

BY-LAW 2024-1

A by-law relating generally to the conduct of the affairs of

CANADIAN MENTAL HEALTH ASSOCIATION, MUSKOKA - PARRY SOUND BRANCH

(an Ontario corporation)

(the “Corporation”)

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1 GENERAL

1.01 Definitions

In these By-Laws and in all other by-laws and resolutions 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;
- (b) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters; patent, supplementary letters patent;
- (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) "Chair" means the chair of the Board;
- (f) "Corporation" means Canadian Mental Health Association, Muskoka – Parry Sound
- (g) "Director" means a Director elected pursuant to Section 6;
- (h) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;
- (i) "Member" means a member of the Corporation;

- (j) "Members" means the collective membership of the Corporation; and
- (k) "Officer" means an officer of the Corporation;
- (l) "Special Meeting" means a meeting of Members that is not an Annual Meeting;
- (m) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members.

1.02 Interpretation

Other than as specified in Section 1.01, 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.

Conflict Between Articles and By-Laws. In the event of a conflict between the provisions contained in the Articles and the By-laws of the Corporation, the provisions of the Articles shall prevail.

Footnotes. The footnotes used in these By-laws are inserted for non-binding explanatory purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.03 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 shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Directors. In addition, the Board may from time to time direct the way 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 may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2 PURPOSE

2.01 Purpose as per Articles.

The purpose of the Corporation shall be those as set out in the Articles.

2.02 Values, Mission, and Vision

The values, mission, vision, and all other policies of the Corporation shall be consistent with the purpose of the Corporation

3 FINANCIAL YEAR

3.01 Year End. The fiscal year of the Corporation shall begin on the 1st day of April each year and end on the 31st day of March of each following year.

3.02 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.

4 MEMBERSHIP

4.01 Membership of the Corporation shall consist of the Directors and all Directors shall be members of the Corporation

4.02 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.

4.03 Members of the Corporation shall pay a membership fee which shall be fixed from time to time by the Board.

4.03 Membership in the Corporation shall be open to persons who meet the following eligibility criteria

(a) Submit to the Corporation a completed application in the form from time to time required by the Board.

(b) Live at a primary permanent address in the District Municipality of Muskoka or District of Parry Sound.

4.04 Admissions, Renewals, and Reinstatement of Membership. The Board shall have the discretion at any time to reject any application for membership, renewal, or reinstatement to membership.

4.05 Disciplinary Act or Termination of Membership for Cause

a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

b) 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 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

5 MEMBERS MEETINGS

5.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five 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. The annual general meeting shall be held no later than 15 months after the last preceding annual meeting

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- 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.

5.02 Special Member Meetings

The Directors may call a Special Meeting of the Members. The Board shall call a Special Meeting on written requisition and with three members voting in favor of the meeting held within 21 days after receiving the requisition unless the Act provides otherwise.

5.03 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting

or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

5.04 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' 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 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.

5.05 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

5.06 Chair of the Members Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair

5.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes cast unless otherwise required by the Act or the By-law provided that:

- a) each Member shall be entitled to one vote at any meeting;
- 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;
- 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.
- g) All members of the board are deemed to have agreed with the result of a vote on a motion unless they request dissent to be entered into the minutes and provide written dissent to the corporation before the end of the meeting or immediately after the meeting.

- h) A director who was absent at a meeting may record written dissent with the corporation within 7 days of the meeting.

5.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the members meeting with no notice of such adjournment need be given to the Members, for up to 30 days. 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 of the adjourned meeting.

5.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting 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 or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

5.10 Meetings by Telephonic or Electronic Means

- a) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, as determined by the Board, provided that all participants entitled to attend the meeting are able to reasonably participate. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- c) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Board.
- d) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

6 DIRECTORS

6.01 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting. Directors may be approved at the annual meeting to renew membership for up to a maximum of two (2) three-year terms or (6) six years.

- a) Directors may be elected for a one (1) to three (3) year terms at the discretion of the Board to ensure that not more than 1/3 of Directors terms end at the same time.
- b) Directors who have completed six (6) consecutive years shall be required to take at least one (1) year off before re-applying to
- c) A Director who reaches the six (6) year limit shall be permitted to complete the remainder of the current term.

