

**SPECIAL RESOLUTIONS OF THE BOARD OF DIRECTORS AND MEMBERS
OF
WEST LONDON MINOR HOCKEY ASSOCIATION
(the "Corporation")**

AUTHORIZING BY-LAW NO. 1 AMENDMENT

WHEREAS the board of directors (the "**Board**") has determined that it is in the best interests of the Corporation to amend By-law No. 1 of the Corporation (the "**By-law**") to conform with the requirements of the *Not-for-Profit Corporations Act* (Ontario);

AND WHEREAS the Board desires to approve the By-laws as amended and appended hereto;

AND WHEREAS the Board has presented the By-laws as amended and approved to the members of the Corporation entitled to vote at a meeting (the "**Members**") for their confirmation, amendment of, or rejection;

AND WHEREAS the Members desire to confirm the By-laws presented to them by the Board.

BE IT RESOLVED THAT:

1. Approval and Confirmation of New By-law No. 1

By-law No. 1, as amended by the Board on the 22 day of December, 2024, relating to the general conduct of the business and affairs of the Corporation, is hereby approved by the Board, in the form presented to the Members, attached hereto as **Exhibit "A"**, and is hereby confirmed by the Members and adopted effective immediately;

2. General Authorization


The President and Secretary of the Corporation are hereby authorized and directed to do all such acts and execute all documents required to give effect to the above-noted resolutions; and

In connection with the actions contemplated in the preceding resolution, any one of the directors of the Corporation is hereby authorized in the name and on behalf of the Corporation, to file this resolution and the By-laws, as amended, in the minute book of the Corporation.


[SIGNATURE PAGE FOLLOWS]

THE FOREGOING SPECIAL RESOLUTIONS are hereby consented to and passed by at least two thirds of the Members of the Corporation as evidenced by their votes, in accordance with the *Not-for-Profit Corporations Act* (Ontario) this 22 day of December, 2024.

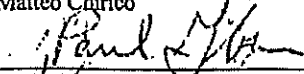
THE FOREGOING SPECIAL RESOLUTIONS are hereby consented to by the Board of Directors of the Corporation pursuant to the *Not-for-Profit Corporations Act* (Ontario) as evidenced by their respective signatures below this 22 day of December, 2024.



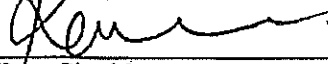
Mike Anderson



Matteo Chirico



Paul Gibson




Karen Gingrich



Jason Higgins



Lionel Lavoie



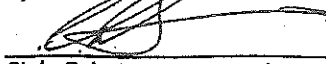
Lisa Boyce




Jeff Collins




Ryan Gigante



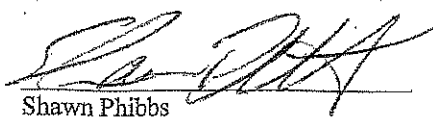
Chris Golem



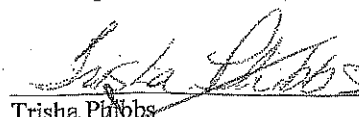
Brad Hyslop



John MacDougall



Shawn Phibbs



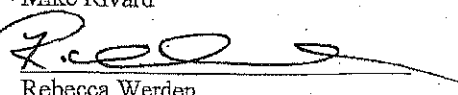
Trisha Phibbs



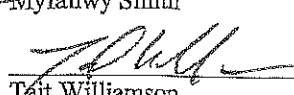
Mike Rivard



Mylanwy Smith



Rebecca Werden



Tait Williamson

**CERTIFIED COPY OF
SPECIAL RESOLUTIONS OF THE BOARD OF DIRECTORS AND MEMBERS
OF
WEST LONDON MINOR HOCKEY ASSOCIATION
(the "Corporation")**

AUTHORIZING BY-LAW NO. 1 AMENDMENT

WHEREAS the board of directors (the "**Board**") has determined that it is in the best interests of the Corporation to amend By-law No. 1 of the Corporation (the "**By-law**") to conform with the requirements of the *Not-for-Profit Corporations Act* (Ontario);

AND WHEREAS the Board desires to approve the By-laws as amended and appended hereto;

AND WHEREAS the Board has presented the By-laws as amended and approved to the members of the Corporation entitled to vote at a meeting (the "**Members**") for their confirmation, amendment of, or rejection;

AND WHEREAS the Members desire to confirm the By-laws presented to them by the Board.

BE IT RESOLVED THAT:

1. Approval and Confirmation of New By-law No. 1

By-law No. 1, as amended by the Board on the 22 day of December, 2024, relating to the general conduct of the business and affairs of the Corporation, is hereby approved by the Board, in the form presented to the Members, attached hereto as **Exhibit "A"**, and is hereby confirmed by the Members and adopted effective immediately;

2. General Authorization

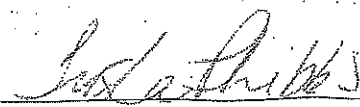
The President and Secretary of the Corporation are hereby authorized and directed to do all such acts and execute all documents required to give effect to the above-noted resolutions; and

In connection with the actions contemplated in the preceding resolution, any one of the directors of the Corporation is hereby authorized in the name and on behalf of the Corporation, to file this resolution and the By-laws, as amended, in the minute book of the Corporation.

CERTIFICATE

CERTIFIED to be a true copy of special resolutions of WEST LONDON MINOR HOCKEY ASSOCIATION consented to by the signatures of the Board and all of the members of the Corporation on the 22 day of December, 2024, as set forth in the minute book of the Corporation.

DATED this 22 day of December, 2024.



Name: Trisha Phibbs
Secretary

EXHIBIT "A"
AMENDED BY-LAW NO. 1

BY-LAW NO.1

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

WEST LONDON MINOR HOCKEY ASSOCIATION

BE IT ENACTED as the amended and re-stated organizational by-law of West London Minor Hockey Association (hereinafter called the "**Corporation**" or "**W.L.M.H.A.**") to repeal and replace the previous governing By-Law #1 and any amendments thereto as follows:

SECTION 1 – GENERAL

1.01 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Chair" means the chair of the Board;

"Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Extraordinary resolution" means a resolution that is,

(a) submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or

(b) consented to by each member of the corporation entitled to vote at a meeting of the members.

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

1.02 Interpretation. Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Books and Records. Any records maintained by the Corporation in the regular course of its business, including its register of Members, books of account and minute books, may be maintained in a bound or loose-leaf book and shall be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

1.06 Registered Office. Until changed in accordance with the Act, the Registered Office of the Corporation shall be in the City of London, in the Province of Ontario.

SECTION 2 – PURPOSE AND OBJECTIVES

2.01 The purpose and objectives of the Corporation shall be:

- (a) to organize, develop, and promote minor hockey for the youth of West London;
- (b) to provide quality leadership and develop an understanding of teamwork and sportsmanship in an atmosphere that is fun and offers positive reinforcement for all players and volunteers;
- (c) to provide an outstanding minor hockey experience for all, regardless of gender, race, colour, religion, sexual orientation, or socioeconomic status;
- (d) to incorporate high expectations of appropriate behaviour in all venues by each player, parent, and volunteer, on and off the ice;

- (e) to ensure fairness, compassion, and consistency are applied to all involved with the W.L.M.H.A.;
- (f) to instill and promote positive values such as hard work, determination, honesty, integrity, the pursuit of excellence, and ongoing skill development;
- (g) to enlist the best coaches, officials, and support staff in the West London region;
- (h) to provide role models who demonstrate leadership, strong work ethic, and community pride, with the goal of developing strong future leaders; and
- (i) to support the mandate of Hockey Canada and work with other hockey centers, Alliance Hockey, and the Ontario Hockey Federation to promote and grow minor hockey in the city of London.

SECTION 3 – AFFILIATION

3.01 W.L.M.H.A. is a member of the Greater London Hockey Association (“**G.L.H.A.**”), and through such membership, derives an affiliation with Hockey Canada. The Corporation shall conform to such guidelines as Hockey Canada and G.L.H.A. may, from time to time, designate as applicable to W.L.M.H.A.

