

DRAFT BY-LAW

BY-LAW NO 1

BEING A BY-LAW RELATING GENERALLY TO THE AFFAIRS OF

EEKAI FOUNDATION

(the "Corporation")

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

SECTION 1 - GENERAL

1.01 Definitions

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

- a. "**Act**" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
- d. "**by-law**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "**meeting of members**" includes an annual meeting of members or a special meeting of members; "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;

f. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

g. "**Patron**" means an individual who has made outstanding contributions to the Corporation and the purposes set out in the articles.

h. "**Project**" means an undertaking of the Corporation that involve working with third-party partners under the name of the Corporation and to which the Corporation is contributing capital.

i. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

j. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

k. "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

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

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors appointed by the Board. In addition, the board 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. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

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

1.06 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 board of 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 board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) 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. Within 15 days of approval of same by the board, the Corporation shall publish its annual financial statements on its website in a manner that is accessible by all members of the Corporation.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be three classes of members in the Corporation, namely, Class A members, Class B members, and Class C members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted by signing a membership agreement with the Corporation, in such form as determined by the board, or admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A Members – Life-Time Voting Members

- a. Class A voting membership shall be available only to persons who have applied and have been accepted for Class A voting membership in the Corporation according to criteria approved by special resolution of the directors.
- b. The incorporators of the Corporation shall be accepted for Class A voting membership in the Corporation by the directors.
- c. The term of membership of a Class A voting member shall be for life.
- d. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members - Regular Voting Members

- a. Class B voting membership shall be available only to persons who have applied and have been accepted for Class B voting membership in the Corporation according to criteria approved by special resolution of the directors.
- b. The term of membership of a Class B voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one (1) vote at such meetings.
- d. During the first year as a Class B voting member, the Class B voting member shall be entitled to vote provided they have been a member in good standing for at least 6 months from approval of their membership by the directors. Thereafter, the voting privileges of the Class B member shall remain in place provided their membership in the Corporation is in good standing.

Class C Members – Non-Voting Members

- a. Class C non-voting membership shall be available only to persons who have applied and have been accepted for Class C non-voting membership in the Corporation, according to criteria approved by directors' special resolution.
- b. The term of membership of a Class C non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any 3 members who signed the requisition may call the meeting.

2.04 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to 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 written policies of the Corporation;
- b. violating a written membership agreement with the Corporation;
- c. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- d. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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

SECTION 4 - MEETINGS OF MEMBERS

4.01 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, articles or by-laws 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 resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who

are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least 30% 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.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. 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 in addition to an original vote shall have a second or casting vote.

4.05 Place of the Meeting

Meetings of the members shall be held at the registered office of the Corporation, or such other place within Canada as the directors may determine.

4.06 Meeting Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 20% of members entitled to vote at the meeting at which the proposal is to be presented.

4.07 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted a proposal pursuant to subsection 4.06 shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.08 Participation by Electronic Means at Members' Meetings

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.

4.09 Members' Meeting 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.

SECTION 5 - DIRECTORS

5.01 Election and Term

The initial directors elected at the first organization meeting following incorporation shall hold office for a term expiring on the third annual meeting of members. Thereafter, directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election. Unless otherwise approved by a special resolution of the members, a director shall be limited to a maximum of seven consecutive terms of office, and a maximum of fourteen (14) years of office in the aggregate, unless extended by special resolution on an annual basis. On the second annual meeting of members and thereafter, in order to provide continuity to the affairs of the Corporation, the directors of the then current board shall select minimum of two (2) and maximum of four (4) directors from their number on the board, who will not be required to stand for re-election, to continue to act as directors until the close of the next annual meeting of members.

5.02 Director Qualifications

A person shall not be eligible to be a director if he or she is not qualified under section 126 (Qualifications of Directors) of the Act, being:

- a. anyone who is less than 18 years of age;
- b. anyone who is incapable;
- c. a person who is not an individual; and
- d. a person who has the status of a bankrupt.

and if:

- e. he or she has a criminal record, or is currently subject to a charge under the Canadian Criminal Code, or the criminal laws of another country;

- f. he or she is elected to, or is seeking election to, public office; or
- g. he or she has exceeded the maximum term allowed under Subsection 5.04 of this by-law.

5.03 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by special resolution or, if the special resolution empowers the directors to determine the number, by special resolution of the directors. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3).

