



**A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF
ONTarget: Rifle and Pistol Alliance**

BE IT ENACTED as a By-Law of ONTarget: Rifle and Pistol Alliance (hereinafter referred to as the "Corporation") as follows:

1. HEAD OFFICE

The head office of the Corporation shall be at 8105 16th Sideroad, in the Town of King, in the Regional Municipality of York, in the Province of Ontario (the "Head Office") until further notice. The head office address is subject to change, as and when needed, by the Board of Directors and shall notify the membership of such change.

2. SEAL

A seal is not required by the Corporation but if the Corporation so chooses to adopt a seal then an impression whereof will be stamped in the margin hereof, shall be the seal of the Corporation.

3. BOARD OF DIRECTORS

(a) Number of Directors. The business and affairs of the Corporation shall be managed by a board of directors (the "Board of Directors") comprised of between three (3) to twelve (12) Members, as set by the Board of Directors, elected, appointed or assuming office as set out in subsection (4) of this section (the "Directors") and may also serve in special positions and/or as Directors-at-Large as mandated by the Board of Directors may determine.

(b) Election of Officers. The President, the Vice-President, the Secretary, the Treasurer (if separate from the Secretary), the Chief Safety Officer, the Membership Chair, and the Match Chair are the officers of the Corporation (the "Officers" and each an "Officer") and shall be elected at each annual meeting of the Corporation (the "Annual General Meeting") to hold office as an officer of the Corporation for a term of one (1) year in the manner referred to in subsection 3. No person shall hold the office of President for more than three consecutive terms unless the Membership passes a special resolution at the Annual General Meeting mandating that the current President may hold office for another year for continuity purposes until such time as a suitable replacement is found.

(c) Sequence of Elections. The Directors to be elected as referred to in subsection (b) above, shall be elected in *seriatim* in the following order: President, Vice-President, Secretary, Treasurer (if this position is separated from the Secretary), Chief Safety Officer, Membership Chair, and Match Chair.

(d) Nominations. A person nominated but not elected to an office under section 3 may be nominated for election to a succeeding office. For example, a person nominated but not elected as President may be nominated for election as Vice-President but may only hold one elected position.



(e) Ballots. The election of persons referred to in section 3 shall be by closed ballot. The Chair of the Annual General Meeting shall announce the results of each ballot before nominations for subsequent offices.

(f) Directors to be Members. Each Director elected in accordance with section 3 must be a Member in good standing of the Corporation a minimum of six (6) months prior to the Annual General Meeting at the time of taking office and throughout his/her term of office.

(g) Continuity of Offices. Unless a Director resigns in accordance with section 5 of these By-Laws, or is removed from office in accordance with section 4, each Director shall hold office until his successor has been elected, appointed and has assumed office.

4. REMOVAL OF A DIRECTOR

The Members of the Corporation may, by motion passed by votes cast of at least two-thirds ($\frac{2}{3}$) of the total Membership at a Special Meeting of which Notice specifying the intention to pass such Motion has been given, remove any Director who was elected to office in accordance with subsection 3(b) before the expiration of his/her term of office, and may, where the Director was elected under subsection 3(b), elect another Member in good standing to fill that office for the remainder of his/her term. The Members of the Corporation may direct the Board of Directors to call a Special Meeting by presenting the Board of Directors with a petition signed by twenty-five percent (25%) of the total Members as more specifically outlined in subsection 24(3).

5. RESIGNATION AND/OR ELECTION OF A NEW DIRECTOR

A Director may at any time during his/her term of office resign his/her position as a Director and/or Officer of the Corporation by delivering a notice to the Board of Directors of his/her intention to resign. Unless withdrawn, the President or the Vice-President (but only in the case that the resignation is by the President) shall accept such resignation. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the Members of the Corporation, if they see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting to fill the vacancy. If the number of Directors is increased between the terms, a vacancy, or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided in this section.