SECTION 4 – DIRECTORS

4.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation, and shall oversee the proper and regular keeping of all books and records of the Corporation in accordance with all applicable laws. The Directors shall be entitled from time to time to adopt such rules and procedures as deemed appropriate by the Board.

4.02 Election and Term. Three (3) to fifteen (15) Directors shall be elected by the Members at the first meeting of Members following the enactment of these By-laws, and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed for a term of one (1) year, which shall constitute one term (a “**Term**”). A Director may serve on the Board for an unlimited number of Terms only if re-elected, unless otherwise agreed by the Board through majority vote.

One (1) representative from each of the Optimist Club of Byron and the Southwest London Optimist Club shall be ex officio Directors and shall be entitled to attend all Board meetings without the right to vote.

4.03 Qualifications of Directors. Members are entitled to be elected as Directors subject to the following:

- (a) The individual must be at least eighteen (18) years of age;
- (b) the individual must not have been found incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*;
- (c) the individual must not have been found to be incapable by any court in Canada or elsewhere;
- (d) the individual must not have the status of bankrupt; and
- (e) the individual must be a Member of the Corporation at the time of their election and must maintain Membership throughout their Term(s) as Director. If a non-Member is elected as a Director, they may qualify by becoming a Member within the ten (10) days following their election as Director.

4.04 Vacancies. The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is convicted of a serious criminal offence, punishable by imprisonment;
- (d) if the Director fails to attend seventy per cent (70%) of all scheduled Board meetings, unless otherwise excused by a majority vote of the Board;
- (e) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (f) if the Members, by special resolution passed by at least two thirds (2/3) of the votes cast thereon, remove the Director before the expiration of the Director's term of office.

4.05 Filling Vacancies. A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

4.06 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; subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the Act.

SECTION 5 - BOARD MEETINGS

5.01 Calling of Meetings. Meetings of the Directors may be called by the president, the vice president, the secretary upon instruction by the president or vice president, or in writing by any two Directors at any time and any place on notice as required by this By-law. Those authorized to call a meeting of the Directors shall call a minimum of twelve (12) Board meetings annually, including a Board meeting following the Corporation's Annual General Meeting, of which no notice shall be required.

5.02 Regular Meetings. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

5.03 Notice. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 13 of this By-law to every Director of the Corporation by telephone, facsimile, or electronic communication not less than one (1) day before the date that the meeting is to be held, or by mail not less than two (2) days before the date that the meeting is to be held. The declaration of the secretary or president that notice has been given pursuant to the by-laws of the Corporation shall be sufficient and conclusive evidence of the giving of such notice. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Corporation.

5.04 Chair. A Chair may be appointed by the Directors to preside at Board meetings. If a Chairperson is not appointed, the president shall act as the Chair to preside at Board meetings. In the absence of the president, the vice president shall act as the Chair.

5.05 Voting. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair or acting Chair shall have a second or casting vote.

5.06 Participation by Telephonic or Electronic Means. A Director may not participate in a meeting of the Board by telephonic or electronic means unless a majority of the Board deems such participation necessary. A Director participating by such means is deemed to be present at that meeting.

5.07 Quorum. A majority of the Board, notwithstanding vacancies, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

5.08 Resolution in Lieu of Meeting. A resolution in writing, signed by all Directors entitled to vote on said resolution at a meeting of Directors, shall be valid as if it had been passed at a meeting of Directors.

SECTION 6 – COMMITTEES

6.01 Committees. Committees may be established by the Board as follows:

- (a) The Board may, by resolution, authorize and create committees as it shall from time to time deem necessary or advisable;
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- (c) Unless otherwise provided, the president shall be member ex officio of all committees.

6.02 The current standing committees of the W.L.M.H.A. are as follows, and may be varied from time to time as the Board may determine to be necessary:

- (a) The Executive Committee

6.03 Executive Committee. If the Board consists of more than six (6) Directors, the Board may elect from its numbers an Executive Committee, consisting of not less than three (3) Directors. The Executive Committee may exercise any powers afforded to the Board by the Act, Articles, and By-laws, subject to any restrictions by the foregoing or any other applicable laws.

