

**ONTARIO ONLINE LEARNING CONSORTIUM
CONSORTIUM ONTARIEN POUR L'APPRENTISSAGE EN LIGNE**

BY-LAW NO. 1

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ARTICLE 1 INTERPRETATION

Section 1.1 Definitions.

In this by-law, unless the context otherwise specifies or requires:

“**Act**” means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“**CO**” means Colleges Ontario – Collèges Ontario.

“**Co-Chair**” means the President of a University or the President of a College elected to the board of directors of the Corporation who together serve as Co-Chairs of the Corporation.

“**College**” means a publicly-assisted college of applied arts and technology and/or an institute of technology and advanced learning of the Province of Ontario.

“**Corporation**” means Ontario Online Learning Consortium Consortium ontarien pour l’apprentissage en ligne

“**COU**” means the Council of Ontario Universities – Conseil des universités de l’Ontario.

“**ONCAT**” means Ontario Council on Articulation and Transfer Conseil ontarien pour l’articulation et le transfert

“**person**” means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

“**recorded address**” means (i) in the case of a member, the member’s latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“**show of hands**” means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

“**University**” means a public-assisted university of the Province of Ontario.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender includes all genders. In this by-law the words "including", "includes" and "include" means "including (or includes or include) without limitation".

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

Section 1.4 Conflict With Unanimous Member Agreement.

If there is any conflict or inconsistency between any provision of a unanimous member agreement and any provision of this by-law, the provision of such unanimous member agreement will govern.

**ARTICLE 2
MEMBERS**

Section 2.1 Membership Conditions.

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation is limited to Ontario's publicly-assisted institutions whose application for admission as a member has received the approval of the board of directors of the Corporation. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Section 2.2 Membership Dues.

No membership fees or dues are required unless otherwise directed by the board of directors.

Section 2.3 Resignation.

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

Section 2.4 Removal.

Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

ARTICLE 3 MEMBERS' MEETINGS

Section 3.1 Calling Annual and Special Meetings.

The directors and each of the Co-Chairs have the power to call annual meetings of members and special meetings of members. Annual meetings of members and special meetings of members will be held on the date and at the time and place in Canada as the person(s) calling the meeting determine. The directors shall call a special meeting of members in accordance with the Act on written requisition of members carrying not less than five (5) percent of the votes that may be cast at a meeting. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 3.2 Electronic Meetings.

Meetings of members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

Section 3.3 Notice.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

The accidental omission to give notice of any meeting of members to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 3.4 Waiver of Notice.

A member, a member's representative, a director or the public accountant and any other person entitled to attend a meeting of members may waive notice of a meeting of members, any irregularity in a notice of meeting of members or any irregularity in a meeting of members. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 3.5 Member Representatives.

A representative of the member will be recognized if (i) the member delivers a notice to the Corporation, in writing, designating and authorizing an individual to represent the member, (ii) a certified copy of the resolution of the directors or governing body of the

member, or a certified copy of an extract from the by-laws of the member, authorizing the representative to represent the member is deposited with the Corporation, or (iii) the authorization of the representative is established in another manner that is satisfactory to the Co-Chairs of the Corporation.

Section 3.6 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members are those persons entitled to vote at the meeting, the directors, the ex officio directors, the officers, the public accountant of the Corporation, if appointed, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or this by-law to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting or the persons present who are entitled to vote at the meeting.

Section 3.7 Quorum.

A quorum at any meeting of the members shall be a double majority, consisting of at least fifty-one percent (51%) of the College members each represented by a duly authorized representative and at least fifty-one percent (51%) of the University members each represented by a duly authorized representative.

Section 3.8 Absentee Voting at Members' Meetings.

Pursuant to the Act, a member represented by a duly authorized representative entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Section 3.9 Procedure.

The chair of a meeting of members will conduct the meeting and determine the procedure to be followed at the meeting. The chair's decision on all matters or things shall be conclusive and binding upon the meeting of members.

Section 3.10 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of members shall be decided by a show of hands, unless a ballot on the question is required or demanded. Subject to the Act and other applicable law, the chair of the meeting may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a meeting of members. The requirement or demand for a ballot may be made either before or after any vote on the question by a show of hands. A ballot will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the members upon the question.

In the case of a vote by a show of hands, each person present who is entitled to vote has one vote. If a ballot is taken, each person present who is entitled to vote is entitled to the one vote.

Section 3.11 Votes to Govern.

Unless the articles, the Act or other applicable law otherwise requires, any question at a meeting of members shall be decided by a double majority of the votes cast on the question meaning that at least fifty-one percent (51%) of the College members represented at the meeting and at least fifty-one percent (51%) of the University members represented at the meeting, both vote in favour of the question.

In case of an equality of votes, whether for or against the question, either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting is not entitled to a second or casting vote.

Section 3.12 Adjournment.

