



PROVISIONS FOR THE NPCA ARTICLES

1. Current name of the corporation

ART DEALERS ASSOCIATION OF CANADA

ASSOCIATION DES MARCHANDS D'ART DU CANADA

2. The province or territory in Canada where the registered office is situated

ONTARIO

3. Minimum and maximum number of directors:

Minimum number 7

Maximum number 12

4. Statement of the purpose of the corporation

The purpose(s) of the corporation is/are:

- a. to safeguard and promote the interests of art dealers and artists throughout Canada
- b. to promote the interests and preserve the rights of those engaged in art dealing or in the creation, sale or distribution of works of art
- c. to protect its members against unbusinesslike methods in the art trade
- d. to diffuse current information amongst its members
- e. to set up and maintain ethical standards and basic guidelines for its members
- f. to promote the best interest of artists in Canada in relation to government, public authorities, museums, galleries and such other areas as may be appropriate
- g. to assist and advise government and public authorities at all levels in policy-making as it relates to the visual arts and assist in the selection of art works for public purposes
- h. to foster a greater public interest and awareness of the visual arts through education
- i. To do all such other things as are incidental or conducive to the attainment of the above objects

5. Restrictions on the activities that the corporation may carry on, if any

None, other than those described herein.

6. The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish Class A members and Class B members as follows:

- a. The Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.



- b. Except as otherwise provided by the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 the Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

9. Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

10. Additional provisions, if any

- a. The membership of the Corporation is limited to art galleries or private art dealers, which are admitted to one of the classes of members as defined in the by-laws, by Board resolution.
- b. The members of the Corporation are not entitled to vote separately as a class upon a proposal to amend the articles to:
 - i. effect an exchange, reclassification or cancellation of all or part of the memberships of the class; or
 - ii. create a new class of members having rights equal or superior to those of the class.
- c. The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.

11. Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.



ADAC BY-LAWS

(Revised April 22, 2014; revision No. 11)

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

Art Dealers Association of Canada

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1

GENERAL

1.1 Definition

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"Corporation" means the Art Dealers Association of Canada.

"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.



1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed, either manually or by facsimile or by electronic means, (i) by any one of the following: the President and the Vice President of the board along with any one of the following: the corporate secretary and the treasurer 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"). 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.

1.4 Financial Year

Unless otherwise authorized by the Board of Directors, the financial year-end of the Corporation shall conclude on the thirty-first (31) day of May in each year.

1.5 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.6 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.7 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the



Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2

MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

2.1.1 Class A Members

- a. Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Class A voting member in good standing is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class A members are referred to as “General Members”. All General Members must fulfill the following the requirements:

- i. upon request the applicant will have available evidence of financial stability and intent together with written references of three (3) existing members;
- ii. the applicant will have an ethical operation as generally accepted in the business community and in accordance with the Corporation’s Code of Ethics;
- iii. the applicant will evince a primary concern for the promotion of art and artists of merit in Canada and internationally; and

General Members will include the following categories, as determined at the sole discretion of the Board:

- a. **Gallery Members**
To be admitted as a Gallery Member of the Corporation, the following requirements in addition to those requirements noted above for all Class A members, shall in the sole opinion and discretion of the Board, be met by an applicant:
 - i. the applicant will have conducted a bona fide exhibition gallery operation for a continuous period of five (5) years or more;
 - ii. the applicant will operate a permanent exhibition gallery open to the public during regular business hours or by appointment.

At the sole discretion of the Board of Directors, and with the approval by seventy-five percent (75%) of the Board of Directors, an art gallery that has been in operation for less than five (5) years, and meets the other criteria above, may be invited or apply to make application to be admitted as a Gallery Member.



