

BY-LAW NO. 1

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

Theatre Unlimited
Performing Arts

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

ARTICLE ONE

INTERPRETATION

1.01 Definitions. - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Not -for- Profit Corporations Act, 2010* (Ontario), and the regulations made under it, as amended or re-enacted from time to time;

“appoint” includes “elect” and vice versa;

“articles” means the instrument that incorporated the Corporation or any instrument that modifies such incorporating instrument including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation and letters patent;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the *Corporations Act* (Ontario) by letters patent dated April 6, 2005 and named “Theatre Unlimited Performing Arts”;

“extraordinary resolution” means a resolution that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members or the member’s attorney.

“meeting of members” includes an annual meeting of members and a special meeting of members;

“member” means any person admitted to membership in the Corporation in accordance with Article Seven of this by-law; and

“special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or by the consent in writing of all the members entitled to vote at such meeting.

1.02 Interpretation. - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.03 Headings. - The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

ARTICLE TWO

AFFAIRS OF THE CORPORATION

2.01 Head Office. - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Mississauga in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.

2.02 Corporate Seal. - The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the board.

2.03 Financial Year. - The board may by resolution fix the financial year end of the Corporation and, subject to the requirements of the Income Tax Act, the board may from time to time by resolution change the financial year end of the Corporation.

2.04 Execution of Instruments. - All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers as may be designated from time to time by resolution of the board provided that two signatures shall be required for all such instruments with a value over \$3000. All contracts with a net value of over \$3000 shall be signed on behalf of the Corporation by two persons, one of whom holds the office Treasurer the other of whom holds one of the offices of President or Vice President, provided that notwithstanding any provisions to the contrary contained in the by-laws, the board may direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.05 Banking Arrangements. - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.

2.06 Borrowing. - According to the powers included in this by-law, the directors may from time to time

- a) borrow money on the credit of the Corporation; or
- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Corporation.

From time to time the board may authorize any director, Officer, or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions to give such additional securities for any moneys borrowed or remaining due by the

Corporation as the directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

2.07 Auditors. - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting. If in any financial year the Corporation's annual revenue is no more than \$100,000 or such other amount as may be prescribed by the regulations made under the Act, the Corporation may waive the appointment of an auditor and an audit for such financial year if the members of the corporation pass an extraordinary resolution to that effect as permitted by the Act. If in any financial year the Corporation's annual revenue is more than \$100,000 or such as other amount as may be prescribed by the regulations under the Act but no more than \$500,000 or such other amount as may be prescribed by the regulations made under the Act, the Corporation may pass an extraordinary resolution to have a review engagement instead of an audit as permitted by the Act. The board may fill any casual vacancy in the office of auditor or review engagement appointee. The remuneration of the auditor or review engagement appointee shall be fixed by the board.

2.08 Amendment of By-laws. – The members may from time to time amend this by-law by a majority of the votes cast. The board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members. Amendments adopted by the board shall be submitted to the members for confirmation in accordance with the Act.

2.09 Rules and Regulations. - The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

ARTICLE THREE

DIRECTORS

3.01 Number of Directors. - The affairs of the Corporation shall be managed by a board of 12 directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 Qualification. - Each director shall be, or shall become within 10 days after election to the board, and thereafter remain throughout such director's term, a Class A member of the Corporation and shall consent in writing to act as a director in accordance with the Act. No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt.

3.03 Election and Term. - The directors of the Corporation shall be elected for two year terms and shall retire in rotation. At each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the second annual meeting after such election.

3.04 Removal of Directors. - Subject to the Act, the members may by resolution passed by a majority of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term, and may, by a majority of votes cast at that meeting, elect a person in place and instead of such director for the remainder of the term.

3.05 Vacation of Office. - A director ceases to hold office upon death; upon removal from office by the members; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.06 Vacancies. - Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

3.07 Action by the Board. - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the articles or otherwise. The powers of the board may be exercised at a meeting (subject to section 3.08) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as at least one-half of the number of directors established pursuant to section 3.01 remains in office. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted by facsimile or other electronic means to the secretary of the Corporation shall be deemed to be duly signed by such directors.