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

**ARTICLE 4
BOARD OF DIRECTORS**

Section 4.1 Number and Qualifications.

Until changed in accordance with the Act, the number of directors within the minimum and maximum number of directors specified in the articles is determined to be fourteen (14) of whom:

- (a) One (1) director shall be a President of a University;
- (b) One (1) director shall be a President of a College;
- (c) Two (2) directors shall be Vice Presidents Academic (or equivalent) of a University;
- (d) Two (2) directors shall be Vice Presidents Academic (or equivalent) of a College;
- (e) Two (2) directors shall be students, one of whom is currently enrolled in a College and one of whom is currently enrolled in a University and each of whom has demonstrated experience in online learning;

- (f) Two (2) directors shall be senior administrators with expertise in on-line learning, one of whom is employed at a College and one of whom is employed at a University;
- (g) Two (2) directors shall be online experts, one of whom is from the College sector and one of whom is from the University sector;
- (h) Two (2) directors shall be representatives of the public, one of whom has experience in financial, audit, and/or risk management.

Section 4.2 Ex Officio Directors.

In addition to the number of directors set forth in Section 4.1, the following shall serve as ex officio directors, who shall be entitled to attend, but not to vote, at all meetings of the board of directors:

- (a) The Executive Director of the Corporation;
- (b) A representative of ONCAT;
- (c) A representative of Contact North;
- (d) The Vice-President, Research and Policy, from CO; and
- (e) The Senior Director, Policy and Analysis, from COU.

Section 4.3 First Directors.

At the first election of directors following the approval of this by-law, the members shall elect directors whose term of office shall be one (1), two (2) or three (3) years in order to establish stability within the board of directors determined as follows:

- (a) For the eight (8) directors qualified under Section 4.1 (a), (b), (c), (d) and (f), the representatives of the Colleges and the representatives of the Universities shall each designate which of their respective members shall serve for one (1), two (2) or three (3) year terms, with two directors from each sector serving for three (3) years;
- (b) For the two (2) directors qualified under Section 4.1 (e), the election to a one (1) or two (2) year term shall be done by drawing of lots;
- (c) For the two (2) directors qualified under Section 4.1 (g), the election to a two (2) or three (3) year term shall be done by drawing of lots; and
- (d) For the two (2) directors qualified under Section 4.1 (h), the election to a one (1) or three (3) year term shall be done by a drawing of lots.

Section 4.4 Election and Term.

The members will elect directors yearly at an annual meeting of members. Except for the terms of the first directors as set out in Section 4.3, the directors' term of office is for three (3) years from the date of the meeting at which they are elected or until their

successors are elected. Retiring directors, if qualified, shall be eligible for re-election for an additional three (3) year term. Directors may be elected for a maximum of two (2) consecutive three (3) year terms, following which, at least five (5) years must elapse before his or her re-election to the board.

Section 4.5 Remuneration and Expenses.

The directors serve as such without remuneration; provided that directors may be reimbursed for travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and members meetings and in the performance of other duties of directors of the Corporation. The directors may award remuneration to any director undertaking special services on the Corporation's behalf beyond the services ordinarily required of a director by the Corporation.

A director may be employed by or provide services to the Corporation otherwise than as a director. Such a director may receive remuneration for such employment or services.

**ARTICLE 5
DIRECTORS' MEETINGS**

Section 5.1 Place of Meeting.

Meetings of the board of directors may be held at any time and place to be determined by the directors.

Section 5.2 Calling of Meetings.

The Co-Chairs or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

Section 5.3 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 5.4 Notice of Meetings.

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 48 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of members.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 5.5 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 5.6 Voting Rights.

At all meetings of the board of directors, every question shall be decided by a majority of the votes cast. Each director is authorized to exercise one (1) vote at all meetings of the board of directors. Ex officio directors are not entitled to vote. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Section 5.7 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 5.8 Quorum.

A majority of the number of directors (excluding ex officio directors) in office, from time to time, constitutes a quorum for meetings of the board of directors. When a quorum is present at a meeting of the board of directors, the directors may exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

**ARTICLE 6
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

Section 6.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

Section 6.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation,

(iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 6.3 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

**ARTICLE 7
OFFICERS**

Section 7.1 Appointment.

The board of directors shall appoint two (2) Co-Chairs, one of whom shall be the President of a University, being the director qualified under Section 4.1 (a), and the other of whom shall be the President of a College, being the director qualified under Section 4.1 (b), to hold office from the date of their appointment and for the duration of their term as a director of the Corporation or until their successors are appointed in their stead.

The board of directors may annually or more often as may be required, appoint a secretary, a treasurer and any such other officers as the board of directors may determine, including one or more assistants to any of the officers so appointed. Any two offices may be held by the same person. Except for the Co-Chairs, officers need not be directors or members.

Section 7.2 Term.

