

## BY-LAW NO. 2

A by-law repealing By-Law No. 1 and relating generally to the conduct of the business and affairs of:

### **Childrens' Circle of St. Barnabas**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the daycare known as Childrens' Circle of St. Barnabas (hereinafter referred to as the "Corporation") as follows:

#### I. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Toronto, in the municipality of Metropolitan Toronto, in the Province of Ontario, on the premises of the Corporation.

#### II. SEAL

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation and shall be kept in safe custody on the premises of the Corporation.

#### III. MEMBERSHIP

1. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals as may be admitted as members from time to time by the Board of Directors, and shall be composed of Parent members ("Parent Members") and Church/Community members ("Church/Community Members") (collectively the "Members").

2. Parent Members are those whose names appear as the parent or legal guardian on the enrolment form for a child enrolled in the daycare centre operated by the Corporation (the "Daycare"), but there shall be only two memberships for the children of any family, to be determined by those persons having legal custody of the child or children, regardless of the number of children enrolled in the Daycare from that family and regardless of the number of parents or guardians of the children of that family. In addition, the Board of Directors may by resolution appoint certain individuals to be "Parent Members" in accordance with section VIII.3, and such individuals shall be "Parent Members" only until the next annual general meeting.

4. Church/Community Members are those who have been appointed in writing by St. Barnabas (Chester) Anglican Church. There shall be a maximum of four (4) Church/Community Members.

6. The interest of a member in the Corporation shall not be transferable and shall lapse and cease

to exist upon death or upon resignation or otherwise in accordance with the by-laws of the Corporation.

7. A Member may resign at any time and membership will be terminated as set out in paragraph 8 if the child or children is removed from the Daycare for any reason.

8. In the case of a Parent Member whose child or children is removed from the Daycare, membership is automatically terminated immediately after the last day on which such child or children are so enrolled notwithstanding that no notice is given by the member or accepted by the Board of Directors.

9. If a Parent Member is in arrears in the payment of the enrolment fees for his or her child's enrolment and attendance at the daycare, the Board of Directors may, in its sole discretion, cause the Corporation to enter into an agreement with the Parent Member for the payment of the arrears, and if the Parent Member is in default under such agreement and the Board of Directors has determined by a resolution that the Parent Member's membership be terminated as a result of such default, then the Parent Member's membership shall automatically cease as of the date set out in the resolution of the Board of Directors.

10. The Corporation may upon simple resolution of the Board of Directors terminate the membership of any Member for cause, provided such Member shall have been given written notice of the intended termination and an opportunity of appearing before the Board of Directors for a hearing. The said notice shall be given at least 14 days before the intended termination and shall be hand delivered in person or mailed by registered mail to the last address provided to the Corporation by the said Member. If mailed by ordinary mail, said notice will be deemed to be received 7 days after mailing. In the case of a Member who is a parent or guardian of a child enrolled in the Daycare, termination of membership will automatically require the withdrawal of the child from the Daycare.

#### IV. DUTIES OF MEMBERS

1. Each Member of the Corporation shall:

a) attend the annual meeting of the Corporation;

b) in the case of Parent Members, pay, or cause to have paid, to the Corporation such fees and deposits in such manner and at such times as shall from time to time be determined by the Board of Directors and confirmed by the Members

c) abide by and comply with the policies and procedures prescribed in the handbook as it may exist from time to time, and such other rules and regulations as may be prescribed by the Board of Directors from time to time.

#### V. DUES OF MEMBERS

1. There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by the Board of Directors and confirmed by a vote of the Members at an annual or

other general meeting.

## VI. MEETINGS OF MEMBERS

1. The presence of twenty-one (21) Members in good standing shall be a quorum for any annual or other general meeting of Members and no business shall be transacted at any such meeting unless the requisite quorum be present at the commencement of the meeting.

2. The annual and any other general meeting of the Members shall be held at the head office of the Corporation or at such another place as the Board of Directors may determine and on such day as the said directors shall appoint, and the secretary shall post a notice of such meeting at the head office of the Corporation or at the Daycare operated by the Corporation, always provided that the annual general meeting of the Members shall be held in each year not later than twelve (12) months after the previous annual general meeting of Members. If mailed by ordinary mail, said notice will be deemed to be received 7 days after mailing.

3. Notice of any annual or special meeting of Members shall be delivered to each Member by any reasonable means not less than ten (10) days before the meeting of Members is to take place. Such notice shall include the date, time, place and purpose of the meeting. Notice of each meeting of Members must remind Members that they have the right to vote by proxy. A Member may waive notice of a meeting of Members and attendance of any such Member at a meeting shall constitute a waiver of notice of the meeting, except where such Member attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The accidental omission to give notice of any meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members, provided that no Member objects in writing to the Chairperson of such omission or irregularity within thirty (30) days after the date of such meeting.