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any three (3) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 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 Section 8.01 of this by-law to every director of the Corporation not less than 10 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. Unless the by-laws otherwise provides, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting, as follows:

- 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 referred to in section 172 of the Act;
- e. adopt, amend or repeal by-laws; or

- f. establish contributions to be made, or dues to be paid, by members under section 30 of the Act.

6.03 Regular Meetings

The board 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 board 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 subsection 136(3)(Notice of Meeting), referencing subsection 138(2) of the Act, requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question, except as set out specifically in subsection 6.05 or elsewhere in this bylaw. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Actions Requiring Special Resolution

The following actions must be passed by a special resolution of the board:

- a. By-Laws. Amending or repealing any by-laws that regulate the activities or affairs of the Corporation.
- b. Code of Conduct. Adopting, amending or repealing any code of conduct to be followed by directors and officers of the Corporation.
- c. Change in the Public Accountant. Submitting a resolution to members to approve a change in the Corporation's public accountant.
- d. Legal Counsel. Retaining legal counsel to represent the Corporation in respect of any matter.
- e. Designation of "Patron". Establishment of criteria for and selection of an annual Patron, or more if appropriate.

6.06 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - OFFICERS

7.01 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.02 Description of Offices

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:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **President** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.
- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. 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 perform the duties described in Schedule B and such other duties as may be required by law or as the board may determine from time to time.
- e. **Treasurer** - If appointed, the treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the board may determine from time to time

The powers and duties of all other officers of the Corporation shall be such as the terms of their

engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.03 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 ceasing 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.

SECTION 8 - NOTICES

8.01 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 board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board 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); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 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

may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary 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.

8.02 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.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board 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.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the

parties.

c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 - INDEMNITY

10.01 Indemnity

Subject to the Act, every director and officer of the Corporation (each an "Indemnified Party") shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which the Indemnified Party sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Indemnified Party for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Party in or about the execution of the duties of their office, provided the Indemnified Party acted honestly and in good faith with a view to the best interests of the Corporation, and in respect of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such Indemnified Party had reasonable grounds for believing that their conduct was lawful.

SECTION 11 – BYLAWS AND EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

11.02 Bylaws

Subject to the articles, the board may, by directors' special 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 directors' special resolution until the next meeting of members where it may be confirmed, rejected or amended by the members by special 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 that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 2019 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2019.

Dated as of the _____ day of _____, 2019.

Vadivelu Santhakumar
President

The undersigned, being the Directors of the Corporation, entitled to hereby sign pursuant to the provisions of the Canada Not-for-profit Corporations Act, enact the foregoing by-law as By-Law No 1 of the By-Laws of the Corporation.

Dated and effective as of _____ day of _____, 2019.

VADIVELU SANTHAKUMAR

SHANMUGAM SATHANANTHAN

KIRUPALINI KIRUPAKARAN

The undersigned, being the Members of the Corporation, entitled to hereby sign pursuant to the provisions of the Canada Not-for-profit Corporations Act, confirm the foregoing by-law as By-Law No 1 of the By-Laws of the Corporation.

Dated and effective as of ____ of _____, 2019.

VADIVELU SANTHAKUMAR

SHANMUGAM SATHANANTHAN

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the board, ensures the integrity of the board's process and represents the board to outside parties. The president co-ordinates board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among directors and between the board and senior management, if any, of the Corporation. The president ensures the board discusses all matters relating to the board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual board goals and preside over all board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the board's expectations and concerns. In collaboration with senior management, develop standards for board decision-support packages that include formats for reporting to the board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the board.

Performance Appraisal

Lead the board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation.

Serve as the board's primary contact with the public.

Reporting

Report regularly to the board on issues relevant to its governance responsibilities.

Board Conduct.

Set a high standard for board conduct and enforce policies and By-laws concerning directors' conduct.

Mentorship

Serve as a mentor to other directors. Ensure that all directors contribute fully. Address issues associated with underperformance of individual directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and board.

Committee Membership

Serve as member on all board committees.

Schedule B
Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for board conduct and uphold policies and the By-laws regarding directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the board and board committees. Attend to correspondence on behalf of the board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the board and board committees. Attend all meetings of the Corporation, the Board and Board committees.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board.

Board Conduct.

Maintain a high standard for board conduct and uphold policies and By-laws regarding directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other directors.

Financial Statement

Present to the members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.