Except for the Co-Chairs, the officers of the Corporation hold office for one (1) year from the date of appointment or until their successors are appointed in their stead.

Section 7.3 Removal.

Officers are subject to removal by resolution of the board of directors at any time.

**ARTICLE 8
DUTIES OF OFFICERS**

Section 8.1 Co-Chairs.

The Co-Chairs shall (i) alternate presiding at all meetings of the board of directors; (ii) alternate presiding at all meetings of the members; (iii) have the general and active management of the affairs of the Corporation; and (iv) see that all orders and resolutions of the board of directors are carried into effect.

Section 8.2 Treasurer.

The treasurer has the custody of the funds and securities of the Corporation and keeps full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and deposits all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she disburses the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and renders to the Co-Chairs and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she also performs such other duties as may from time to time be directed by the board of directors.

Section 8.3 Secretary.

The secretary attends all meetings and acts as secretary thereof and records all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary gives or causes to be given notice of all meetings of the members and of the board of directors. The secretary is under the supervision of and performs such other duties as the board of directors or the Co-Chairs may prescribe.

Section 8.4 Duties of Officers may be Delegated.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

**ARTICLE 9
EXECUTIVE COMMITTEE**

Section 9.1 Number and Composition.

The board of directors may appoint an Executive Committee composed of a minimum of three (3) directors, two (2) of whom shall be the directors serving as Co-Chairs of the Corporation. Any Executive Committee member may be removed by a majority vote of the board of directors.

Section 9.2 Powers.

The Executive Committee exercises such powers as are authorized by the board of directors, except those powers that, under the Act, a committee of directors has no authority to exercise.

Section 9.3 Proceedings.

Meetings of the Executive Committee may be held at any place in or outside Canada. At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, the Executive Committee may make, amend or repeal rules and procedures to regulate its meetings

including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to the Executive Committee establishing rules and procedures to regulate its meetings, Section 5.1 to Section 5.8, inclusive apply to the Executive Committee, with such changes as are necessary.

ARTICLE 10 NOMINATING COMMITTEE

Section 10.1 Nominating Committee.

The board of directors shall appoint a Nominating Committee consisting of

- (a) not less than three (3) directors of whom one (1) shall be the director qualified under Section 4.1 (a) or (c), and one (1) shall be the director qualified under Section 4.1 (b) or (d);
- (b) the ex officio representative of the COU as set forth in Section 4.2(e); and
- (c) the ex officio representative of the CO as set forth in Section 4.2(d).

One of the two Co-Chairs shall, if present, act as Chair at all meetings of the Nominating Committee. The Nominating Committee shall meet no later than two (2) months prior to the annual meeting of members each year to recommend not less than the number of directors determined in accordance with Section 4.1 of the by-laws and otherwise qualified in accordance with the provisions of this by-law and the Act, for election as directors at the annual meeting of members. Any persons recommended by the Nominating Committee for election to the board shall be approved by the board of directors before the names of such persons are submitted to the members at the annual meeting of members and the board of directors shall have the power to delete any name from or add any name to the list of names recommended by the Nominating Committee.

Section 10.2 Proceedings.

Meetings of the Nominating Committee may be held at any place in or outside Canada. At all meetings of the Nominating Committee, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors or by this by-law, the Nominating Committee may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to the Nominating Committee establishing rules and procedures to regulate its meetings, Section 5.1 to Section 5.8, inclusive apply to the Nominating Committee, with such changes as are necessary.

ARTICLE 11 COMMITTEES

Section 11.1 Other Committees.

In addition to the Executive Committee and the Nominating Committee, the board of directors may appoint any other committee or committees, as it deems necessary or appropriate, for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

ARTICLE 12 EXECUTION OF INSTRUMENTS

Section 12.1 Execution of Instruments.

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, (i) by any two of the directors and officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an “**Authorized Signatory**”). Voting rights for securities held by the Corporation may be exercised on behalf of the Corporation by any two Authorized Signatories. In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal to any contract, document or instrument when required.

As used in this Section, the phrase “contracts, documents and instruments” means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

ARTICLE 13 FINANCIAL YEAR

Section 13.1 Financial Year.

Unless otherwise ordered by the board of directors the financial year of the Corporation ends on the 31st day of March in each year.

**ARTICLE 14
MISCELLANEOUS**

Section 14.1 Notices

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

Section 14.2 Computation of Time

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

Section 14.3 Amendment.

In accordance with the Act, a special resolution of the members is required to make any amendment to Section 2.1, Section 3.3 or Section 3.8 of this by-law.

**ARTICLE 15
EFFECTIVE DATE**

Section 15.1 Effective Date. .

This by-law comes into force when made by the directors in accordance with the Act.

This by-law was made by resolution of the directors on _____, 2014.

Secretary

This by-law was confirmed by ordinary resolution of the members on _____, 2014.

Secretary