Membership of a Gallery Member under new ownership will be probationary and at the sole discretion of the Board of Directors.

b. Private Dealer Members

A private dealer who previously had a gallery that upheld ethical and professional business practices that is no longer in operation, or who has never had a permanent exhibition gallery, but may have curated worthwhile exhibitions, or issued informative catalogues or other publications may be considered for membership if the dealer meets the following criteria, in addition to those requirements noted above for all Class A members, as determined in the sole discretion of the Board:

- i. has had a business in existence for at least six (6) years;
- ii. is perceived by museum personnel, scholars, collectors and colleagues as contributing to the cultural life of the community through the network of commitments and relations with museums, scholarly institutions and collectors and in general by the importance and quality of the works handled as an habitual practice by the dealer;
- iii. having in the private home of the dealer some clear indication that works of art are being offered for sale in a business-like manner;
- iv. owning a substantial nucleus in number and in value of a stock of works of art being offered for sale rather than having all or substantial part of such stock represented by works of art consigned to it by other dealers or collectors, and
- v. having made available to representatives of the Corporation, for submission to the Corporation's Board of Directors, sufficient information to prove that it meets the foregoing requirements of eligibility for membership as contemplated herein.

c. Affiliate Members

A General Member whose business is no longer in operation may remain in the Corporation and may be designated as an Affiliate Member by resolution of the Board. An Affiliate Member shall be required to pay the annual membership fee to remain in good standing with the Corporation. An Affiliate Member shall be entitled to attend meetings and shall be entitled to vote.

2.1.2 Class B Members

- a. Class B non-voting membership shall be available only to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to vote at a meeting of the Corporation. They may attend meetings of the Corporation on invitation.

Class B members are referred to as "Associate Members". Associate Members will include the following as determined at the sole discretion of the Board:

a. Junior Gallery Member

To be admitted as a Junior Gallery Member of the Corporation, the following requirements shall in the sole opinion and discretion of the Board, be met by an applicant:



- i. the applicant will have conducted a bona fide exhibition gallery operation for a continuous period of at least eighteen months and less than five (5) years;
- ii. upon request the applicant will have available evidence of financial stability and intent together with written references of three (3) existing Class A members;
- iii. the applicant will have an ethical operation as generally accepted in the business community and in accordance with the Corporation's Code of Ethics;
- iv. the applicant will evince a primary concern for the promotion of art and artists of merit in Canada and internationally; and
- v. the applicant will operate a permanent exhibition gallery open to the public during regular business hours or by appointment.

Once a Junior Gallery member has had a bona fide exhibition gallery operation for a continuous period of five (5) years, they may apply to be a Class A Gallery Member of the Corporation.

b. Branch Gallery Member

To be admitted as a Branch Gallery Member, an applicant shall be associated with, and sponsored by the parent Gallery Member, and shall be approved as a Branch Gallery Member by resolution of the Board.

At the first meeting of the new year, the Board of Directors shall review the membership of the Corporation to determine whether members still meet the criteria for membership, have experienced change of ownership or artistic direction.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.



2.4 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. 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.

2.5 Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the meeting at which the proxy is to be used or it is deposited with the corporate secretary, a scrutineer or the chair of the meeting or any adjournment of the meeting prior to the time of voting.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3

MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

3.1.1 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within ninety (90) days of the membership renewal date the members in default shall automatically cease to be members of the Corporation, unless otherwise determined by the Board.

3.1.2 General Members will pay an initiation fee in the first year of membership as determined by resolution of the Board.

3.2 Termination of Membership

3.2.1 Any member wishing to resign from membership may do so by giving notice in writing to the board of directors and on receipt of such notice by the board of directors, shall cease to be a member of the Corporation or to have any interest in or claim upon the funds of the Corporation.

3.2.2 Any member who ceases to trade or executes a deed of assignment or is bankrupt or being a company goes into liquidation otherwise than for the purpose of reconstruction or amalgamation shall be deemed to have ceased ipso facto to be a member of the Corporation or have any interest in or claim upon the funds thereof.

3.2.3 Where in the case of any member there shall be a change in the business by reason of:



- a. a change of name of the business; or
- b. change in the Partners; or
- c. a change in the Directors; or
- d. a change in the nature of the goods dealt in by the business and/or a change in the nature of the business,

that member shall within three months of the change notify the Board of Directors in writing the details of the change. Membership may be continued at the discretion of the board of directors. If the Board considers the change substantial, the member shall thereupon be deemed to have resigned. If the member shall wish to be re-elected to membership then it shall apply for membership in accordance with the membership requirements as outlined in Section 2 of the bylaws.

3.3 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.4 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. A resolution must be passed by 75% (seventy-five percent) of the board present at the meeting that the member be removed from office. The board's decision shall be final and binding on the member, without any further right of appeal.



SECTION 4

MEETINGS OF MEMBERS

4.1 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.2 Persons Entitled to be Present at Members' Meetings

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

4.3 Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.4 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) percent of the members entitled to vote at the meeting are present in person or represented by proxy. 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.

4.5 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.6 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in



accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.7 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication 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 5 DIRECTORS

5.1 Number of Directors

If the articles specify a minimum and a maximum number of directors, the number of directors is, at any time, the number within the minimum and maximum determined from time to time by ordinary resolution or, if an ordinary resolution empowers the directors to determine the number, by the directors. No decrease in the number of directors will shorten the term of an incumbent director. Where the number of directors has not been determined as provided in this section, the number of directors is the number of directors holding office immediately filling the most recent election or appointment of directors, whether at an annual or special meeting of the members, or by the directors pursuant to the Act.

5.2 Member Class of Directors

Only Class A members in good standing can be elected as Directors.

5.3 Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

5.4 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

5.5 Notice of Meeting of Board of Directors

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than seven (7) days 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.

5.6 Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.7 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.8 Vacancy in the office of a Director

The office of Director shall be automatically vacated if a Director;

- a. dies;
- b. gives thirty (30) days written notice of the resignation to the Secretary of the Corporation;
- c. is found to be of unsound mind and has been so found by a court in Canada or elsewhere;
- d. becomes bankrupt;
- e. is physically absent and non-participatory in three (3) successive meetings; or
- f. at a special meeting of members, a resolution is passed by 75% (seventy-five percent) of the members present at the meeting that the Director be removed from office;

If any vacancy occurs for any of the above noted reasons, the Directors may by resolution fill the vacancy with a person who is a General member in good standing on the books of the Corporation, until the successor is duly elected or appointed in the removed Director's stead.

5.9 Advisors to the Board

The immediate past President shall serve in an advisory capacity of the Corporation. S/he may attend and participate at all meetings of the Corporation but shall not be entitled to vote. The provisions of this section shall not apply in the event that the immediate past President has been elected as a member of the Board, in which event, the past President shall have full rights and privileges as a Director and shall be entitled to vote.

5.10 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, 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.



5.10.1 Membership Committee

Membership Committee, consisting of two (2) Directors of the Board and up to three (3) advisory members of the Corporation will be responsible for:

- a. determining and setting the criteria for membership;
- b. reviewing all applications for membership to the Corporation;
- c. applying due diligence in selecting new members based on the admissions criteria outlined by the Board, considering the report and the supporting documents submitted by an applicant;
- d. presenting and recommending to the Board for admission as members, those candidates who, in the opinion of the Membership Committee, meet the criteria for membership; and
- e. reporting back to the Board of the Corporation on ongoing activities and admissions processes.

5.10.2 Ethics Committee

An Ethics Committee, consisting of three (3) members, including one (1) Director of the Board, can be struck at any time at the discretion of the board of directors if it is felt that a member of the Corporation has contravened the principles of the Corporation.

SECTION 6

OFFICERS

6.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer is required to be a director. Two or more offices may be held by the same person.

6.2 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – The president of the board, if one is to be appointed, shall be a director. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. When present, the president will preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
- b. Vice-President – The vice-president of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.



c. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

d. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a member in good standing to fill such vacancy.

SECTION 7

NOTICES

7.1 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.



A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of 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, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.2 Invalidity of any Provisions of this By-law

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.

7.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 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 tortuous 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.

8.2 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.

8.3 Insurance.

The Corporation must 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.

SECTION 9 EFFECTIVE DATE

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.