



オタワ日本語学校

Ottawa Japanese Language School Inc.

Since 1976

OJLS.ca

BY-LAW NO. 2

A by-law relating generally to the transaction of the business and affairs of the **OTTAWA JAPANESE LANGUAGE SCHOOL INC.** (the "Corporation").

PART 1 – INTERPRETATION

1.1. Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires.

"Act" means the Non-for-Profit Corporations Act (Ontario), as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any reference in the bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

"Board" means the Board of Directors of the Corporation;

"By-laws" means this by-law and all other by-laws of the Corporation as from time to time amended and in force and effect;

"General Meeting of Members" means a meeting of all Members of the Corporation;

"Letters patent" means the letters patent dated November 07, 2008, incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"Person" shall include firms and corporations, and the masculine shall include the feminine and the feminine the masculine.

"Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

"School" means the Ottawa Japanese Language School (hereafter referred to as the "School") as follows;

"Signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 12.1 by a resolution passed pursuant thereto; and

"Special resolution" means a resolution passed by the Board and confirmed with or without variation by a least two-thirds (2/3) of the votes cast at a meeting of Members duly called for the purpose or, in lieu of such confirmation, by the consent in writing of all of the Members entitled to vote at such a meeting.

1.2. Interpretation. This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

In all by-laws of the School, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and masculine shall include the feminine and the feminine the masculine.

- (a) Save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;
- (b) Words importing numbers include the singular and plural; words importing genders include the masculine, feminine and neuter genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- (c) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 Letters Patent. If any of the provisions contained in the by-laws are inconsistent with those in the letters patent, the provisions contained in the letters patent shall prevail.

PART – 2 OBJECTIVES OF THE SCHOOL

2.1 The primary objectives of the School are:

- (a) To establish and maintain an excellent Japanese language school;
- (b) To promote the appreciation of Japanese culture;
- (c) To participate in the improvement of cultural links between the Japanese community and other groups; and
- (d) To operate on a non-profit basis.

PART 3 – MEMBERSHIP OF THE SCHOOL

3.1 Entitlement. The Members shall be those persons as may from time to time be admitted to Membership by the Board in accordance with any rules for Membership in the Corporation which have been approved by resolution of the directors. Each Member shall be promptly informed by the Board after admission into the Membership. Each Member shall be entitled to vote at all meetings of Members and to be nominated for election as a director of the Corporation.

3.2 Membership in the School is open to the following:

- (a) Any parent or guardian whose child, under the age of eighteen (18) years is a registered student of the School for at least one term, becomes a regular Member of the School for that term;
- (b) Any registered student for at least one term, eighteen (18) or more years of age becomes a regular Member of the School for that term;
- (c) Honorary Membership of the School: the Board, by majority vote, can assign Honorary Membership to any person who, while not meeting the conditions described under a) and b) above, is making or has made a valuable contribution to achieving the objectives of the School. The Board will, at its discretion, renew Honorary Memberships at the beginning of each financial year. He/she can be elected or appointed to the Board.
- (d) Under no circumstance will a regular Member or an Honorary Member have more than one (1) vote at any meeting.
- (e) Membership of the School is not transferable and ceases to exist upon a Member's death or when a Member resigns upon notice in writing to the School.
- (f) Regular membership shall continue through to the beginning of the following school year, as long as membership conditions are met.

3.3 Resignation. Members may resign in writing which shall be effective from the time of acceptance thereof by the Board.

3.4 Dues. There shall be dues or fees payable by Members and from time to time be fixed by resolution of the Board.

3.5 The Board shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but such defaulting Members may, on payment of all unpaid dues or fees, be reinstated.

PART 4 – THE BOARD OF DIRECTORS

4.1 The Board of Directors (hereafter referred to as the “Board”) will consist of a maximum of twenty (20) directors. Directors may exercise all such powers and do all such acts and things as may be exercised or done by the School, as long as they are within the bounds of the by-laws or any resolution of the School carried at a general meeting.

4.2 A maximum of fifteen (15) directors are to be elected by the Members of the School at the annual general meeting or at a special general meeting. The Board may invite other organizations interested in Japanese language education to recommend, for appointment by the Board, a maximum of five other directors.

4.3 Qualifications. Every director shall:

- (a) be eighteen (18) or more years of age;
- (b) be a Member or Honorary Member of the Corporation;
- (c) not be an undischarged bankrupt nor a mentally incompetent person.

