

FOR APPROVAL

CONFIDENTIAL

IN CAMERA SESSION

TO: Executive Committee

SPONSOR: Meric Gertler, President
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PRESENTER: As above
CONTACT INFO:

DATE: March 14, 2023 for March 21, 2023

AGENDA ITEM: 6

ITEM IDENTIFICATION:

Revised By-Law Number 1 for the University of Toronto Press Corporation

JURISDICTIONAL INFORMATION:

The *University of Toronto Press Incorporated By Law No. 1* (clause 67) specifies that the [UTP] board of directors may enact and re-enact by-law or repeal, alter or add to the by-laws or any of them, provided that no such enactment, re-enactment, repeal, amendment, alternation or addition shall be enforced or acted upon until sanctioned and confirmed at an annual or special general meeting of the voting members of the Corporation called for the purpose of considering the same and until approved by the Governing Council or its duly authorized, committee or officer.

GOVERNANCE PATH:

- 1. Executive Committee [for approval] (March 21, 2023)**

PREVIOUS ACTION TAKEN:

The last University of Toronto Press By-Laws were passed November 25th, 2004.

HIGHLIGHTS:

On October 19th, 2021, the Not-for-Profit Corporations Act, 2010 (Ontario) (the “ONCA”) was proclaimed into force and replaced the Corporations Act (Ontario) (the “OCA”) which regulated Ontario’s not-for-profit corporations before the proclamation of the ONCA. The new UTP Bylaws were created to comply with ONCA.

The By-Laws have been reviewed by the University of Toronto Press Nominating and Governance Committee and the University of Toronto Press Board. The new UTP Bylaws have also been reviewed and approved on February 28th, 2023, by Kristin Taylor, Chief Legal Officer for the University of Toronto. The major differences between OCA and ONCA reflected in the new By-Laws include:

- ONCA does not prescribe the officers of a corporation.
- ONCA modernizes the regime for indemnifying directors and officers to bring it into line with the *Canada Not-for-profit Corporations Act* and other business statutes.
- ONCA includes a more modern requisition and proposal-making regime that is similar to the regimes under the *Canada Not-for-profit Corporations Act* as well as business corporations statutes.

The new University of Toronto Press By-Laws maintain the role of the Governing Council and requires written approval from the Council in the following matters:

- Qualification for Membership (clause 3.02)
- Termination and Removal of Membership (clause 3.05 and 3.06)
- Appointment of Authorised Representative (clause 4.01)
- Replacement of Authorized Representative (clause 4.02)
- Election and Term of Office (clause 6.03)
- Vacancies (clause 6.04 and 6.05)
- Qualification (clause 6.06)
- Election and Appointment of Officers (clause 8.01)
- Removal of Officers (clause 8.02)
- Enactment and Amendment of the By-Laws (clause 13.01)

In addition:

- Qualification (clause 6.02)
 - *One of the directors shall be designated as a representative of the Governing Council.*
- Committees (clause 6.06)
 - *Any committee delegated the powers of the Board must have as a member the director who is the representative of the Governing Council.*
- Dissolution (clause 12.01)
 - *Upon the dissolution of the Corporation and after the payment of all its debts and liabilities, its remaining property shall be distributed and disposed of to the Governing Council.*

FINANCIAL IMPLICATIONS:

There are no financial implications.

RECOMMENDATION:

Be It Resolved

Subject to its sanction and confirmation by the voting members of the University of Toronto Press Corporation at an annual or special meeting;

THAT the revised *By-Law Number 1 - University of Toronto Press* dated December 20, 2022, be approved.

DOCUMENTATION PROVIDED:

Proposed *By-Law Number 1 for the University of Toronto Press Corporation*, dated December 20, 2022.

BY-LAW NO. 1

being a by-law relating generally
to the conduct of the affairs of

UNIVERSITY OF TORONTO PRESS

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BE IT ENACTED as a by-law of University of Toronto Press (hereinafter called the "Corporation") as follows:

SECTION ONE

INTERPRETATION

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

- (a) "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.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

- (c) "Board" means the board of directors of the Corporation and "director" means a director of the Board.
- (d) "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Chair" means the Chair of the Board.
- (f) "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.
- (g) "Governing Council" means The Executive Committee of the Governing Council of the University of Toronto.
- (h) "member" means any one of the members of the Corporation or "members" means the collective membership of the Corporation.
- (i) "Meeting of members" means an annual or special general meeting of members.
- (j) "officer" means an officer of the Corporation.
- (k) "ordinary resolution" means a resolution passed by at least a majority of the votes cast on that resolution.
- (l) "Recorded address" means, in the case of a member, such address as recorded in the register of members and, in the case of a director, officer or auditor of the Corporation, or any other person, such address as recorded in the records of the Corporation (and where no address is so recorded, then the last address of such director, officer or auditor known to the Corporation).
- (m) "Secretary" means the Secretary of the Corporation.
- (n) "Secretary-Treasurer" means the Secretary-Treasurer of the Corporation.
- (o) "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation.
- (p) "special resolution" means a resolution that is passed by at least two-thirds (2/3) of the votes cast on that resolution.
- (q) "Vice-Chair" means the Vice-Chair of the Board.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

1.02 General. In this by-law and all other by-laws and resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and 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.