6.02 Qualifications

Each Director shall:

- a) be an individual who is at least eighteen (18) years of age;
- b) not have the status of bankrupt;
- c) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- e) not be an Ineligible Individual.

6.03 Number

The Board shall be comprised of 10 Directors, who shall be elected by the Members and hold office pursuant to Section 6.01.

6.04 Composition

The composition of the Board shall be as determined from time to time by the Members, provided that at least thirty per cent (30%) of the Board shall be current or former consumers and at least twenty per cent (20%) shall be family members of current or former consumers. At least one member of the Board shall be First Nation, Metis, or Inuit. The composition of the Board should proportionately reflect the geographic area served by the Corporation.

6.05 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 dies or becomes bankrupt;

- c) if the Director is convicted of a crime which involves the Member's moral turpitude which, in the opinion of the Board, would reflect negatively upon, or be a risk to, the Corporation.
- d) if the Director moves away from the District Municipality of Muskoka or District of Parry Sound and no longer is a resident.
- e) If the Director fails to attend 3 consecutive meetings of the Board or 60% of the meetings of the Board in any 12 month period. The board will request via letter that the Director confirm intention to continue as a Director. A Director may be granted a leave of absence for up to 3 months at the board's discretion.
- f) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- g) if, at a Special Meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

6.06 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 of Members 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.

6.07 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 dissolve any committee by resolution at any time.

6.08 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; subject to the following:

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

No Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

6.09 Director Consent to Act

Each Director shall consent in writing to hold office as a Director within ten (10) days after their election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate their election or appointment as a Director.

7 BOARD OF DIRECTORS MEETINGS

7.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

7.02 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.

7.03 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this By-law to every Director of the Corporation not less than seven 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.

7.04 Chair of Meetings

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

7.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. A tie vote is deemed to be lost.

7.06 Meetings by Telephonic or Electronic Means

- a) A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means provided that all participants entitled to attend the meeting are able to communicate simultaneously and instantaneously 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 the meeting.
- b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- c) A vote at a meeting of the Directors may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Chair.
- d) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

7.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the Directors. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting,

8 OFFICERS

8.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be vice chair, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. 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.

8.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

8.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

9 PROTECTION OF DIRECTORS AND OFFICERS

9.01 Protection of Directors and Officers

No Director, Officer or committee member 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 the individual's respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act

9.02 Indemnification by the Corporation

Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a) All costs, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against the individual or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the individual in or about the execution of the duties of office or in respect of any such liabilities.

- b) All other costs, charges, and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director or Officer's own wilful neglect or default.
- c) The Corporation shall not indemnify an individual under section 9.02 (a) and (b) unless:
 - I. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - II. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

9.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 9.02, the Board shall, in accordance with the Charities Accounting Act, consider the following:

- a) the degree of risk to which the Director or Officer is or may be exposed;
- b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

10 CONFLICT OF INTEREST

10.01 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.

No Director may use the position or advantage of being a Director to obtain employment within the Corporation. A Director who is seeking employment within the corporation must resign their membership in advance of making application. Should the person be unsuccessful in obtaining the employment, they may re-apply to become a member.

10.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

11 AUDITOR

11.01 Annual Appointment

Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members, subject to the Act, do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

11.02 Removal of Auditor

- a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with Section 11.03.
- b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

11.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

11.04 Rights and Duties

The Auditor or person appointed to conduct a review engagement shall have the rights and privileges as set out in the Act and shall perform their functions as prescribed therein.

11.05 Remuneration of Auditor

The remuneration of an Auditor or person appointed to conduct a review engagement may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

12 NOTICES

12.01 Services

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 the Director's 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.

12.02 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.

13 BY-LAWS AND EFFECTIVE DATE

13.01 By-Laws and Effective Date

- a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates 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 or such future time as may be specified in the resolution, until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- b) 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.
- c) Notwithstanding sections 13.01(a) and 13.01(b), fundamental changes under subsection 103(1) of the Act shall only be effective when confirmed by the Members in accordance with the Act.

14 REPEAL OF PRIOR BY-LAWS

14.01 Repeal

Subject to the provisions of section 14.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

14.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

Approved: September 19, 2024