4.4 Election and Term. The directors' term of office (subject to the provisions, if any, of the letters patent) shall be from the date of the Board meeting at which they are elected or until their successors have been duly elected or appointed. Candidate(s) interested to join the Board are invited to attend the next available Board meeting wherein current Directors, after reviewing the candidate(s)'s application(s), may deem it appropriate to elect the candidate(s) by a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.

4.5 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such.

4.6 The directors may be reimbursed for all reasonable expenses incurred by him or her in the performance of his or her duties.

4.7 Vacancy in Office. The office of a director shall be automatically vacated upon the occurrence of any of the following events:

- (a) if the director ceases to be a Member or Honorary Member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if by notice in writing to the Corporation the director resigns, 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;
- (e) if the director dies; or
- (f) if the director is removed from office by the Members, in accordance with section 4.8

4.8 Removal of Directors. The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention has been given, remove any director before expiry of his or her term of office. The Members may, by a majority of the votes cast at that meeting, elect any regular Member instead of a

removed elected director.

4.9 Resignation. Any director can resign from the Board upon written notification to the School. Midterm vacancies of elected directors on the Board may be filled from the regular Membership by appointment of the Board.

PART 5 – OFFICERS

5.1 The Board shall annually elect a Chair, a Vice-Chair, a Secretary, and a Treasurer from amongst the elected directors. These and only these shall be known as executive officers, and shall be Members of the executive committee established pursuant to article 5.14 of these by-laws. A director may hold more than one of the executive officer positions. The directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as prescribed by the Board.

5.2 The Chair shall sign all instruments which require his or her signature and perform all duties incident to the office and shall have such other powers and duties as may be assigned to him or her or by the Board.

5.3 The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act by the Chair.

5.4 The Secretary shall act as secretary of all meetings, shall have charge of the minute books of the School and shall perform such other duties as the Board requires of him or her.

5.5 The Treasurer shall have the custody of all the funds and securities of the School and shall deposit them in the name of the School in such financial institution as the Board may direct and shall perform such other duties as the Board requires of him or her. In the absence of the Chair, the Vice-Chair and the Secretary, the Treasurer shall act as Chair at meetings of the Board or at general meetings.

5.6 The Board may appoint an agent with an appropriate title and may delegate to him or her full authority to manage and direct the business and affairs of the School (except such matters and duties as by law must be transacted or performed by the Board or by Members in general meetings) and to employ and discharge other agents and employees of the School or may delegate to him or her any lesser power. That agent shall conform to all lawful orders given to him or her by the Board and shall give, in a reasonable amount of time, to the Board or any director, all the information as may be required regarding the affairs of the School.

5.7 Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of the officer's successor;

- (c) the officer ceasing to be a director or Member of the Corporation if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) the officer's removal; or
- (f) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors shall elect from among themselves a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may in the case of any other office, appoint a person to fill such vacancy.

5.8 Removal of Officers. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

5.9 Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however to any special resolution.

5.10 Duties of Officers may be delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

5.11 Chair of the Board. The Corporation may by special resolution provide for the election by the directors from among themselves of a Chair of the Board and define the Chair's duties, and may assign to the Chair to any other officer of the Corporation. The Chair serves a non-consecutive term of four (4) years.

5.12 Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board or the executive committee, if any, and of the Members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 92 of the Act. The Secretary serves a non-consecutive term of four (4) years.

5.13 Treasurer. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The treasurer shall keep or cause to be kept the books of account and accounting records referred to in section 92 of the Act. The Treasurer serves a non-consecutive term of four (4) years.

5.14 Executive Committee. In the event that the number of directors on the Board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the Board. The executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A majority of the members of the executive committee shall constitute a

quorum. This section 5.14 shall not be effective unless and until this by-law has been confirmed by at least 2/3 of the votes cast at a general meeting of the Members duly called for this purpose.

PART 6 – TRANSACTION OF THE AFFAIRS OF THE CORPORATION

6.1 Head Office. The head office of the Corporation shall be situated within the City of Ottawa designated as such by the directors at a duly constituted meeting of the Board of Directors.

6.2 Fiscal Year. Until changed by the Board, the financial year of the Corporation shall end on the 31st day of August each year.

6.3 Execution of Instruments. Transfers, assignments, contracts, obligations, certificates and other instruments may be signed by the Chair or Vice-Chair, with the Secretary or the Treasurer, or the Chair or Vice-Chair with two other directors. All contracts, documents and instruments in writing so signed shall be binding upon the School. The Board may appoint any officer or agent on behalf of the School both to sign contracts, documents and instruments in writing generally and to sign specific contracts, documents and instruments in writing.