SECTION TWO

GENERAL

2.01 Execution of Instruments. The directors shall adopt and approve a signing policy to authorize persons to sign contracts, documents or instruments in writing on behalf of the Corporation which policy may be amended by the directors from time to time.

SECTION THREE

MEMBERS

3.01 Members. There shall be one (1) class of membership in the Corporation. Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes and whose applications for membership as set out in such application have subsequently been approved by the Board or in such other manner as may be determined by the Board. For greater certainty, membership in the Corporation shall not be restricted to individuals but may include foundations, partnerships, corporations or businesses.

3.02 Qualification for Membership. The Board may from time to time by resolution prescribe such forms of application for membership as it shall deem appropriate in the circumstances. No individual, corporation, partnership or other legal entity shall be admitted as a member of the Corporation unless such admission has the prior written approval of the Governing Council.

3.03 Non-Transferability of Membership. Membership in the Corporation is not transferable or assignable and lapses and ceases to exist upon the member’s death or when such member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

3.04 Resignation. Any member may withdraw or resign at any time by giving notice to that effect to the Corporation.

3.05 Termination of Membership. With the prior written approval of the Governing Council, the directors have the right to terminate any member upon giving at least 15 days' written notice to the member and to the Corporation of the intention to terminate the membership; provided, however, the member has the opportunity to be heard, orally or in writing, not less than 5 days before the termination becomes effective. Membership shall automatically terminate (i) if the member dies, fails to maintain any qualifications for membership, resigns, is expelled or otherwise terminated with the prior written approval of the Governing Council in accordance with the Articles or by-laws, (ii) the member's term of membership expires, or (iii) if other than an individual, is liquidated or dissolved, or the existence of the member is terminated for any reason whatsoever.

3.06 Removal of Member. Notwithstanding section 3.05, the Governing Council also has the over-riding right to remove and replace any member of the Corporation upon giving at least 15 days' written notice to the member and to the Corporation of the intention to terminate the membership; provided, however, the member has the opportunity to be heard, orally or in writing, not less than 5 days before the termination becomes effective.

SECTION FOUR

AUTHORIZED REPRESENTATIVES

4.01 Appointment of Authorized Representative. Subject to the prior written approval of the Governing Council, each member of the Corporation that is not an individual shall file with the Corporation an instrument in writing appointing an individual to act as its Authorized Representative.

The Authorized Representative so appointed shall be entitled to represent and where applicable vote on behalf of such member at all meetings of members and to sign waiver instruments and, where applicable, resolutions for and on behalf of such member.

4.02 Replacement of Authorized Representative. Subject to approval of the Governing Council, a member may at any time by notice in writing filed with the Corporation remove and/or replace any Authorized Representative previously appointed by it.

SECTION FIVE

MEETINGS OF MEMBERS

5.01 Place, Time and Mode of Meetings. Meetings of members shall be held at such place within Ontario on such day and at such time as the Board may from time to time determine. Meetings of members may be held at a place outside Ontario if all the members entitled to vote at the meeting agree that the meeting is to be held at that place. A member may participate in a meeting by such telephonic or electronic communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a member so participating in a meeting by this means is deemed to be present at the meeting.

5.02 Annual Meeting. At every annual meeting of members, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented to the members, and directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed by the members, or the Board shall be authorized to fix such remuneration.

5.03 Special Meetings. The directors 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 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

5.04 Notice of Meeting. No public notice or advertisement of meetings of members shall be required, but notice of the time and place of every such meeting and, in the case of a special meeting, the general nature of business to be transacted at such meeting, shall be given to each member in the manner provided in Section Eleven of this by-law not less than ten (10) nor more than fifty (50) days before the time fixed for holding such meeting; provided that any meeting of members may be held at any time and place without notice if all members and Authorized Representatives of members of the Corporation are present or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

5.05 Waiver of Notice. Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member or by the auditor of the Corporation.

5.06 Chair. The Chair, if present, shall be chair of any meeting of members. If the Chair is not present within fifteen minutes from the time fixed for holding the meeting, the members present at any meeting of members shall choose one of their number to be chair of the meeting.

