiting the generality of the foregoing, Life Members shall not pay fees or dues in respect of their membership.

30. **Termination of Membership.** A membership in the Corporation is terminated when:

- a. the Member dies;
- b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws;
- c. the Member resigns by delivering a written resignation to the Corporation of the Board in which case such resignation shall be effective on the date specified in the resignation and the Member shall be deemed to have resigned as a Director in addition to resigning as a Member;
- d. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-Laws;
- e. the Corporation is liquidated or dissolved under the Act.

31. **Disciplinary Act or Termination of Membership for Cause.** The Board shall have authority to discipline, suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the Articles, By-Laws, or policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board; or
- c. for any other reason that the Board in its discretion considers to be reasonable, having regard to the purpose of the Corporation.

32. **Process for Member Discipline or Termination.** In the event that the Board determines by resolution that a Member should be disciplined, expelled or suspended from membership in the Corporation, an Officer designated by the Board, shall provide fifteen (15) days' written notice to such Member of same. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15 (fifteen) day period referenced above. In the event that no written submissions are received by the Board, such Officer as may be designated by the Board, may proceed to notify the Member that decision of the Board is final. 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 ten (10) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any right of appeal.

MEETINGS OF MEMBERS

33. **The Annual Meeting.** The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the annual meeting shall include:
- a. receipt of the agenda;
 - b. receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
 - c. consideration of the financial statements;
 - d. report of the auditor or person who has been appointed to conduct a review engagement;
 - e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f. election of Directors; and
 - g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

34. **Financial Statements.** Any Member, upon request, shall be provided by the Corporation, not less than five (5) business days or other number of days that may be further prescribed in Regulations before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or Articles.
35. **Special Meetings.** The Directors may call a Special Meeting. The Board shall call a Special Meeting on written requisition of the Members who hold at least eight percent (8%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition, unless the Act provides otherwise.
36. **Notice.** Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any Annual or Special Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any Special Meeting or Annual Meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.
37. **Quorum.** A quorum for the transaction of business at a Meeting of Members is three percent (3%) of the Voting Members. If a quorum is present at the opening of a Meeting of Members, the Voting Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

38. **Chair of the Meeting.** The President shall be the chair of Meetings of Members or in the absence of the President, the Vice-President. In the absence of the President and Vice-President, the Members present at any Meeting of Members 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.
39. **Voting of Members.** Business arising at any Meeting of Members shall be decided Ordinary Resolution unless otherwise required by the Act or the By-Law provided that:
- a. each Member shall be entitled to one (1) vote at any Meeting of the Members;
 - b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - c. an abstention shall not be considered a vote cast;
 - d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - e. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
 - f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
40. **Absentee Voting at Meetings of Members.** Pursuant to the Act, at the discretion of the Board, Members entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that operates such that:
- a. the votes may be verified as having been made by Members entitled to vote; and
 - b. the Corporation is not able to identify how each Member voted.
41. **Participation by Electronic Means at Meetings of Members.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

42. **Meetings of Members Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
43. **Adjournments.** The President may, with the majority consent of the Members at any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
44. **Persons Entitled to be Present.** The only persons entitled to attend Meetings of Members are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act, Articles or the By-Laws to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting by Ordinary Resolution of the Members present at the meeting.
45. **Rules of Order.** Meetings of the Members shall be governed by the most recent edition of Robert's Rules of Order or such other rules of order determined by the Members.

GENERAL

46. **Service.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
47. **Error or Omission in Giving Notice.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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

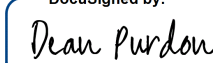
any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

48. **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.
49. **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.

AMENDMENT OF BY-LAWS/REPEAL

50. **Amendment of By-Laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a By-Law amendment that requires a Special Resolution of the Members pursuant to the Act because such By-Law amendments or repeals are only effective when confirmed by Members.
51. **Repeal of Prior By-laws.** All previous By-Laws of the Corporation are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

DATED the 28th day of September 2024.

DocuSigned by:

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Name: Dean Purdon
Title: President

Signed by:

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Name: Ted Cohen
Title: Director