6.4 Banking Arrangements. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize from time to time. The banking institution will be Royal Bank of Canada, 99 Bank Street, Ottawa, ON K1P 6B9.

6.5 Code of Conduct. The Board shall have a code of conduct policy for its students and teachers. This policy shall be available to Members of the school upon written request. The Board reserves the right to refuse admission to student(s) where it is felt that it would not be in the interest of the student or the school to have that Member attend. Decisions to refuse or revoke Membership can be appealed to the full Board, where an emergency meeting will be held within ten (10) days.

PART 7 – MEETINGS OF DIRECTORS

7.1 Notice. Meetings of the Board and any of its committees may be held at any time and at any place within the City of Ottawa. A meeting of the Board may be called by the Chair or Vice-Chair if the Chair is not present or unable to do so, or any three (3) directors, and the Secretary shall thereupon convene a meeting of the Board. Notice, if any such meeting shall be delivered to each director not less than seventy-two (72) hours before the meeting is to take place.

7.2 The Secretary, when directed or authorized by any such officers or any three (3) directors, shall convene a meeting of directors. The notice of any meeting convened as

aforesaid need not specify the purpose of or the business to be transacted at the meeting. Unless the meeting is intended to deal with a matter referred to in subsection 36(2) of the Act. Notice of any such meeting shall be served not less than three (3) days before the meeting is to take place. A director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of directors and the attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. A meeting of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice before or after the date of such meeting.

7.3 Means of Meetings. If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting.

- (a) Meetings of the Board may also be held without formal notice if at least three-quarters (3/4) of the directors are present or have signified their consent in writing to the meeting being held in their absence.
- (b) Any Member of the School and or his/her legal guardian has the right to attend Board meetings but must have prior permission from the Chair to address any issue in front of the Board.
- (c) Upon written request, any Member of the School has the right to receive a copy of the minutes of any General Meeting of Members.

7.4 Written Resolutions. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.

7.5 Omission of Notice. The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.

7.6 Adjournment. Any meeting of directors may, with the consent of participating directors, be adjourned from time to time by the chair of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

7.7 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

7.8 Chair. The chair of each meeting of the Board shall be the Chair or such other director as the chair may from time to time designate for that purpose and in accordance with these by-laws or, failing such designation, as the Board may select.

7.9 Voting. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting in addition to an original vote shall be entitled to a second or casting vote.

7.10 Quorum. The presence of fifty (50) % of the directors in person shall be a quorum of any meeting of the Board. No person shall act for an absent director at a meeting of directors.

PART 8 – FOR THE PROTECTION OF DIRECTORS AND OFFICERS

8.1 Conflict of Interest. A director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 41 of the Act and specifically subject to the provisions contained in that section.

8.2 In order to enhance the confidence of the membership and the public in the integrity of the School, each director, officer, agent or employee of the School is responsible for taking such action as is necessary to prevent real, potential or apparent conflicts of interest.

8.3 All directors, officers, agents or employees of the School shall not have private interests that would be affected by the School. He/she shall not accept money, gifts or any other transfer of economic benefit greater than CAD\$50 from any outside source while performing his/her duties as representative of the School.

8.4 Every director or officer of the School who has undertaken any liability on behalf of the School shall be indemnified and saved harmless, out of funds of the School, from and against all expenses which such director or officer incurs in relation to any action which is brought against him or her for any matter done or permitted by him or her in the execution of duties of his or her office, except such expenses as are occasioned by his or her own wilful neglect or default.

8.5 No director or officer shall be liable for the actions of any other director, officer or employee of the School. No director or office shall be liable for any loss or damage arising from the bankruptcy or tortuous act of any person or firm with who any moneys, security or effects shall be lodged or deposited.

PART 9 – MEMBERS’ MEETINGS

9.1 General Meeting of Members. Meetings of the Members may be convened by:

- (a) The Chair or Vice Chair of the Board; or
- (b) The Board.