5.07 Quorum. A quorum for the transaction of business at any meeting of members shall consist of a majority of the members and Authorized Representatives of members present in person. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.08 Vote. Every member shall have one (1) vote on all matters arising at any meeting of members.

5.09 Voting. Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the Chair shall direct.

5.10 Majority of Votes. Subject to the provisions of the Act and the by-laws, at all meetings of members every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chair shall have a second or casting vote.

5.11 Adjournment. Any meeting of members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to members; provided, however, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting. 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.

5.12 Resolution in Lieu of Meeting. A resolution signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. A copy of every such resolution shall be kept with the minutes of the meetings of the members.

5.13 Proxy Voting Prohibited: Members shall not be allowed to appoint a proxy to attend meetings nor vote thereat on their behalf.

SECTION SIX

QUALIFICATION, ELECTION, APPOINTMENT, REMUNERATION AND COMMITTEES OF DIRECTORS

6.01 **Number.** The affairs of the Corporation shall be managed by its Board and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner. The Corporation must have at least three (3) directors. Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles of amendment of the Corporation.

6.02 **Qualification.** With the prior written approval of the Governing Council, every director shall be elected by the members and each director must be, or become, a member. One of the directors shall be designated as a representative of the Governing Council. Every director shall be an individual who is not less than 18 years of age. No person shall be a director who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt. Each director must consent to hold office as a director within ten (10) days after the election or appointment except for a director who is re-elected or re-appointed and there is no break in such director's term of office.

6.03 **Election and Term of Office.** With the prior written approval of the Governing Council, the directors shall be elected by the members at each succeeding annual meeting. The term of office of the directors, unless otherwise changed, shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

6.04 **Vacancies.** A director shall cease to be a director:

- (a) if the director should be disqualified pursuant to Section 6.02;
- (b) if the director resigns 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;
- (c) if the director dies or become bankrupt;
- (d) if the director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (e) with the prior written approval of the Governing Council, the members by ordinary resolution removes the director before the expiration of the director's term of office.

6.05 Filling Vacancies. With the prior written approval of the Governing Council, a vacancy on the Board shall be filled as follows:

- (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 members shall fill the vacancy; and
- (c) a quorum of directors may fill a vacancy among the directors, provided, however, that such person shall only hold office for the unexpired term of the director's predecessor unless the director is subsequently re-elected by the members at an annual meeting.

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

- (a) The Board may appoint from their number a committee of directors to make recommendations to the Board on specific topics. The Board may delegate to the committee any of the powers of the directors except those powers set out in the Act that are not permitted to be delegated only if the director who is the representative of the Governing Council is also a part of that committee; and
- (b) Subject to the limitations set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. Any committee delegated the powers of the Board must have as a member the director who is the representative of the Governing Council. 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.

6.07 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; 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:

- (i) considered reasonable by the Board;
- (ii) approved by the Board for payment by resolution passed before such payment is made; and
- (iii) in compliance with the conflict of interest provisions of the Act.

SECTION SEVEN

MEETINGS OF DIRECTORS

7.01 Meetings by Telephonic or Electronic Means. If all the directors of the Corporation consent, a director may participate in a meeting of the Board or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at the meeting.

7.02 Notice of Meeting. Notice of any meeting of the Board shall be given to each director in the manner provided by Section Eleven of this by-law, not less than 7 days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

7.03 No Notice of Meeting Required. For the first meeting of the Board held immediately following the election of directors at meetings of members 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 elected or appointed director or directors in order legally to constitute the meeting provided that a quorum of the directors is present.

7.04 Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any director.

7.05 Chair. The Chair shall be the Chair of any meeting of the Board. If the Chair is not present, the directors present shall choose one of their number as Chair.

7.06 Majority of Votes. Every question arising at any meeting of directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

7.07 Voting. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.08 Conflict of Interest. Where a director has in any way, directly or indirectly, an interest in a proposed or existing contract or transaction with the Corporation, the director shall declare such interest at a meeting of the Board before the Board considers the matter, and the director shall withdraw from that part of the meeting during which the matter is considered and shall refrain from voting, or influencing or attempting to influence in any way the voting on the matter. If no quorum exists for the purpose of voting a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution. If all directors are required to make disclosure, the contract or transaction may be approved only by the members.

Where the interest of a director has not been declared by reason of such director's absence from the meeting, that director shall declare such interest at the next Board meeting that director attends.

7.09 Quorum. A majority of the directors constituting the Board and who are present at the meeting constitutes a quorum for the transaction of business by the Board.