3.08 Matters Specifically Reserved to the Board. – Notwithstanding any other provision in the by-laws:

- (a) the board must by resolution approve the Corporation's annual budget;

- (b) the board must by resolution approve the choice of any show to be sponsored by the Corporation prior to incurring any costs or commitments in respect of such show; and
- (c) the board must by resolution approve any initiative which will use the name or resources of the Corporation and which is not directly related to the sponsoring of a show approved pursuant to the preceding paragraph.

3.09 Meetings of the Board by Telephone, Electronic or Other Communication Facilities. - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

3.10 Place of Meetings. - Meetings of the board may be held at any place in or outside of Ontario.

3.11 Calling of Meetings. - Meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine.

3.12 Notice of Meeting. - Notice of the time and place of each meeting of the board shall be given in the manner provided in Article Nine to each director not less than two days before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting. 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

3.13 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.14 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.15 Chair. - If the president is present, or, in the absence of the president, a vice-president is present at the meeting, he shall preside as chair at a meeting of the board. In the absence of the president or a vice-president, the directors present shall choose one of their number to be chair of the meeting.

3.16 Quorum. - The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors established pursuant to section 3.01 or such greater number of directors as the board may from time to time determine.

3.17 Votes to Govern. - 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 chair of the meeting shall not be entitled to a second or casting vote.

3.18 Remuneration - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position.

ARTICLE FOUR

COMMITTEES

4.01 Committees of the Board. - The board may appoint one or more other committees of the board, however designated. Subject to the Act, the board may delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

4.02 Action by Committees. - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

4.03 Advisory Bodies. - The board may from time to time appoint such advisory bodies as it may deem advisable.

4.04 Procedure. - Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

ARTICLE FIVE

OFFICERS

5.01 Appointment. - The board shall at the first meeting of the board after each annual meeting appoint from among its members a chair of the board (who shall also occupy the office of president), a secretary, a treasurer, one or more vice-presidents (to which title may be added words indicating seniority or function), and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

5.02 President. - The president shall be the chief executive officer and, subject to the authority and direction of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify.

5.03 Vice-President. - A vice-president shall have such powers and duties as the board may specify.

5.04 Secretary. - The secretary shall attend and be the secretary of all meetings of the board and of members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, the auditor, the person appointed to conduct a review engagement, and members of committees of the board and shall be the custodian of the stamp or mechanical device, if any, generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified by the board.

5.05 Treasurer. - The treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise may be specified.

5.06 Powers and Duties of Officers. - The powers and duties of all other officers shall be such as the board may specify.

5.07 Term of Office. - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

5.08 Agents and Attorneys. - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

ARTICLE SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Limitation of Liability. - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer 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:

- (a) for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee,
- (b) for any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation,
- (c) for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested,
- (d) for any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited,
- (e) for any loss, damage or expense arising from any error of judgment or oversight on the part of such Director or officer, or
- (f) for any other loss, damage or expense arising from the execution of the duties of office or in relation thereto.

6.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, 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 in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. 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.

6.03 Insurance. - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 6.02 hereof as the board may from time to time determine.

ARTICLE SEVEN

MEMBERS

7.01 Members. - Subject to the Act and the articles, the members shall consist of such persons interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board.

7.02 Classes of Members. - There shall be two classes of members. Class A members shall be voting members. Class B members shall be non-voting members

7.03 Qualifications and Rights. - Any person may be admitted to membership as either a Class A or Class B member if such person complies with the requirements of section 7.01 hereof and pays the membership fee, if any, fixed pursuant to section 7.05. Each member shall be entitled to receive notice of and to attend all meetings of members. Provided such member is at least 18 years of age, each Class A member shall be entitled to one vote on any vote taken at a meeting of members. Except as provided for in the Act, Class B members are not entitled to vote at a meeting of members. Only persons who are or become Class A members of the Corporation may participate in the cast of shows produced by the Corporation.

7.04 Term of Membership. - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Unless renewed, every membership expires automatically at the conclusion of the first annual general meeting held at least 6 months following the date upon which such membership was acquired or last renewed.

7.05 Membership Fees. - The fees, if any, payable by members shall from time to time be fixed by resolution of the board. At its discretion, the board may fix a family fee to cover members belonging to the same family (as defined by the board for this purpose) and may fix different fees based on the classes of membership or the nature of a member's participation in the activities of the Corporation and may waive the membership fee for any member or group of members.

7.06 Resignation. - Members may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation

7.07 Termination for Non-payment. - The membership of any member who is in arrears in payment of membership fees may be terminated if such arrears of fees are not paid within a designated time, in which case such member shall be removed from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

7.08 Removal. - The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

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

ARTICLE EIGHT

MEETINGS OF MEMBERS

8.01 Annual Meetings. - The Corporation shall hold an annual meeting of members not more than 15 months after its last annual meeting. The annual meeting of members shall be held at such time in each year and, subject to section 8.03, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor or review engagement appointee thereon and the report of the board, electing directors, appointing an auditor or a person to conduct a review engagement, and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings. - The board shall call a special meeting of members on written requisition of one-tenth of the members entitled to vote at the meeting proposed to be held. The board or the president shall also have power to call a special meeting of members at any time.

8.03 Place of Meetings. - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the board shall so determine, at some other place in Ontario.

8.04 Notice of Meetings. - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Article Nine not less than 14 days and not more than 50 days before the date of the meeting to each director, to the auditor or person appointed to conduct a review engagement, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and the report of the auditor or person appointed to conduct a review engagement and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members shall advise members of their right to appoint a proxyholder pursuant to section 8.09. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.05 Meetings Without Notice. - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditor or person appointed to conduct a review engagement and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

8.06 Chair, Secretary and Scrutineers. - The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president, or a vice-president. If no such person is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting.

If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

8.07 Quorum. - The quorum for the transaction of business at any meeting of members shall be not less than 10 voting members present in person or by proxy.

8.08 Right to Vote. - Subject to the Act and the articles, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Class A member and at least 18 years of age.

8.09 Proxies. - At any meeting of members, a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder must be a member. An instrument appointing a proxy shall be in a form which complies with the Act. An instrument appointing a proxyholder shall be acted on only if, prior to the time of voting, it is deposited by delivery, mail or electronically with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

8.10 Meeting Rules - Except as otherwise expressly provided for in this by-law, the conduct of all meetings of members shall be in accordance with Robert's Rules of Order.

8.11 Votes to Govern. - Unless the Act, the articles or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

8.12 Show of Hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.13 Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chair may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

8.14 Casting Vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chair of the meeting shall not be entitled to an additional or casting vote.

8.15 Adjournment. - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.16 Action in Writing by Members. - A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members and transmitted by electronic means to the secretary of the Corporation shall be deemed to be duly signed by such members.

ARTICLE NINE

NOTICES

9.01 Method of Giving Notices. - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, committee member, officer, auditor or review engagement appointee shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid ordinary mail addressed to said address or if transmitted by any electronic means. A notice so delivered shall be deemed to have been given and received when it is delivered personally; a notice so mailed shall be deemed to have been given and received two days after it was deposited in a post office or public letter box; and a notice sent by electronic means shall be deemed to have been given and received when transmitted. The Corporation may change the address on the Corporation's books of any member, director, officer, auditor, review engagement appointee, or member of a committee of the board in accordance with any information believed to be reliable.

9.02 Computation of Time. - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors. - The accidental omission to give any notice to any member, director, officer, auditor or review engagement appointee or the non-receipt of any notice by any member, director, officer, auditor or review engagement appointee or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice. - Any member (or a duly appointed proxyholder), director, officer, auditor or review engagement appointee may waive any notice required to be given under any provision of the Act, the articles, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE TEN

EFFECTIVE DATE AND REPEAL

10.01 Effective date. - This by-law shall come into force when confirmed by the members in accordance with the Act.

10.02 Repeal. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid to the extent inconsistent with this by-law and until amended or repealed.

PASSED by the board the 9th day of May 2022.

Michael Buchert

President

M. DePalma

Secretary

CONFIRMED by the members the 30th day of September, 2022.

Mary Lynn Merklinger

Secretary