SECTION 7 – FINANCIAL

7.01 Banking. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

7.02 Financial Year. The financial year of the Corporation ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 8 – OFFICERS

8.01 Officers. The Board shall appoint from among the Directors a Chair, president, and vice president, and may appoint any other person to be treasurer and secretary at its first meeting following the Annual General Meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. Any one person may hold two or more offices, excluding the offices of president and vice president, which shall be held by two different people. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

8.02 Office Held at Board's Discretion. Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

8.03 Duties. Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

8.04 President. The president's duties shall include, but not be limited to, general management and supervision of the affairs and operations of the Corporation; acting as chair at all Board meetings; serving as a member on all Board committees; signing all By-laws and membership

certificates along with the secretary or any other officer appointed by the Board for said purpose; attending all Members meetings; and such other duties as may be required by law or as the Board may determine from time to time.

8.05 Treasurer. The treasurer's duties shall include, but not be limited to, monitoring the funds and securities of the Corporation; maintaining full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation; disbursing the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements; depositing moneys or other valuable effects in the name of and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board; rendering to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an account of all transactions of the Treasurer and a statement of the financial position of the Corporation; and such other duties as may be required by law or as the Board may determine from time to time.

8.06 Secretary. The secretary's duties shall include, but not be limited to, acting as ex officio clerk of the Board; recording minutes of all Board meetings in the books belonging to the Corporation for this purpose; maintaining all corporate records; producing corporate records, when authorized by a resolution of the Board, to the person(s) named in the Board resolution; and such other duties as may be required by law or as the Board may determine from time to time.

8.07 Vice President. The vice president's duties shall include, but not be limited to, exercising any powers afforded to the president in the president's absence or inability to act; and such other duties as may be required by law or as the Board may determine from time to time.

SECTION 9 - PROTECTION OF DIRECTORS AND OTHERS

9.01 Protection of Directors and Officers. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act

9.02 Indemnity and Insurance.

- (a) The Corporation shall 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 an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.02(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 9.02(c).
- (c) The Corporation shall not indemnify an individual under Section 9.02(a) unless he or she (i) 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 he or she acted as a director or officer or in a similar capacity at the Corporation's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in Section 9.02(a) in such other circumstances as the Act or the 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.
- (e) The Corporation shall purchase and maintain directors' and officers' liability insurance for the benefit of all directors and officers of the Corporation.

SECTION 10 - CONFLICT OF INTEREST

10.01 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors

during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

10.02 No Director who is a party to, or has a material interest in, such a material contract or transaction or proposed material contract or transaction shall be liable to account to the Corporation or its Members for any profit realized by such material contract or transaction or proposed material contract or transaction.

SECTION 11 – MEMBERS

11.01 Members. Membership in the Corporation shall consist of:

- (a) Directors of the Corporation;
- (b) Officers of the Corporation;
- (c) ex officio Directors of the Corporation;
- (d) registered coaches, managers, and assistant managers of W.L.M.H.A.; and
- (e) from each team affiliated with W.L.M.H.A., two (2) parents or guardians of a child or children on each respective team, selected by the parents or guardians of each respective team.

11.02 Membership. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. A Member who qualifies for membership only on the grounds that he or she is a Director of the Corporation shall automatically cease to be a Member of the Corporation upon vacating office as a Director.

11.03 Member Resignation. Members may resign by written notice to the Board, which resignation shall be effective at the time it is received and approved by the Board, or at the time specified in the notice, whichever is later. A Member holding office as a Director prior to resignation shall cease to hold such office immediately upon such resignation.

11.04 Disciplinary Act or Termination of Membership for Cause. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The

Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

11.04 Fees. There shall be no membership fees or dues payable to the Corporation by the Members, unless otherwise directed by the Board.

SECTION 12 - MEMBERS' MEETINGS

12.01 Annual Meeting. The annual meeting shall be held on a day fixed by the Board at the head office of the Corporation, or at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the Directors;
- (e) report of the auditor or person who has been appointed to conduct a review engagement;
- (f) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (g) election of Directors; and
- (h) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

12.02 Special Meetings. The Directors, president, or vice president may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten per cent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

12.03 Notice. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the

Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

12.04 Quorum. A quorum for the transaction of business at a Members' meeting is four (4) Members entitled to vote at the meeting, provided no meeting shall be held unless a minimum of three (3) Members are in attendance in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

12.05 Chair of the Meeting. The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

12.06 Voting of Members. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting shall not have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.07 Adjournments. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Quorum is not required for such an adjournment to be made. 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.

12.08 Dispensing with Audits. Members of the Corporation may pass an Extraordinary Resolution,

- (a) to have a review engagement instead of an audit in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of more than \$500,000 or such other prescribed amount; or
- (b) to not appoint an auditor and to not have an audit or a review engagement in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of \$500,000 or less or such other prescribed amount.

12.09 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

12.10 Members' Rights. Members are entitled to submit proposals for topics to be discussed at a Members' meeting in accordance with Section 12.03. Members may nominate a potential director for election in accordance with Section 4.02, so long as they have the approval of at least five per cent (5%) of the Members.

12.11 Participation by Telephonic or Electronic Means. A Member may not participate in a Members' meeting by telephonic or electronic means unless a majority of the Board deems such participation necessary. A Member participating by such means is deemed to be present at that meeting.

12.12 Resolution in Lieu of Meeting. A resolution in writing, signed by all Members entitled to vote on said resolution at a Members' meeting, shall be valid as if it had been passed at a meeting of the Members.

SECTION 13 - NOTICES

13.01 Service. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at

his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

13.02 Error or Omission in Giving Notice. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws 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.

SECTION 14 – EXECUTION OF DOCUMENTS

14.01 Execution of Documents. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the secretary along with the president or vice president. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the president, vice president, or treasurer, or by any other person so authorized by the Board.

14.02 All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by any Officer or Officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board. Any two such Officers may endorse notes and drafts for collection on account of the Corporation through its Bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed 'For Collection' or 'For Deposit' with the Bankers of the Corporation by using the Corporation's rubber stamp for such purpose.

14.03 In addition, any two such Officers so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's Bankers, and may receive all paid cheques and vouchers, and sign all bank forms of settlement of balances, and release or verification slips.

14.04 The Directors may administer the affairs of the Corporation and may make or cause to be made for the Corporation, in the Corporation's name, any type of contract which the Corporation may lawfully enter into. Save as hereinafter provided, the Directors may exercise all such other powers as the Corporation is, by its Articles or otherwise, authorized. The Directors may, from

time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants and other securities, land, buildings, and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they deem advisable.

14.05 Notwithstanding any provisions in the By-laws to the contrary, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

14.06 Securities. The Directors, or any other person from time to time designated by the Board, may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its corporate or any other capacity, or as trustee or otherwise, and may accept in the Corporation's name and on behalf of the Corporation transfers of shares of stock, bonds or other securities from time to time transferred to the Corporation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares of stock, bonds, or other securities on the books of any company or corporation.

14.07 Borrowing Powers. The Directors may, from time to time, be permitted to:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell, or pledge debt obligations of the Corporation; and
- (c) Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation including debts, rights, powers, franchises, and undertakings to secure any securities, other debts, money borrowed, or any other obligation or liability of the Corporation.


SECTION 15 - ADOPTION AND AMENDMENT OF BY-LAWS

15.01 Amendments to By-laws. The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

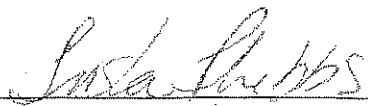
ENACTED by the Board of Directors this ²² day of ^{December} ~~11~~, 2024 to be effective on ~~22~~ ^{January 1, 2025}, 1,
2024.

CONFIRMED by the Members of the Corporation this ^{22nd} day of ^{December}, 2024 to be effective on

~~22 December, 2024.~~
January 1, 2025.



Tait Williamson (President)



Trisha Phibbs (Secretary)