

# CONVIDA BRAZILIAN ASSOCIATION (CONVIDA)

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## GENERAL OPERATING BY-LAW No. 1

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*A by-law relating generally to the conduct of the affairs of  
CONVIDA BRAZILIAN ASSOCIATION (CONVIDA)  
(the “Corporation”)*

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## **SECTION I INTERPRETATION**

### **1.01 Definitions**

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

- a) “Act” means the *Ontario Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- b) “Board” means the board of directors of the Corporation, and “Director” means a member of the Board.
- c) “By-laws” means this By-Law and all other by-laws of the Corporation, as amended and which are, from time to time, in force and effect.
- d) “Letters Patent” means the letters patent, as amended from time to time, including any letters patent of continuance in the event of subsequent substitution of the Act.
- e) “Meeting of Members” includes an annual meeting of members and a special meeting of members.
- f) “Special Meeting of Members” means a special meeting of all members entitled to vote at an annual meeting of members and a meeting of any class or classes of members entitled to vote on the question at issue.

### **1.02 Interpretation**

In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- a) Except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act.
- b) Words importing the singular number only shall include the plural and vice versa.
- c) The word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in such person’s capacity as trustee, executor, administrator, or other legal representative.
- d) Words referring to gender include the feminine, masculine, and neuter genders.
- e) 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 or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

## **SECTION II GENERAL**

### **2.01 Registered Office**

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario subject to change by by-law sanctioned by at least 2/3 of the votes cast at a special meeting of members.

### **2.02 Corporate Seal**

The corporate seal of the Corporation shall be such as the board of directors may by resolution from time to time approve.

### **2.03 Fiscal Year**

The fiscal year of the Corporation shall be on March 31 or as otherwise determined by the board of directors.

### **2.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. Any contract involving an amount greater than CAD \$2,000.00 (two thousand Canadian dollars) must be signed by 2 (two) Directors. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

### **2.05 Banking**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **2.06 Auditors**

The Members may, at each Annual General Meeting, appoint an auditor to audit the accounts and Annual Financial Statements of the Association for report to the Members at the next annual meeting.

If appointed, the auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

The remuneration of the auditor shall be fixed by the Board of Directors.

## **SECTION III MEMBERS**

### **3.01 Entitlement**

The first directors of the Corporation shall constitute its first members.

Membership in the Fellowship shall thereafter be available only to persons interested in furthering the Fellowship's purposes and, except for the first directors, who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

### **3.02 Classes of Membership**

There shall be three classes of membership in the corporation: Founding Members, Regular Members and Associate Members:

a) **Founding Members**

The first directors of the Corporation shall constitute the Founding Members. A Founding Member is entitled to notice of and to attend and participate at meetings of the Members, to vote at meetings of the Members, to be a director or officer of the Corporation and to serve on committees of the Corporation.

b) **Regular Members**

A Regular Member is entitled to notice of and to attend and participate at meetings of the Members, to vote at meetings of the Members, to be a director or officer of the Corporation and to serve on committees of the Corporation.

c) **Associate Members**

An Associate Member is entitled to notice of and to attend and participate at meetings of the Active Members but is not entitled to vote at such meetings, nor may such a person be a director or officer of the Corporation. An Associate Member may serve on a committee of the Corporation.

### **3.03 Application for Membership**

- a) Application for membership in the Corporation shall be addressed in writing to the Secretary in such form(s) as the Board may from time to time prescribe
- b) A person may be appointed Regular Member or an Associate Member by a resolution of the Board, in its sole discretion, upon submission of a completed application for membership and payment of the applicable membership fees to the Corporation.

### **3.04 Termination of Membership**

Subject to the Act, the interest of a member in the Corporation is non-transferable and lapses and ceases to exist upon the earlier of the member's term of membership expiring (if any), the member's resignation, death or removal in accordance with this by-law or in the event of the dissolution of the Corporation.

### **3.05 Resignation**

Any member may resign as a member by delivering a written resignation to the president or chairperson of the board of the Corporation. A resignation shall be effective from the date specified in the resignation.

### **3.06 Removal**

The Board of Directors shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:

- (i) violating any provision of the By-Law, or written policies of the Association;
- (ii) carrying out any conduct which may be detrimental to the Association as determined by the Board of Directors in its sole discretion;
- (iii) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

### **3.07 Membership Dues**

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

### **3.08 Votes**

Members are each entitled to one (1) vote at meetings of members when they are in good standing.

## **SECTION IV MEETINGS OF MEMBERS**

### **4.01 Annual Meetings**

Subject to the by-laws, the board shall call, at such date and time as it determines, an annual meeting of members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing directors, appointing the auditor and transacting such other business as may properly be brought before the meeting.

### **4.02 Special Meetings**

The board of directors may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members.

The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 25% of the voting rights.

### **4.03 Place of Meetings**

Subject to compliance with Section 102 of the Act, meetings of the members may be held at any place within Canada or, if a majority of the members so agree, outside Canada.

### **4.04 Special Business**

All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of directors and reappointment of the incumbent auditor constitutes special business.

### **4.05 Notice of Meetings**

Notice of the time and place of a meeting of members shall be provided in the manner provided in Section 9.01 of this by-law to the following:

- (a) each member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the board of directors or failing which, in accordance with the Act);
- (b) each director; and
- (c) the auditor of the Corporation, if any; not less than fourteen (14) days before the meeting is to take place.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any resolution or by-law to be submitted to the meeting.

Notice of a meeting of members must remind members that they have the right to vote by proxy.

#### **4.06 Waiving Notice**

A member and any other person entitled to attend a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person 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.

#### **4.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor of the Corporation, if any, and such other persons who are entitled or required under any provision of the Act, the letters patent or by-laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

#### **4.08 Chairperson of the Meeting**

In the event that the chairperson of the board and the vice-chairperson of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.09 Quorum**

The quorum at any meeting of the Members shall be 25% of the Members entitled to vote at the Meeting of Members, unless a greater number of Members are required to be present by the Act.

If a quorum is present at the opening of the Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a Meeting of Members, the meeting shall be adjourned for thirty (30) minutes.

After this period, the quorum requirement shall be reduced to 10% of the Members entitled to vote.

If this reduced quorum is met, the Members may proceed with the business of the meeting.

If the quorum is not met, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

#### **4.10 Participation at Meeting by Telephone**

The members of the Corporation may meet by teleconference provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the members at a meeting of the members of the Corporation.

#### **4.11 Participation at Meetings by Other Electronic Means**

Any person entitled to attend a meeting of members may participate in the meeting using other electronic or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of directors of the Corporation has addressed the procedure for establishing quorum and recording votes;
- (b) the Corporation makes available such a communication facility or the person in question has access to such a communication facility; and
- (c) each person has consented in advance to meeting by such means and a written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the members.

A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

#### **4.12 Adjournment**

The chairperson of any meeting of members may with the consent of the meeting adjourn the same 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.

#### **4.13 Absentee Voting**

Subject to compliance with the Act, in addition to voting in person, every member entitled to vote at a meeting of members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who need not be members, as the member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of members with respect to the matter to be voted on by the members, by using a mailed-in ballot in the form provided by the Corporation;
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

#### **4.14 Votes to Govern**

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this by-law.

In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.15 Show of Hands**

Subject to the Act and this by-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands.

A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

The chair of the meeting may also decide to proceed with an electronic voting using any platform or digital resources.

#### **4.16 Ballots**

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

#### **4.17 Resolution in Lieu of Meeting**

Except where the Act requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by 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.

A majority vote of the members shall be required to approve any matter that can be voted on by written resolution.

A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

## **SECTION IV DIRECTORS**

### **5.01 Powers**

Subject to the Act and the letters patent, the board of directors shall manage or supervise the management of the activities and affairs of the Corporation.

### **5.02 First Directors**

The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members.

The board of directors elected at the first meeting of members following incorporation shall replace the provisional directors named in the letters patent.

### **5.03 Number**

There shall be a fixed number of six (6) directors.

### **5.04 Qualifications**

Directors must be individuals at least eighteen (18) years of age, with power under the law to contract. A director need not be a member.

### **5.05 Election and Term**

Subject to the provisions of this by-law, directors shall be elected by the members at an annual meeting.

The directors' term of office shall be three (3) years, calculated from the date of the meeting at which they are elected.

There is no limit on how many times a Director can be re-elected.

### **5.06 Consent**

A director who is elected or appointed must consent to hold office as a director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place;
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting; or
- (c) by acting as a director pursuant to such person's election or appointment.

### **5.07 Vacation of Office**

A director ceases to hold office when the director dies, resigns, is removed from office by the members, or becomes disqualified to serve as director.

### **5.08 Resignation**

A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

### **5.09 Removal**

Subject to the Act, the members may, by ordinary resolution passed at a special meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

### **5.10 Vacancies**

Subject to Section 5.09 above and to the provisions of the Act, a vacancy on the board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the board.

If there is not a quorum of directors or if a vacancy results from the failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall forthwith call a special meeting of members to fill the vacancy.

If they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

### **5.11 Remuneration of Directors**

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

## **SECTION VI MEETINGS OF DIRECTORS**

### **6.01 Place of Meetings**

Meetings of the board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the board may determine.

### **6.02 Calling of Meetings**

Meetings of the board may be called by the chairperson of the board, the vice-chairperson of the board or any two (2) directors at any time.

### **6.03 Notice of Meeting**

Unless sent by mail, forty-eight (48) hours notice of a meeting of the board of directors shall be given to each director.

Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 9.01 of this by-law not less than fourteen (14) days before the meeting is to take place.

Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

### **6.04 First Meeting of New Board**

Provided that a quorum of directors is present, a newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

### **6.05 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting.

### **6.06 Quorum**

Three (3) directors in office shall form a quorum for the transaction of business.

For the purpose of determining quorum, a director may be present in person, or, if authorized under Section and/or 4.08 below, by teleconference and/or by other electronic means.

### **6.07 Participation at Meeting by Telephone and other electronic means**

The directors of the Corporation may meet by teleconference and other electronic means.

A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

### **6.08 Chairperson of the Meeting**

In the event that the chairperson of the board and the vice-chairperson of the board are absent, the directors who are present shall choose one of their number to chair the meeting.

### **6.09 Votes to Govern**

Each director is authorized to exercise one (1) vote.

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

### **6.10 Disclosure of Interest**

A director or officer of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or committees of directors, the nature and extent of any interest that the director or officer has in any material contract or material transaction whether made or proposed, with the Corporation.

Disclosure shall be made at the time and in the manner required by the Act, and a director or officer so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

### **6.11 Delegation**

Subject to the Act, the board may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the board.

## **6.12 Other Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

Any committee member may be removed by resolution of the board of directors.

The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

Unless otherwise determined by the board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

## **6.13 Remuneration of Officers, Agents, Employees**

The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this by-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

## **SECTION VII OFFICERS**

### **7.01 Appointment**

The board may designate the offices of the Corporation, appoint officers on a bi-annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

A director may be appointed to any office of the Corporation.

An officer may, but need not be, a director unless this by-law otherwise provides.

Two or more offices may be held by the same person.

### **7.02 Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

a) **Chairperson of the Board**

The chairperson of the board, if one is to be appointed, shall be a director. The chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.

b) **Vice-Chairperson of the Board**

The vice-chairperson of the board, if one is to be appointed, shall be a director. If the chairperson of the board is absent or is unable or refuses to act, the vice-chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members.

c) **Secretary**

The secretary, when in attendance, shall be the secretary of all meetings of the board, members and committees of the board and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the auditor and members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.

d) **Treasurer**

The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the board an account of all such person's transactions as treasurer and of the financial position of the Corporation.

e) **President**

The president, if one is to be appointed, shall, subject to the authority of the Board, be

responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation.

- f) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

### **7.03 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation.

Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director (if a necessary qualification of this appointment); or
- (d) such officer's death, whichever shall first occur.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **7.04 Remuneration of Officers**

The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors except that no officer who is also a director shall be entitled to receive remuneration for acting as such.

All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

### **7.05 Agents and Attorneys**

Subject to the by-laws, the board may authorize any officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the board considers fit.

### **7.06 Disclosure (Conflict of Interest)**

An officer shall have the same duty to disclose such officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon directors pursuant to the provisions of the Act and the by-laws.

## **SECTION VIII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.01 Limitation of Liability**

Except as otherwise provided in the Act, no director or officer for the time being 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, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

### **8.02 Indemnity of Directors and Officers**

Subject to the Act, the Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and such person's 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 such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

### **8.03 Insurance**

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

### **8.04 Advances**

With respect to the defence by a director or officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to this by-law, the Corporation may advance to the director or officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

## **SECTION IX NOTICES**

### **9.01 Method of Giving Notices**

Any notice, communication or other document required to be given by the Corporation to a member, director, officer, or auditor of the Corporation pursuant to the Act, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered;
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered;
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box; or
- (d) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification, at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary.

### **9.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **9.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **9.04 Waiver of Notice**

Any member, proxyholder, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be.

Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

**SECTION X**  
**RULES AND REGULATIONS**

**10.01 Rules and Regulations**

The board of directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this by-law as they may 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 in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

**SECTION XI**  
**BY- LAWS**

**11.01 By-laws**

The board of directors may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

ENACTED this 17 day of March, 2026

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**Chairperson - Arnon Melo**

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**Secretary - Eduardo Oliveira**