9.2 Place of Meeting for the Annual General Meeting, shall be held each year at such place within the City of Ottawa as the Board of Directors may determine. The annual general meeting shall be for the purpose of receiving reports and statements required by the Act to be placed before an annual meeting, electing directors and for the transaction of such other business that may properly be brought before the meeting. Subject to compliance with section 53 of the Act, the annual meeting of the Members shall be held on such day in each year and at such time as the directors may by resolution determine on

- (a) The annual general meeting shall not be earlier than October 1st and not later than November 30th;
- (b) At each annual general meeting there shall be presented a report of the activities of the School for the current year, a financial statement of the School for the previous year and such other information or matter relating to the School’s affairs as, in the opinion of the Board of Directors, is of interest or importance;
- (c) The Treasurer shall present a financial report of the previous school year and will respond to questions from the Membership;
- (d) A general meeting other than the annual general meeting of the School may be convened by order of at least three Members of the Board of Directors. Such order shall stipulate the reason for which the general meeting is to be held;
- (e) A general meeting other than the annual general meeting of the School may be convened at the petition of not less than fifty (50) percent of the Membership of the School. Such petition shall stipulate the reason for which the general meeting is to be held;
- (f) The Board of Directors shall convene at such time and at such place within the City of Ottawa any general meeting other than the annual general meeting within thirty (30) days of the order of three members of the Board of Directors or of the receipt of the petition of the membership; and
- (g) The total presence of not less than ten percent of the Membership shall be a quorum of any general meeting, including the annual general meeting, of the School.

9.3 A notice of any general meeting of the School, stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be delivered to Members at least ten (10) days before the date of such meeting. The notice of a general meeting shall be sent to the parent(s)/guardian(s) of the child and youth student or at a school class.

9.4 The accidental omission to give notice of any general meeting, or the non-receipt any notice by any Member, shall not invalidate any resolution passed or any proceedings taken at that meeting.

9.5 Quorum. The chair or authorized chair and the total presence of not less than ten (10) percent of the Membership shall be a quorum of any general meeting of the School. Notwithstanding vacancies on the Board, the remaining directors may exercise all the powers of the Board as long as such a quorum of the Board remains in office.

9.6 Voting at General Meetings. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chair of the meeting shall both on a show of hands and at a poll be entitled to a second or casting vote in addition to the vote(s) to which the chair may be otherwise entitled. Every question shall, unless otherwise required by the Act, Regulations, letters patent or by-laws, be determined by the majority of the votes duly cast on the question. In case of an equality of votes, the chair shall have a second or deciding vote.

9.7 At any meeting of Members unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair of the meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.8 In the absence of the Chair, Vice-Chair, Secretary and Treasurer, the Members present shall choose another member of the Board of Directors as chair of that general meeting and if no director is present or if all the directors present decline to act as chair, the Members present shall choose from amongst themselves the chair of that general meeting.

9.9 Written Resolutions. A resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members.

9.10 Adjournment. The chair of any meeting of Members may, with the consent of the Members present and subject to such conditions as the meeting decides, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. 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.

PART 10 – COMMITTEES

10.1 The Board may appoint committees consisting of such number of directors as may it deem desirable and may prescribe their duties.

10.2 Any committee may meet, adjourn and otherwise regulate its meetings as it deems fit. Unless otherwise determined by the Board, a simple majority of the members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes, the chair of the committee shall have a second or casting vote.

10.3 The chair of any committee will be appointed by the Board.

10.4 Any committee may be dissolved at the pleasure of the Board.

10.5 No person may serve as chair of the same committee for more than three (3) consecutive years.

PART 11 – NOTICES

11.1 Signature of Notices. The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

11.2 Omissions and Errors. The accidental omission to give any notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

PART 12 – CHEQUES, DRAFTS, NOTES, ETC.

12.1 Cheques, Drafts, Notes, etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer(s) or person(s), whether or not officer(s) of the Corporation and in such manner as the Board may from time to time designate by resolution.

PART 13 – AUDITOR

13.1 Auditor. Unless the Corporation qualifies under the exemption in section 76 of the Act, the Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any

casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall be duly licensed under the laws of Ontario and shall not be a member of the Board or an officer or employee of the Corporation or a partner, employer or employee of any such person.

PART 14 - BOOKS AND RECORDS

14.1 Records. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

PART 15 - RULES AND REGULATIONS

15.1 Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient.

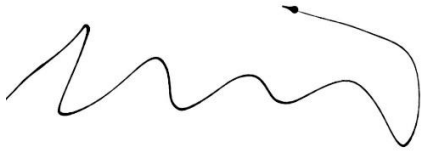
PART 16 - AMENDMENT OF BY-LAWS

16.1 Amendments of By-laws. The provisions of by-laws not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of directors at a meeting of the Board and sanctioned by at least 2/3 of the Members voting at a meeting duly called for the purpose of considering the said by-law.

PART 17 -EFFECTIVE DATE

17.1 Effective Date. This by-law shall come into force without further formality upon its enactment.

ENACTED by the Board on October 5, 2022.



Chairperson

Secretary

CONFIRMED by [all] or [a majority of] the Members on November 19, 2022

Secretary