6. QUORUM AND MEETINGS - BOARD OF DIRECTORS

(a) Quorum. A majority of the Board of Directors shall form a quorum for the transaction of business at any Board of Directors' meeting. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine, including via conference call, skype and electronic transmission such as e-mail.



(b) Notices. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or sent by electronic transmission (fax, text or e-mail) to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than seven days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice need be sent of such regular meeting.

(c) Conduct of Meetings. Except as may be otherwise provided for in these By-Laws, the conduct of all meetings of the Board of Directors shall be carried out in accordance with the principles and guidelines set for in applicable corporate law under which the Corporation is incorporated and in any policies the Corporation has approved.

7. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving Notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive Notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

8. VOTING, BOARD OF DIRECTORS

The business and affairs of the Corporation shall be made by motions (a "Motion") raised at a meeting of the Board of Directors and shall be decided by a majority of the Directors present at such meeting provided a quorum be present. The vote shall be made by show of hands unless any Director of the Board of Directors requests that the vote be carried out by closed ballot. In the case of a tie vote, the Chairperson shall not have a second or deciding vote. A declaration by the Chairperson that a Motion has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such motion. A Director may choose to either abstain from a vote and must declare any conflicts of interest prior to any vote.

9. POWERS

The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise is authorized to exercise or do. Provided, however, that the Directors shall not enter into any contract, agreement or



other arrangement for the purchase or acquisition or the sale or disposal of property, real or personal, having a value in excess of \$10,000.00 unless the contract, agreement or other arrangement has been approved by the Members of the Corporation by Motion passed by at least two-thirds of the votes cast at a Special Meeting of which Notice specifying the intention to pass such Motion has been given.

The Board of Directors shall generally provide oversight to the entity tasked with the care and maintenance of the PanAm legacy range, including the adoption and adherence in general of the policies of the Corporation and the adoption and regular revision of a set of Safety Rules for the appropriate conduct of all Members on the Corporation premises in accordance with accepted standards for shooting ranges and in compliance with the relevant Federal and Provincial laws and Local By-Laws.

The Board of Directors shall also ensure compliance and adherence to the policies and general governance of the Ontario Council of Shooters for the duration that the Corporation is a Member Organization of same and they are the recognized Provincial Sport Organization for target shooting sports in the Province of Ontario.

10. REMUNERATION OF DIRECTORS

The Directors shall, save as hereinafter provided, receive no remuneration for acting as Directors, provided, however, that the Board may authorize the payment to the Secretary and/or to the Treasurer of an amount to be approved by the Board of Directors by a majority vote.

11. DUTIES OF PRESIDENT AND VICE-PRESIDENT

(a) Duties of the President. The President shall preside at Annual General Meetings and all Special Meetings and all meetings of the Board of Directors (the "Chairperson"), however, the President may delegate the responsibility of organizing and presiding at any meeting where: (i) the President wishes to more actively participate in the debate of any Motion, or (ii) where the President wishes any Director to gain experience organizing and presiding at meetings. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws. The President shall only hold one office. The President shall be the designate elect to represent the Corporation on the board of directors of the Ontario Council of Shooters (the "OCS") as long as the OCS is the acting PSO. Should the President not be available to attend a meeting of the OCS, he/she shall designate another Director or Officer of the Corporation to attend in his/her stead.



(b) Duties of the Vice-President. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President is not able to preside, such other Director as the Board of Directors may from time-to-time appoint for the purpose. Where the Vice-President, or such other person as the Board of Directors may appoint, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President shall be the designate elect to represent the Corporation on the board of directors of the Ontario Council of Shooters (the "OCS") as long as the OCS is the acting PSO. Should the President not be available to attend a meeting of the OCS, he/she shall designate another Director or Officer of the Corporation to attend in his/her stead.

12. DUTIES OF SECRETARY

(a) Minutes. The Secretary shall be *ex officio* clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose (the "Minutes").

(b) Notices. The Secretary shall give all Notices required to be given to each Member and to each Director (the "Notices").

(c) Other Books and Records of the Corporation. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a Motion of the Board of Directors to do so and to such person or persons as may be named in the Motion, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

(d) Acting as Treasurer. The Secretary may be called upon to act as the Treasurer of the Corporation in a *de facto* role in the case that the Corporation fails to elect a Member to take this role within the Corporation. In this case, the title may or not be used as Secretary-Treasurer but will be implied.

13. DUTIES OF TREASURER

(a) The Treasurer, or such other Officer as the Board of Directors may appoint to perform the usual duties of the Treasurer which will generally be the *de facto* responsibility of the Secretary, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his/her transactions as Treasurer and of the financial position of the Corporation. He or she shall also perform such other duties as may from



time to time be determined by the Board of Directors. The position of Treasurer does not necessarily need to be fulfilled annually.

14. DUTIES OF THE CHIEF SAFETY OFFICER

(a) Safety. The Chief Safety Officer (the "CSO") shall be responsible for the training and supervision of range officers and the safe instruction of Probationary Members. The Chief Safety Officer shall also be responsible for maintaining proper discipline of Probationary Members on the firing range. The CSO is also responsible for implementing, organizing and supervising safety courses. The CSO may appoint qualified person(s) to supervise a safety course.

(b) Suspensions. Where the CSO observes or has reported to him any action or failure to act that in his opinion may imperil the safety or well-being of person on the premises or that may breach of any federal or provincial law in force or any by-law of the Corporation, the CSO may immediately suspend without notice the membership of the person who so acted or failed to act and may eject such person from the premises and shall forthwith give a report to the Board of Directors of the incident and any action taken by him or her and the Board of Directors shall confirm or revoke the suspension of the Member in writing.

15. DUTIES OF OTHER OFFICERS

The duties of all other Officers of the Corporation shall be such as the terms of the engagement call for or as the Board of Directors requires of them and/or assigns, otherwise they will serve as Directors-at-Large.

16. COMMITTEES

The Board of Directors may establish such formal committees as may be deemed appropriate or necessary and shall be governed by separate policies as required. Such formal committees may include but shall not be limited to the following:

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| Safety Committee | chaired by the CSO, the Safety Committee is responsible for safety on the range and Corporation facilities. |
| Match Committee | chaired by the Match Director organize and supervise competitions held on the Corporation premises, and to procure and award trophies and other prizes as or if needed. |
| Membership Committee | chaired by the Membership Chair responsible for the process that attracts and develops new members. |
| Communications Committee | to manage communications between the Corporation and the community. |



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| Maintenance Committee | organize and direct any and all development, repair, and other maintenance of the lands and properties of the Corporation. |
| Audit Committee | to provide internal oversight of the Corporation's financial activities, to ensure good practices are being followed and that the membership is provided with a complete and transparent picture of all financial transactions. |

The Board of Directors may also mandate *ad hoc* committees as and when necessary. Any Member, including Junior Members and Life Members, in good standing may be appointed to a committee. The Board of Directors, however, are under no obligation to form any committees be it formal or *ad hoc*.

17. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as required, if the Corporation has adopted such seal. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board of Directors. The By-laws of the Corporation however may be executed by the President alone or by the execution by both the Vice-President and Secretary on behalf of the Corporation on direction of the Board of Directors.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may, at any time, by motion, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may/or shall be executed.

18. BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

19. MEMBERSHIP

The Secretary and/or the Membership Chair and/or the Membership Committee shall be responsible for the recruitment, screening and acceptance of new Members and shall be responsible for change of status of any Member as outlined in this section. The Secretary and/or the Membership Chair and/or the Membership Committee shall carry out their duties in accordance with the principles and tenets of the *Canadian Human Rights Code* if such Act and Regulations and/or other any other legislation is binding on the Corporation.



The Membership classifications shall be (collectively referred to as "Members"):

(a) Members - any adult membership paid annually in full that entitles such member to one vote at the Annual General Members meeting as long as they are in good standing and have been a member six (6) months prior to such meeting;

(b) Junior Members - any junior membership paid annually in full that does not entitle such member to a vote at the Annual General Members meeting. They must convert their membership to an adult membership according to the age parameters set out on the membership form and at that time they shall then receive a vote as long as they are in good standing and have been a member six (6) months prior to such meeting;

(c) Life Members - shall be those who have been granted membership for life by the Board of Directors and shall be considered members in good standing with one vote at the Annual General Meeting.

20. MEMBERSHIP FEES

(a) The Board of Directors shall prepare a schedule of fees to be included on the membership form for each classification of member for the subsequent calendar year to be presented to the Membership at the Annual General Meeting (the "Fee Schedule"). The members shall approve the Fee Schedule if there are any changes from the fees from the previous year only.

(b) The Secretary and/or the Membership Chair and/or the Membership Committee shall prepare and distribute an invoice for fees as set out in the Fee Schedule to each member at or forthwith following the Annual General Meeting and/or when the Secretary and/or the Membership Chair and/or the Membership Committee deems appropriate on an annual basis for each Member (the "Membership Fees"). Each Member shall pay his or her Membership Fees as set out in the invoice. Membership Fees are due annually based on a fixed-date calendar basis or on date of initial registration of each member as may be set by the Board of Directors from time to time.

(c) Members who do not pay their Membership Fees before the start of the membership year are liable to suspension until such time as their Membership Fees are paid. Members under suspension shall not be granted access to the events of the Corporation.

(d) Members who do not pay the Membership Fees within 60 days after the start of the applicable calculated membership year shall be deemed to have cancelled their Membership in the Corporation. A Member who wishes to reinstate his or her membership after said 60 days after the start of the membership year that they are in default of, may do so by making payment In full but shall not be credited forward from the date of payment which would adjust the date of their membership year start or end.



(e) The preferred method of payment is by EFT (electronic funds transfer), however the Corporation will accept payments via cheque, made payable to "ONTARGET: Rifle and Pistol Alliance" or arrangements can be made through the Secretary and/or Treasurer and/or Membership Chair to make a cash payment.

21. VOTING OF MEMBERS

(a) Each Member and Life Member shall be entitled to one vote on Motions at Annual General Meetings and all Special Meetings, and shall, while they remain a Member in good standing. They shall equally participate in any distribution of property of the Corporation, should there be any at such time, upon dissolution of the Corporation, but such interest terminates where they cease to be a Member or Life Member and no compensation or payment of any kind is payable by the Corporation or its Members in respect of any such termination.

(b) The Junior Members shall not be entitled to vote at, but shall be entitled to notice of, meetings of Members of the Corporation. They shall not participate in any distribution of property of the Corporation upon dissolution of the Corporation.

(c) All Members, including Junior Members and Life Members, shall be required to become members of the Shooting Federation of Canada and to pay membership fees to that association, as required and applicable.

22. TERMINATION OF MEMBERSHIP

The Board of Directors may at any time expel any Member from the Corporation or may cancel the Membership of any Member, for any of the following reasons:

- (a) any conviction of an offence under Part III of the *Criminal Code* or the Firearms Act (Canada);
- (b) the improper use of firearms;
- (c) the repeated violation of established club safety rules; or
- (d) conduct prejudicial to any Member or the Corporation.

23. EQUALITY OF TREATMENT

No person shall be refused membership or, being a Member shall be expelled or have membership cancelled by reasons of the person's age, race, colour, creed, nationality, political beliefs or gender.



24. ANNUAL AND SPECIAL MEETINGS OF MEMBERS

(a) Membership Meetings. The annual or any special general meeting of the Members shall be held at the head office of the Corporation or such other place in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint and publish in the Notice.

(b) Annual General Meetings. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members.

(c) Special Meetings. The Board of Directors or the President or Vice-President shall have the power to call a special meeting of the members of the Corporation (a "Special Meeting"). No public notice nor advertisement of any Annual General Meeting or Special Meeting shall be required, but Notice of the time and place of every such meeting shall be given to each Member by sending the Notice by prepaid post, facsimile message, e-mail, or other electronic transmission fourteen days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat.

At such meeting any business may be transacted which the Corporation at an Annual General Meeting or Special Meeting may transact. Notwithstanding anything to the contrary in the *Corporations Act* (Ontario), Members may require that the Board of Directors call a Special Meeting upon presentation to the Board of Directors of a petition of not less than twenty-five percent (25%) of the total voting Members and specifying the purpose of such meeting.

25. ERROR OR OMISSION IN NOTICE

No error or omission in giving Notice of any Annual General Meeting or Special Meeting or any adjourned meeting, whether Annual General Meeting or Special Meeting, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive Notice of any such meeting, and may ratify, approve and confirm any or all - proceedings taken or had at same. For the purpose of sending Notice to any Member, Director for any meeting or otherwise, the address of any member, director shall be his last address recorded on the books of the Corporation and may include facsimile number or e-mail address.

26. ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.



27. QUORUM OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation and as may be hereinafter provided, each Member of the Corporation shall at all Annual General Meetings or Special Meetings be entitled to one vote. No Member shall be entitled to vote at meetings of the Corporation unless he has paid all assessments then payable by him. At all Annual General Meetings or Special Meetings, save as hereinafter provided, every question shall be decided by a majority of the votes of the Members present unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chairperson that a Motion has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Motion. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether, upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

A Member of the Corporation, having received Notice of the holding of a meeting, who is unable to attend may exercise his right to vote by naming a proxy. The signed, written proxy shall be delivered to the Secretary before the commencement of the meeting. The existence of the proxy shall be recorded in the minutes of the meeting and votes counted accordingly. A Member may carry one proxy in addition to his/her own vote and non-voting members, although in attendance, may not carry a proxy for a voting member.

28. FINANCIAL YEAR

Unless otherwise ordered by the Board Of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each calendar year.

29. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by motion of the board of directors and anyone of such officers or agents may alone 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 the Secretary and/or Treasurer or any Director or Officer authorized by the Board of Directors. Anyone of such Officers or Directors or any agents thereof 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 the bank's forms or settlement of balances and release or verification slips.

30. DEPOSIT OF SECURITIES FOR SAFEKEEPING

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by motion of the board of directors and anyone of such officers or agents may alone 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 the purpose. Anyone of such Officers or agents 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 the bank's forms or settlement of balances and release or verification slips.

31. NOTICE

Whenever under the provisions of the by-laws of the Corporation, Notice is required to be given, such Notice may be given either personally or sent by facsimile message or e-mail or other electronic transmission or by depositing same in a post office or a public letter box, in a post-paid, sealed wrapper addressed to the Director, Officer or Member at his or their address as the same appears on the books of the Corporation. A Notice or other document so sent by post shall, be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if sent by facsimile message, other electronic transmission or e-mail shall be held to be sent when the same was recorded as having been sent by the transmission date stamp of the method so sent. For the purpose of sending any notice the address of any Member, Director or Officer shall be the last address as recorded on the books of the Corporation and may include facsimile number and e-mail address.

32. BORROWING

The Board of Directors may from time-to-time resolve to:

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



From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

33. INTERPRETATION

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

34. AMENDMENT

No amendment to this by-law comes into force unless it has been approved by motion of the members passed by at least two-thirds of the total votes cast at a general meeting of members of which notice specifying the intention to pass such motion has been given.

35. REPEAL

There are no previous By-laws of the Corporation repealed and replaced by this By-Law.

APPROVED by the Board of Directors this 29th day of March, 2017.

By the President alone:

Name:

- OR -

By the Vice-President and Secretary:

Name:

Name:

TO BE RATIFIED by the Members as of the First Annual General Meeting held on May 6, 2017.

Tot#: 3521054.2