

BY-LAW NO. 3

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

KAWARTHA BINGO SPONSOR'S ASSOCIATION INC.

(Herein called the "Corporation")

incorporated under the *Corporations Act* (Ontario), (herein called the "Act")

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BE IT ENACTED as a by-law of Kawartha Bingo Sponsor's Association Inc. as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Municipality of Peterborough in the Province of Ontario. The directors may, from time to time, determine by resolution the address of the Head Office within the Municipality of Peterborough.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MEMBERSHIP

3. There are two classes of membership. The first class of membership of the Corporation shall consist of *charities or non-profits that hold or are scheduled to have either a permit or a license* to participate in charitable bingo and gaming (under contract with Ontario Lottery & Gaming Corporation or licensed charitable bingo) and are assigned to this specific location. Organizations must be licensed by the Alcohol and Gaming Commission of Ontario or have a permit for participation in the initiative under contract with Ontario Lottery and Gaming Corporation from the local municipality.

A second class of members shall be comprised of the *individuals elected as directors of the Corporation* or appointed directors by the Board of Directors to fill a vacancy, however created, but only while they so remain in office. This second class shall be designated as the *Board of Directors Class*. Upon the election or the appointment of a director of the Corporation, each director shall automatically become a member of the Board of Directors Class by virtue of his office without need for any further action by the director, the Board of Directors of the Corporation (hereinafter sometimes called the "Board of Directors") or the members of the Corporation.

The Board of Directors may reject any membership application where the applicant has not proven to the satisfaction of the Board of Directors that it holds or is eligible to hold a valid permit or a valid license.

Each applicant admitted as a member after the date this by-law came into effect shall be informed promptly by the Secretary of the Corporation upon its admission as a member.

All members shall be entitled to attend any meetings of members (First class-charities/non-profits) of the Corporation, any other persons authorized to so attend by the Board of Directors and all members of the Board of Directors Class shall be entitled to attend.

Membership of a member shall cease when the Board of Directors determines that the member no longer holds or is no longer scheduled to hold a valid permit or valid license; or

Membership of a director member shall cease where a member of the Board of Directors Class ceases to be a director of the Corporation.

When membership ceases, the former member shall remain liable for payment of any assessment or other sum levied or which became payable by it to the Corporation prior to its membership having ceased.

VOTING OF MEMBERS

4. At all meetings of members of the Corporation called for the purpose of electing or removing directors as hereinafter described:
 - a. each member shall be entitled to cast one (1) vote, provided it holds or is scheduled to hold a valid permit or valid license;
 - b. the members of the Board of Directors Class shall have no vote, except that any member of the Board of Directors Class who has been granted a proxy to vote on behalf of a member organization. Nothing in this Article shall prevent any director who may be acting as Chair of a members' meeting from exercising his casting vote in the case of an equality of votes at any meeting of members of the Corporation.

Each member is hereafter sometimes called a "voting member".

At all meetings of members of the Corporation and at all meetings called for the purpose of electing or removing directors, as hereinafter described, each voting member shall be entitled to vote by proxy provided that such proxy is in writing, is in compliance with the applicable provisions of the *Act* and has been delivered to the Secretary of the Corporation on or before the commencement of the meeting.

At all meetings of members of the Corporation, every question shall be decided by a majority of the votes cast at such meeting, unless otherwise required by the Letters Patent or by-laws of the Corporation, or by law. At all meetings of the members of the Corporation called for the purpose of electing or removing directors, every question shall be decided in the first instance by a show of hands unless a poll be demanded by any voting member. Upon a show of hands, and unless a poll be demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes cast in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of the votes cast by the voting members, unless otherwise required by the Letters Patent or by-laws of the Corporation, or by law. Such poll shall be taken in such manner as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the decision of the voting members upon the matter in question. In case of an equality of votes at any meeting of the members of the Corporation called for the purpose of electing or removing directors, the Chair shall be entitled to a second or casting vote.

QUORUM OF MEMBERS

5. A quorum for the transaction of business at meetings of members (charities/non-profits) of the Corporation:
 - a. in the case of an annual meeting, a general meeting of members or a meeting of members specifically called only for the purpose of electing or removing directors, a quorum shall consist of not less than 50% of the current members.

BOARD OF DIRECTORS

6. The affairs of the Corporation shall be managed by a board of up to Seven (7) directors (minimum of 3), to be elected from the current membership and throughout the term of office, shall be actively involved with a charity or non-profit holding a valid permit or license in that Charitable Gaming Centre. Each charity or non-profit holding a valid permit or license in that Charitable Gaming Centre may provide a maximum of one individual to be nominated, elected or appointed as a director of the Corporation at any one time. *For clarification if an individual represents or is involved in more than one charity all those charities/non-profits are deemed to be represented.*

If successor directors are not elected by the voting members when required hereunder, then each director whose term may have otherwise ended shall remain in office until the election of his successor by the voting members.

Procedure for Election of Directors

- a. The voting members shall in each year elect two (2) or three (3) directors to the Board of Directors to hold office for a term expiring on the date of the third annual meeting of members following such Director's election.
- b. Directors may stand for re-election after their term expires.
- c. The Board of Directors shall, at least sixty (60) days before the annual meeting of members, and election of the required number of directors, determine the date of such annual meeting of members.
- d. The Board of Directors shall in each year, at least forty-five (45) days before the Election Date, notify each member that nominations are being invited for the election of directors. Any nominations delivered by a member shall be delivered to the Secretary of the Corporation no later than thirty (30) days following delivery of such notification to the members, which nominations shall bear the authorized signatures of at least three (3) members. Nominations are not taken at the meeting.
- e. At any election of directors, whether at an annual meeting of members or at a meeting of members called for such purpose, the following rules shall apply:
 - i) where one (1) director's position is to be filled, the candidate seeking election as a director who receives the most votes from the voting members only shall be declared elected a

director of the Corporation; and in the event of a tie, the Chairman of the meeting shall have a second or casting vote.

- ii) where two (2) directors' positions are to be filled in, the two (2) candidates seeking election as directors who receive the most votes from the voting members shall be declared elected directors of the Corporation.

REMOVALS FROM AND VACANCIES ON THE BOARD OF DIRECTORS

7. The voting members may, by resolution passed by two-thirds ($\frac{2}{3}$) of the votes cast at a meeting of the members called for the purpose of removing a director, remove a director elected by the voting members or appointed by the Board of Directors to fill a vacancy for such a director, before the expiration of his term of office, if the said director has failed to attend three (3) consecutive meetings of the directors or fifty percent (50%) of all meetings of directors during a twelve (12) month period. If a director has failed to attend three (3) consecutive meetings of the directors or fifty percent (50%) of all meetings of directors during a twelve (12) month period, the Board of Directors shall also be entitled to remove that director and to appoint a replacement director for the remainder of the removed director's term.

In the event of removal of a director as aforesaid where an election of a replacement director has not occurred or in the event of a vacancy on the Board of Directors however otherwise caused, the remaining directors of the Corporation may, so long as a quorum of directors remain in office, replace such removed director or fill such vacancy by appointing, by a majority of the votes cast at a Board of Directors meeting, a new director in the place and instead of such director, for the remainder of his term, provided such person also meets all of the qualifications for directors. If such appointment does not occur, such vacancy or vacancies shall be filled at the next election of directors for the remainder of the term created by the vacating or removed director. If there is not then a quorum of directors, the remaining directors shall forthwith call a meeting of the voting members to fill any vacancy.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

8. Fifty percent (50%) plus one of the currently serving directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors shall hold no fewer than four (4) meetings per year, and may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, telegraphed or given by way of electronic transmission to each director not less than *two (2) days* before the meeting is to take place or shall be mailed to each director not less than *four (4) days* before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately

following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board. As per the Corporations Act, Board meetings are only open to Directors. The Board may invite guests for specific information.

MEETINGS BY TELEPHONE

9. Where all the directors present at or participating in the meeting have consented thereto, any director may participate in a meeting of the board or of a committee of the board by means of conference 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 such a meeting by such means is deemed for the purpose of the Act and these by-laws to be present at the meeting. If a majority of the directors participating in such a meeting are then in Canada, the meeting shall be deemed to have been held in Canada.

ERRORS IN NOTICE, BOARD OF DIRECTORS

10. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair 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 or 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.

POWERS

12. The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
 - a. to enter into contracts or agreements;
 - b. to make banking and financial arrangements;

- c. to execute documents;
- d. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- e. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
- f. to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.

EXECUTIVE COMMITTEE

13. There shall be an Executive Committee comprised of the President, Vice-President, Treasurer, Secretary (or Secretary-Treasurer) as elected by the Board of Directors. The Executive Committee shall exercise such powers as are authorized by the Board of Directors and shall be authorized to make substantive decisions if there is not sufficient time to convene a meeting of the Board of Directors. Such decisions shall be brought before the next meeting of the Board of Directors for ratification. Executive Committee members shall receive no remuneration for serving as such.

Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee, provided that forty-eight (48) hours notice of such meeting has been given by telephone or electronic transmission. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

STANDING COMMITTEES AND AD HOC COMMITTEES

14. Standing Committees may be established by the Board of Directors and shall exercise such powers as are authorized by the Board of Directors from time to time. The directors shall appoint the Chair and other members of the Standing Committees and shall determine the procedures to be followed at all meetings of such Committees. All matters within the responsibilities of the Standing Committees shall be first submitted to them, through their respective Chairs, for consideration and recommendation to the Board of Directors, which shall approve or otherwise deal with such recommendations in such manner, as it shall deem appropriate. The President or his designate shall be an ex officio member of all committees.

REMUNERATION OF DIRECTORS

15. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

CONTRACTS

16. Every director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Corporation, in the manner and at the time required by the Act and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.

Every director who has any direct or indirect interest in a contract or proposed contract with the Corporation shall:

- a. declare his or her interest at the first meeting of the directors after which he or she became interested or aware of any such interest;
- b. request that his or her declaration be recorded in the minutes of the meeting; and
- c. not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

EXECUTION OF DOCUMENTS

17. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Secretary/ Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

AGENTS AND EMPLOYEES

18. The Board of Directors may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the board.

The remuneration for any agents or employees shall be fixed by the board by resolution. The

resolution shall be effective on the date set out in the resolution.

LIMITATION OF LIABILITY

19. Every director and officer of the Corporation, in exercising his or her powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

INDEMNITY OF DIRECTORS AND OFFICERS

20. Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such Corporation or body corporate if
- a. he or she acted honestly and in good faith with a view to the best interests of the Corporation;
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

INSURANCE

21. Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may determine.

OFFICERS OF CORPORATION

22. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-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. The President and Vice-President and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the first directors and thereafter at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

23. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

24. The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and Executive Committee, and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

25. The Treasurer, or person performing the usual duties of a Treasurer, shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account are kept and that all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors are deposited. He or she shall oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors and shall ensure that regular financial reporting on the financial position of the Corporation occurs to the Board of Directors. He or she shall perform such other duties as may from time to time be determined by the Board of Directors.

BOOKS AND RECORDS

26. The Board of 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.

ANNUAL AND OTHER MEETINGS OF MEMBERS

27. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members provided the nature of which is relevant to the agenda or is included in the meeting notice (without any notice thereof) at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph or electronic transmission, ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if designated nominees of all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

28. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her, or its last address recorded on the books of the Corporation.

ADJOURNMENTS

29. Any meetings of the Corporation or of the directors 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.

CHEQUES, ETC.

30. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two officers of the Corporation, or such agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two of such officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "*for collection*" or "*for deposit*" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two (2) of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

31. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

FINANCIAL YEAR

32. The fiscal year end of the Corporation shall be the 31st day of March.

AUDITORS

33. The members shall, at each annual meeting, appoint an auditor to review or audit the accounts of the Corporation for report to the members at the next annual meeting.

RULES AND REGULATIONS

34. The Corporation acts as an agent for the permittees or licensees holding and distributing funds which belong to the permittees or licensees. The Corporation must not retain any portion of the licensees' or permittees' disbursement for its own purposes other than what is allowed by either Ontario Lottery and Gaming Corporation (through Ontario Charitable Gaming Association) or Alcohol and Gaming Commission of Ontario for administration on a cost recovery basis.

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from time cease to have any force and effect.

NOTICE

35. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him or her at his or her recorded address by prepaid air or ordinary mail, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at 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 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 or auditor in accordance with any information believed by him or her to be reliable.

INTERPRETATION

36. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include firms and corporations.

EFFECTIVE DATE

37. This by-law shall come into force and be effective when confirmed by the members of the Corporation entitled to vote at the members meeting duly called for that purpose.

ENACTED by the Board of Directors and sealed with the corporate seal this 15th day of February 2023

Kim Dawson

PRESIDENT

Larry Cook

SECRETARY/TREASURER

THE FOREGOING BY-LAW NO. 3 was enacted by the directors of the Corporation, pursuant to the *Corporations Act* (Ontario) at a meeting of the directors held in Ontario on the 15th day of February 2023.

Kim Dawson

PRESIDENT

Larry Cook

SECRETARY/TREASURER

THE FOREGOING BY-LAW NO. 3 was confirmed by a least two-thirds ($\frac{2}{3}$) of the votes cast at a general meeting of the members duly called for considering the by-law, held in Ontario on the 25th of September 2023.

DATED the 25th of September 2023

Kim Dawson

PRESIDENT

Larry Cook

SECRETARY/TREASURER