

By-law No. 1

*A by-law relating generally to
the transaction of the business and affairs of*

Corporation de la revitalisation du centre-ville de Casselman

BY-LAW No. 1

Corporation de la revitalisation du centre-ville de Casselman

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(the "Corporation")

Section 1 INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Corporation unless the context otherwise specifies or requires:

- (a) "Advisor" means an advisor appointed by the Board in accordance with paragraph 3.06(c);
- (b) "Board" means the board of directors of the Corporation as described in subsection 3.01;
- (c) "By-law" means any by-law of the Corporation from time to time in force and effect;
- (d) "Contracts, Documents or Instruments in writing" includes but is not limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- (e) "Corporation" means *Corporation de la revitalisation du centre-ville de Casselman* or *Corporation of the Casselman Downtown Revitalization*.
- (f) "*Corporations Act*" means the *Corporations Act*, R.S.O. 1990 c.38, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted therefore, as amended from time to time;
- (g) "Director" includes a Village Council Director and a Non-Council Director;
- (h) "Letters Patent" means the Letters patent, supplementary letters patent, original or restated articles of incorporation or articles of amendment,

amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

- (i) **"Meeting of the Members"** means an annual meeting and any general meeting of the Members;
- (j) **"Member"** includes a Voting Member and a Non-Voting Member;
- (k) **"Municipal Act, 2001"** means the *Municipal Act, 2001*, R.S.O. 2001, c.25 as from time to time amended;
- (l) **"Municipal Services Corporations Regulation"** means Ontario Regulation 599/06 "Municipal Services Corporations" as amended, under the *Municipal Act, 2001*;
- (m) **"Non-Council Director"** means an individual elected as a director to the Board by the Voting Members and who is not a Village Councillor;
- (n) **"Non-Voting Member"** means a Non-Voting Member described in paragraph 9.01(c);
- (o) **"Officer"** means an officer as described in Subsection 6.01 of this By-law;
- (p) **"Special Resolution"** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;
- (q) **"Village"** means the Corporation of the Village of Casselman;
- (r) **"Village Council"** means the Village's Municipal Council and its elected officials;
- (s) **"Village Council Director"** means a Village Councillor elected as a director to the Board by the Voting Members and the Mayor of the City if he or she is elected to the Board;
- (t) **"Village Councillor"** means a member of the Village Council and includes the Mayor of the Village;
- (u) **"Voting Member"** means a Voting Member described in paragraph 9.01(b).

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the corporation and which are defined in the *Corporations Act* or the Regulations made thereunder shall have the meanings given to such terms in the *Corporations Act* or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section 2 GENERAL MATTERS

2.01 Name

The Corporation may, in accordance with section 5 of the Letters Patent, use the English translation of its name in the following form: "Corporation of the Casselman Downtown Revitalization."

2.02 Head Office

The head office of the Corporation shall be in the Village of Casselman in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

2.03 Financial Year

The financial year of the Corporation shall terminate on the 30th day of April in each year or on such other date as the Board may from time to time by resolution determine.

2.04 Applicable Law

- (a) As a municipal services corporation the Corporation is subject to legislative requirements beyond those imposed on standard business and not-for-profit corporations.
- (b) The Corporation is subject to a number of statutes and regulations, including but not limited to the *Corporations Act*, the *Municipal Act, 2001* and the *Municipal Services Corporation Regulation*.
- (c) The By-laws and activities of the Corporation shall conform with all

applicable law.

2.05 Dissolution

- (a) A voluntary dissolution or wind up requires the authorization of the Members in accordance with paragraph 2.05(b) and 2.05(c) of this By-law.
- (b) Each membership in the Corporation carries the right to vote in respect of a voluntary dissolution or wind up, whether or not it otherwise carries the right to vote.
- (c) A voluntary dissolution or wind up is authorized when the Members entitled to vote on it have approved it by a Special Resolution.
- (d) Upon the dissolution or wind up of the Corporation and after payment of all debts and liabilities, the Corporation remaining property shall be distributed or disposed of to the Village of Casselman.

Section 3 DIRECTORS

3.01 Number and Composition of Board

- (a) The Board shall consist of a fixed number of Directors provided that the minimum number of Directors shall be no less than five (5) and no more than seven (7). The precise number of Directors shall be as fixed from time to time by resolution of the Board, provided that the Members have, by Special Resolution, delegated such power to the Board.
- (b) There shall be on the Board at least one (1) Village Councillor but no more than two (2).

3.02 First Directors

The applicants for incorporation shall become the first Directors whose term of office on the Board shall continue until their successors are elected at the first Meeting of the Members.

3.03 Election and Term

- (a) The Directors shall be elected by the Members at each annual meeting at which an election of Directors is required.
- (b) The term of office of a Village Council Director shall be from the date of the meeting at which he or she is elected to the Board until the date he or she ceases to be a Village Councillor.

- (c) The term of office of a Non-Council Director shall be from the date of the meeting at which he or she is elected to the Board until the third annual meeting next following (e.g. 3 years) or until his or her successor is appointed or elected.
- (d) A Non-Council Director shall, if qualified, be eligible for re-election for a maximum of two(2) consecutive terms.
- (e) Village Council Directors shall, if qualified, be eligible for re-election without limitation.

3.04 Vacancies

The office of a Director shall be vacated:

- (a) if, in the case of a Village Council Director, he or she ceases to be a Village Councillor;
- (b) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the Director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later; or
- (e) if the Director is removed by the Voting Members before the expiration of the Director's term of office.

3.05 Filling Vacancies

- (a) A vacancy occurring in the Board shall be filled as follows:
 - (i) if the vacancy occurs as a result of the removal of any Director by the Voting Members in accordance with paragraph 3.04(e) above, it may be filled by the Voting Members and any Director nominated to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - (ii) any other vacancy in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office. If there is not a quorum of Directors in office the vacancy shall be filled by the Voting Members;

(iii) otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors are elected.

(b) If the fixed number of Directors is increased between the terms, a vacancy or vacancies, equal to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

3.06 Committees & Advisors

(a) The Board may from time to time appoint committees, as it deems necessary or appropriate for such purposes and with such powers, as the Board shall see fit.

(b) 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.

(c) The Board may from time to time appoint advisors to serve the Corporation in a paid or voluntary capacity and in such positions (other than as Officers), with such titles and with such powers and duties and for such terms of service, as the Board deems advisable.

3.07 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 his or her duties.

Section 4 POWERS OF DIRECTORS

4.01 Administer Affairs

The Board of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

4.02 Expenditures

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to one or more Officers, the right to employ and pay salaries to employees.

4.03 Borrowing Power

- (a) The Board of the Corporation may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the directors shall determine.
- (b) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Board or the Officers independently of this By-law.

Section 5 MEETINGS OF DIRECTORS

5.01 Place of Board Meetings

Meetings of the Board may be held either at the head office or at any place within or outside Ontario.

5.02 Power to Convene and Notice of Board Meetings

- (a) A meeting of the Board may be held at any time at the call of the Board, the President or any Officer so empowered by the Board.
- (b) The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting.
- (c) Notice of any such meeting shall be served in the manner specified in Section 12 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of the Board and attendance of a Director at a meeting of the Board shall

constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

- (d) If the first meeting of the Board following the election of Directors by the Voting Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

5.03 Regular Meetings

- (a) The Board shall hold at least six (6) Board meetings in each fiscal year.
- (b) Subject to paragraph 5.03(a), the Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.04 Chairperson of Meeting

In the event the President of the Board is absent or unable to chair a meeting of the Directors, the Directors who are present and entitled to vote shall choose another Director as chairperson of the meeting.

5.05 Invitation to Attend Meetings of the Board

The President of the Board may invite the Chief Administrative Officer of the Village or such other persons as deemed appropriate or necessary to attend and, in a non-voting capacity, participate in a meeting of the Board or of a committee thereof.

5.06 Quorum of the Board

- (a) A majority of the Directors who have the right to vote shall constitute quorum for the transaction of business, provided that at least one (1) Village Council Directors form part of that majority.
- (b) Notwithstanding any vacancy on the Board, a quorum of Directors who

have the right to vote may exercise all the powers of the Directors.

5.07 Voting

- (a) Each Village Council Director and Non-Council Director is authorized to exercise one (1) vote at meetings of the Board.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- (c) Any question on which there is an equality of votes shall be deemed to be lost.

5.08 Participation by Telephone and Other Electronic Means

If all the Directors consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in the meeting by such means is deemed to be present in person at the meeting.

5.09 Resolution in Lieu of Meeting

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

Section 6 OFFICERS

6.01 Officers

The Officers of the Corporation shall include:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Secretary;

and may include any such other officers as the Board may appoint in accordance with Subsection 6.02(b) of this By-law.

6.02 Appointment and Term.

- (a) The President, Vice-President, Treasurer and Secretary shall be appointed by the Board from among the Directors for a term commencing at the time

of such officer's appointment and ending on the day on which such officer's term as a Director expires.

- (b) The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall serve for such term, shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (c) The same person may hold or discharge the functions of more than one Officer, except for the offices of President and Vice-President.

6.03 Vacancies

- (a) Notwithstanding Subsection 6.03(a) of this By-law, an Officer shall continue in office until the earlier of:
 - (i) the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or at the time specified in the resignation, whichever is later;
 - (ii) the Officer's removal.
- (b) If the office of an Officer becomes vacant the Board may by resolution appoint a person to fill such vacancy.

6.04 Remuneration of Officers

The Officers shall serve as such without remuneration but shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

6.05 Removal of Officer

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

6.06 Powers and Duties

- (a) The Officers shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the Officers shall include the following:
 - (i) President. The President shall, when present, preside at all meetings of the Board. The Chair shall represent the Corporation and the Board as may be required or appropriate. The President shall have and perform all such other powers and duties as may from time to time be assigned to him or her by the Board.

- (ii) Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall have and perform all such other powers and duties as may from time to time be assigned to him or her by the Board.
 - (iii) Treasurer. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer shall have and perform all such other powers and duties as may from time to time be assigned to him or her by the Board.
 - (iv) Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board when directed to do so. The Secretary shall also have charge of the Corporation's minute books, and of all other documents and registers that are legally required to be kept by the Corporation. The Secretary shall have and perform all such other powers and duties as may from time to time be assigned to him or her by the Board.
- (b) In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

Section 7
INDEMNITY & LIABILITY PROTECTION

7.01 Indemnity of Persons

- (a) Without limit to the right of the Corporation to indemnify any person to the full extent permitted by law, the Corporation shall indemnify a Director or Officer, a former Director or Officer, 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 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 in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer, or director or officer of such body corporate, if
 - (i) he acted honestly, and in good faith with a view to the best

interests of the Corporation; and

- (ii) 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.
- (b) The Directors and Officers are bound by the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50 and any regulations thereunder.
- (c) Liability insurance may be purchased by the Board to indemnify and save harmless the Directors and Officers.

7.02 Protection of Directors and Officers

- (a) Except as otherwise provided for by law, no Director or Officer 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 tortuous 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.
- (b) The Directors and Officers shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized or approved by the Board.
- (c) If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall have an interest in a person who is employed by or performs services for the Corporation, the fact of being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

Section 8
CONFLICTS OF INTEREST

8.01 Disclosure

- (a) A Director, Officer or Advisor who has a real or perceived direct or indirect interest in a contract, act, transaction, or proposal with the Corporation, whether direct or indirect, shall disclose their interest to the Board.
- (b) Where a Director has disclosed a conflict of interest with the Corporation, the Director shall not debate or vote on the matter that is the subject of the conflict.
- (c) Where an Officer or Advisor has disclosed a conflict of interest with the Corporation, the Officer or Advisor shall not advise on the matter that is the subject of the conflict.

8.02 Interests in Contracts

- (a) Subject to compliance with the law, and subject to compliance with the conflict of interest provisions in this By-law, no contract or arrangement entered into by or on behalf of the Corporation in which a Director is directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or any of its Members or creditors for any profit realized from any contract or arrangement by reason of any fiduciary relationship.
- (b) Where a Director has failed to comply with the law and/or the conflict of interest provisions of this By-law and where a contract or arrangement has been entered into with the Corporation, the contract may be deemed to be voided or voidable and the Director may be liable to account to the Corporation or its Members or creditors for any profit realized from the contract or arrangement by reason of a fiduciary relationship.

8.03 Members' Approval

The Board in its discretion may submit any contract, act, transaction, or proposal with the Corporation for approval or ratification at a Meeting of the Members and, subject to the provisions of the *Corporations Act*, any such contract, act, transaction, or proposal that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Corporations Act* or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

the meeting, are entitled or required under any provision of the *Corporations Act*, the Letters Patent or any By-law of the Corporation to attend the meeting.

10.07 Chairperson of Meeting

A Director designated by the Board, shall preside at Meetings of the Members.

10.08 Recording of Decisions

- (a) Where the Voting Member takes any decision which may be taken by the Corporation in an annual or general Meeting of the Members and which has effect as if agreed by the Corporation in an annual or general meeting of the Members, the Voting Member shall (unless that decision is taken by way of a written resolution) provide the Corporation with a written record of that decision.
- (b) A written record of any decision taken by the Voting Member in accordance with paragraph 10.08(a) or a resolution in writing signed by the Voting Member is as valid as if it had been passed at a Meeting of the Members.

Section 11 EXECUTION OF DOCUMENTS

11.01 Execution of Instruments

- (a) The Board shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

11.02 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

Section 12 NOTICES

12.01 Service

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to any such Member or Director at their 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; provided always that the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.02 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, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided be counted in such number of days or other period.

12.03 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in Subsection 12.01 of this By-law and put into a Post Office or into a letter box. A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation as the case may be.

12.04 Error or Omission in Giving Notice

- (a) No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.
- (b) No error or omission in giving notice of any annual or general meeting or any adjourned Meeting of the Members shall invalidate any resolution passed or any proceedings taken at any Meeting of the Members.

Section 13
AUDITORS

13.01 Auditors

The Voting Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation who shall hold office until the next following annual meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed.

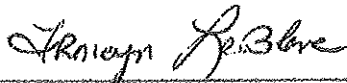
13.02 Remuneration

The remuneration of the auditor shall be fixed by the Voting Members or by the Board if it is authorized to do so by the Voting Members and the Board shall fix the remuneration of an auditor appointed by the Board.

13.03 Removal

The Voting Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

ENACTED by the Board and APPROVED by the sole Voting Member on the 23rd day of July, 2013.



Francyn Leblanc
President



Jovette Richer
Secretary