4.a) There shall be an annual general meeting in the month of November in each year at which, in addition to any other business that may be transacted, the Board of Directors shall be elected for the ensuing year to take office on the first day of the month following the annual general meeting at which it was elected.

b) The Supervisor of the Daycare (as described in XIV. 2,a.) shall sit on the Board of Directors in an advisory capacity and a staff representative will sit on a rotating basis in an advisory capacity.

c) At every annual general meeting of Members, in addition to any other business that may be transacted, there shall be presented the report of the directors, the financial statements, and the report of the auditor and the auditor shall be appointed for the ensuing year.

5. The Board of Directors or the President or the Vice-President, shall have the power to call, at any time, or upon written request by at least 10% of the Members entitled to vote, a special general meeting of the Members of the Corporation and notice shall be given in the manner stated in clause 3 above.

6. The Members may consider and transact any business either special or general without notice thereof at any general meeting of the Members.

7. The President or in his/her absence, the Vice-President, shall preside at all general meetings of Members. In the absence of both the President and Vice-President, the Members present at the general meeting shall appoint a Member to preside at that meeting.

8. Any general meetings of the Members of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## VII. VOTING AT MEETINGS OF MEMBERS

1. Each Member in good standing shall be entitled to one vote on each question arising at any special, general, or annual meeting of the Members.

2. No Member shall have more than one (1) vote at any meeting of the Corporation.

3. Unless otherwise provided, all questions arising at any meetings of the Members shall be decided by a simple majority of votes, and in case of an equality of votes the Chairman presiding at the meeting shall have a casting vote.

4. Votes at meetings of Members may be given either personally or by proxy, provided that the proxy appointed is either the Secretary or the Chairperson, or alternatively another Member. At every meeting at which a Member is entitled to vote, every Member and/or person present or appointed by proxy to represent a Member shall have one (1) vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form, or some similar form:

The undersigned Member of the Corporation hereby appoints the Secretary, or failing the person appointed above \_\_\_\_\_, as the proxy of the undersigned to attend and act at the meeting of Members of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Signature of Member

\_\_\_\_\_

Name of Member - \_\_\_\_\_

## VIII. BOARD OF DIRECTORS

1.a) The Church Advisory Board means an advisory board appointed and operated by St. Barnabas, Chester Anglican Church ("Church"). The Church Advisory Board will receive copies of minutes of the Board of Directors' meetings, and be kept otherwise informed in a manner agreed to by the Church Advisory Board and the Board of Directors.

b) The Board of Directors of the Daycare has responsibility, authority and accountability for the management and operation of the Daycare.

c) Amendments to the by-laws proposed by the Board of Directors must be approved by the Church Advisory Board before being presented to the membership for approval.

2. The Members at the annual general meeting shall elect such number of directors as are required by retirements and vacancies to bring the total membership to (8) directors, four (4) directors being Parent Members and four (4) being Church/Community Members. Each director shall be elected for a term of two (2) years subject to individual circumstances which may require an individual to resign before completion of a term. The maximum number of consecutive terms for each director who is a Parent Member is two (2) terms. Upon the completion of the maximum term on the Board of Directors by a Parent Member, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board of Directors is restored. The election and retirement of directors who are Parent Members shall be in rotation with two (2) Parent Members retiring in any given year and two (2) Parent Members completing their two-year term.

3. The Board of Directors, in accordance with section III.2, may appoint such qualified persons as Parent Members of the Corporation whose certain expertise or experience is deemed necessary by the Board of Directors.

4. The directors continue in office until their successors are elected.

5. The directors shall serve without remuneration and no director shall directly or indirectly receive and profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

6. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of Members.

7. The office of a director of the Corporation shall be vacated:

a) if s/he becomes bankrupt or suspends payment or compounds with his/her creditors or makes an authorized assignment or is declared insolvent; or

b) if s/he is found mentally incompetent; or

- c) if s/he is convicted of any criminal offense; or
- d) if s/he ceases to be a Member of the Corporation; or
- e) if s/he is absent without leave of the directors from three (3) consecutive regular meetings of the Board of Directors; or
- f) if by notice in writing to the Corporation s/he resigns the office.

8. The Members of the Corporation 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 to pass such resolution has been given, remove any elected director before the expiration of his/her term of office and may, in the case of a director elected from the membership, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term. In the case of a director elected from the Church, the board will request the selection of another person by the Church Advisory Board as soon as possible.

#### IX. MEETINGS OF BOARD OF DIRECTORS

1. A simple majority of the Board of Directors, being five (5) directors, shall constitute a quorum for the transaction of business.
2. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. If all of the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board of Directors or of a Committee of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
3. A meeting of directors may be convened by the President, the Vice-President, or any two (2) directors, at any time, and the Secretary by direction of any such officer or any two (2) directors shall convene a meeting of directors. Notice of such meetings shall be delivered, mailed, or telephoned by the Secretary or other director to each director not less than seven (7) days before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.
4. The Board of Directors may appoint a day or days in a month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent so long as the decision to hold such regular meetings is tabled in the minutes of the board.
5. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the Members in each year.
6. The directors may consider or transact any business either special or general at any meeting of

the Board of Directors. For a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

7. 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 shall have, in addition to his/her original vote, a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any directors present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his/her duties may be performed by the Vice- President, or such other director as the board may from time to time appoint for the purpose. If a director has a conflict of interest with respect to a matter at any meeting of the board, the director shall declare the conflict of interest to the board; abstain from the discussion of the matter, and shall not vote on the matter.

8. Vacancies on the Board of Directors may, so long as a quorum of directors remain in office, be filled by the directors at their sole discretion; otherwise such vacancies shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancies. Any vacancy in the directors elected by the Parent Members shall be filled from the Parent Members and any vacancy in the directors elected by the Church/Community Members shall be filled from the Church/Community Members. .

## X. POWERS OF DIRECTORS

1. The directors shall manage or supervise the management of the affairs and business of the Corporation and shall make or cause to be made for the Corporation in its' name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may generally exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

3. The directors shall have the power to authorize expenditures in a prudent manner on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers or committee of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures in a prudent manner for the purpose of furthering the objects of the Corporation.

4. The directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and

donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5. The Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as they deem expedient.

## XI. PROTECTION OF DIRECTORS

1. Every director of the Corporation and his/her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;

b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

2. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be invested or placed out, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through or by his/her own willful act or his/her own willful default, except as otherwise provided by law.

3. The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4. The Corporation shall purchase and maintain such customary errors and omissions insurance for the protection of the directors of the Corporation.

## XII. OFFICERS

1. Officers of the Corporation shall be selected by the directors from amongst the directors of the Corporation.



2. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President.

3. No officer shall be entitled to receive any remuneration as such officer.

### XIII. DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors. The President shall be the chief executive officer and chief spokesperson of the Corporation and shall exercise general control of and supervision over its affairs. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and special resolutions. He/she shall have such other powers and duties as the Board of Directors may from time to time determine.

2. The President shall, either personally or by delegation, represent the Corporation at all Church Advisory Board meetings of the Church.

3. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall also have such other powers and duties, if any, as may from time to time be assigned to him/her by the directors.

4. The Secretary shall attend to the giving and service of all notices of meetings and shall keep the minutes of all such meetings in a book or books to be kept for that purpose. He/she shall have charge of the records of the Corporation including books containing the names and addresses of the Members and directors of the Corporation, together with copies of all reports made by the Corporation, and such other books and papers as the Board of Directors may direct. He/she shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Corporation. He/she shall be responsible for keeping archival material for the Corporation. He/she shall make available to Members the minutes of meetings of the Members of the Corporation. He/she shall perform such other duties as appertain to his office or as may be required by the directors.

5. The Treasurer shall have general charge of the finance of the Corporation. He/she shall oversee the deposit of all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate by resolution, and shall render to the board whenever so directed by it an account of the financial condition of the Corporation and of all his/her transactions as Treasurer; and as soon as possible after the close of each financial year he/she shall make and submit to the Board of Directors a like report for such financial year. He/she shall have charge and custody of and be responsible for the keeping of books of account required to be kept pursuant to the laws governing the Corporation. He/she shall perform all the acts incidental to the office of Treasurer subject to the control of the Board of Directors.

6. The duties of the other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

#### XIV. DELEGATION AND COMMITTEES

1. The Board of Directors may appoint committees whose Members shall hold their offices at the will of the Board of Directors and the Board of Directors may delegate such of its rights and powers to such committees as it deems desirable or appropriate. It shall not be necessary that the members of such committees be Directors of the Corporation.

2. a) The Board of Directors shall appoint a nominating committee chairperson at least six (6) weeks in advance of the annual general meeting of Members for the election and appointment of directors each year.

b) The nominating committee shall consist of the chairperson, and one (1) Parent Member and one (1) staff representative who shall be appointed by the Chairperson, under advisement by the board, from among the Members of the Corporation and the staff.

c) The nominating committee shall be responsible for explaining the roles, responsibilities and duties of the Board of Directors to all interested Members of the Corporation.

#### XV. FISCAL YEAR

1. The financial or fiscal year of the Corporation shall terminate on the 31st day of December in each year.

#### XVI. BOOKS AND RECORDS

1. The directors shall ensure 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 including proper books of account with respect to all sums of money received and expended by the Corporation in the manners in respect of which such receipts and expenditures take place, all sales and purchases of securities and other property by the Corporation, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation. All books and records of the Corporation shall be kept at the head office of the Corporation or at such other place in Canada as the Board of Directors think fit, and shall at all times be open to inspection by the directors.

#### XVII. NOTICES

1. The signature on any notice given by the Corporation may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

2. A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the mailing of the certificate shall, as to facts in relation to the mailing or delivery of any notice to any Members, director or officer, or publications of any notice, be conclusive and binding on every member, director, or officer of the Corporation as the case may be.

## XVIII. EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation save in the ordinary course of the Corporation's business shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer and one (1) of such officers shall affix the seal of the Corporation to such instruments as require the same.
2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Treasurer or by any other person authorized by the Board of Directors save as hereinafter specifically set forth.
3. Transfers of shares, bonds, or other securities owned by the Corporation shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer and the corporate seal may be affixed to any such transfers and the aforementioned officers may execute all instruments in writing necessary or proper for such purposes including the appointment of an attorney to make transfers of shares, bonds, or other securities on the books of any company or Corporation.
4. All cheques, drafts, or orders for the payment of money shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer, or as may be otherwise determined by the board. All notes and debt obligations shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer, or as may be otherwise determined by the board.
5. Notwithstanding any provisions to the contrary contained herein, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## XIX. DEPOSITS

1. The funds of the Corporation may be deposited from time to time to the credit of the Corporation with such bank or banks or trust company or trust companies or credit union or credit unions as the Board of Directors may approve from time to time by resolution.

## XX. BORROWING POWERS

1. The directors may from time to time:
  - a) borrow money on the credit of the Corporation;
  - b) issue, sell or pledge debt obligations of the Corporation;
  - c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or

any money borrowed or other debt or liability of the Corporation.

2. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

#### XXI. BONDING OF EMPLOYEES

1. Every officer or employee of the Corporation who has charge of or handles money or securities belonging to the Corporation may be bonded with a security company selected by the directors for such an amount as may from time to time be prescribed by the directors. The directors may prescribe that any other employee or employees of the Corporation (whether handling money or securities of the Corporation or not) shall be bonded in such an amount as the directors determine.

#### XXII. AUDITORS

1. The membership shall appoint an auditor of the Corporation at the annual meeting of Members of the Corporation. The auditor, when appointed, shall hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue until a successor is appointed, provided that the Board of Directors may fill any casual vacancy. The remuneration of the auditor shall be fixed by the directors.

2. The auditor shall, at all reasonable times, have access to the books, accounts and vouchers of the Corporation and may require from the directors and officers such information and explanations as may be necessary for the performance of his/her duties.

3. The auditor shall make a report to the Board of Directors on the financial statement to be laid before the Corporation at each annual meeting during his/her term of office and shall state in his/her report whether in his/her opinion the financial statement referred to therein represents fairly the financial position of the Corporation and the results of its operations for the period under review.

#### XXIII. DISSOLUTION

1. In the event of dissolution of the Corporation, after payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations carrying on their activities solely within Canada.

#### XXIV. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

1. The by-laws of the Corporation shall be enacted by a majority of the directors of the Corporation at a meeting of the Board of Directors and sanctioned by an affirmative vote of two thirds of the votes cast at a meeting of Members of the Corporation duly called for the purpose of considering the said by-law. By-laws so enacted by the Board of Directors shall, unless confirmed at a meeting of the Members of the Corporation duly called for that purpose, have force only until the next annual meeting of Members of the Corporation, and in default of

confirmation at such annual meeting shall from that time cease to be in effect.

2. The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of two thirds of the votes cast at a meeting of the Members of the Corporation duly called for the purpose of repealing or amending the said by-law. By-laws so repealed or amended by the Board of Directors shall, unless confirmed at a meeting of the Members of the Corporation duly called for that purpose, have force only until the next annual meeting of Members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.

#### XV. INTERPRETATION

1. In all by-laws of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and Corporations; and the masculine shall include the feminine. Where reference is made in this by-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or replacement of said statute or section, as the case may be.

ENACTED this By-Law No. 2 by the Directors of the Board of the Corporation at a meeting duly called and regularly constituted on the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Chairperson of the Board

\_\_\_\_\_  
Secretary of the Board

CONFIRMED by two-thirds (2/3rds) of the votes cast by the Members of the Corporation at a meeting duly called for the purpose on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Per: \_\_\_\_\_  
Secretary