SECTION EIGHT

OFFICERS

8.01 Election and Appointment of Officers. With the prior written approval of the Governing Council, the members shall appoint the Chair from among the directors. With the prior written approval of the Governing Council, the Board will appoint a President/CEO and immediately after such appointment, the President/CEO will then be elected a director, if not already one. The Board may appoint from among the directors one or more Vice-Chairs and may appoint one or more other persons who are not directors to be Treasurer and/or Secretary at its first meeting following the annual meeting of the Corporation. The offices of Chair, Vice-Chair, President/CEO and Secretary or Secretary-Treasurer shall be held by separate persons. 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 Removal of Officers. Subject to the prior written approval of the Governing Council, all officers in the absence of agreements to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

8.03 Chair. The Chair shall preside at meetings and perform the duties described in Sections 5.06 and 7.05. The Chair shall possess and may exercise such powers and perform such duties as may from time to time be assigned to the Chair by the Board.

8.04 Vice-Chair. If appointed, during the absence or inability of the Chair, his or her duties and powers shall be performed and exercised by the Vice-Chair who is available and able to act, or if there be no such Vice-Chair, by such other director as the board may from time to time appoint for the purpose. If such Vice-Chair or other director exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

8.05 President/CEO. The President/CEO shall be the chief executive officer of the Corporation and have the general powers and duties of supervision and management of the affairs and operations of the Corporation as are incident to such office.

8.06 Secretary or Secretary-Treasurer. If appointed, the Secretary or Secretary-Treasurer or such party or parties that may be designated by the Secretary or Secretary-Treasurer from time to time, shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary or Secretary-Treasurer or such party or parties that may be designated by the Secretary or Secretary-Treasurer from time to time, shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary or Secretary-Treasurer or such party or parties that may be designated by the Secretary or Secretary-Treasurer from time to time, shall give, or cause to be given, as and when instructed, notices to members, directors, the auditors and members of committees, the Secretary or Secretary-Treasurer or such party or parties that may be designated by the Secretary or Secretary-Treasurer from time to time, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. Any one person may be appointed as Secretary-Treasurer.

8.07 Treasurer. If appointed, the Treasurer shall have such powers and duties as the Board may specify.

SECTION NINE

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Indemnity. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and such person's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of such office; and

- (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

9.02 Limitation of Liability. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, 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 the respective office or trust or in relation thereto unless the same shall happen by or through such person's own wilful act or through such person's own wilful neglect or default.

9.03 Insurance. Subject to the limitations in the Act, the Corporation may purchase and maintain insurance for the benefit on an individual referred to in Subsection 46(1) of the Act against any indemnity incurred by the individual:

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION TEN

AUDITORS

10.01 Appointment of Auditor. The members shall at each annual meeting by ordinary resolution appoint an auditor to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board shall immediately fill a vacancy in the position of auditor. If there is not a quorum of directors, the directors then in office shall, within thirty (30) days after the vacancy occurs, call a special meeting of the members to fill the vacancy and, if they fail to call a meeting or if there are no directors, any member may call the meeting.

10.02 Removal. The members may, by ordinary resolution passed by a majority of the votes cast at a special meeting duly called for the purpose, remove any auditor of the Corporation before the expiration of his term of office. A vacancy created by the removal of an auditor may be filled at the meeting at which the auditor is removed and shall, by a majority of the votes cast at

that meeting, appoint another auditor for the remainder of the unexpired term of the auditor's predecessor.

10.03 Remuneration. The remuneration of an auditor appointed by the members may be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the Board.

SECTION ELEVEN

NOTICES

11.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to such person's recorded address, or if mailed to such person at the recorded address by prepaid air or ordinary mail, or if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of electronic, transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the Secretary to be reliable.

11.02 Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

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

11.04 Proof of Service. A certificate of the President/CEO, the Secretary or the Secretary-Treasurer, the Treasurer or any other officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, director, officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

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

SECTION TWELVE

DISSOLUTION

12.01 Dissolution. Upon the dissolution of the Corporation and after the payment of all its debts and liabilities, its remaining property shall be distributed and disposed of to the Governing Council.

SECTION THIRTEEN

ENACTMENT AND AMENDMENT OF BY-LAWS

13.01 Enactment and Amendment of By-Laws. The board of directors may enact and re-enact by-laws or repeal, amend, alter or add to the by-laws or any of them, provided that no such enactment, re-enactment, repeal, amendment, alteration or addition shall be enforced or acted upon until sanctioned and confirmed at an annual or special general meeting of the voting members of the Corporation called for the purpose of considering the same and until approved by the Governing Council or its duly authorized Board, committee or officer; provided also that notice of any enactment or repeal of or amendment, alteration or addition to the by-laws shall first have been given in writing to the directors at least five days before the day of the meeting at which it is proposed to enact the same.

ENACTED by the directors of the Corporation by resolution dated ___December 20th _____, 2022, and confirmed without variation by resolution of the members of the Corporation dated _____, 2023.

Chair of the Board:

President: