By-Law No. 1

CHLNet

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BY-LAW NO. 1

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

CHLNet

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

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

(a) "**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;

(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;

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

(e) "**Corporation**" means CHLNet;

(f) "**Director**" means an individual elected or appointed to the Board;

(g) "**Meeting of Members**" includes an annual meeting of members or a special meeting of members;

(h) "**Member**" means a member of the Corporation;

(i) "**Members**" or "**Membership**" means the collective membership of the Corporation;

(j) "**Officer**" means an individual appointed as an officer of the Corporation according to the provisions of Article 7;

(k) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;

(l) "**Person**" means an individual, a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

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

(n) "**Signing Officer**" means, in relation to any contracts, documents or instruments in writing, any person authorized to sign the same on behalf of the Corporation pursuant to section 2.2 or any resolution passed pursuant thereto;

(o) "**Special Meeting of Members**" means a meeting of the Members at which special business is to be transacted as outlined in subsection 162(9) of the Act; and

(p) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

(a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;

(b) Words importing the singular number only shall include the plural and *vice versa*;

(c) Words referring to one gender include all genders;

(d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

(e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Articles, the Articles shall govern.

ARTICLE 2 – GENERAL

2.1 Corporate Seal

The Corporation may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

2.2 Financial Year End

The financial year end of the Corporation shall be December 31st in each year, unless otherwise determined by the Board.

2.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

2.4 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

2.5 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between twenty-one (21) and sixty (60) days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

2.6 Operating Policies

Subject to the Act, the Board may by Ordinary Resolution, adopt, amend or repeal such operating policies that are not inconsistent with the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent Ordinary Resolution of the Board.

ARTICLE 3 – MEMBERS

3.1 Classes of Membership

Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available to public, private, not-for-profit health and/or social, health-related or leadership-related organizations which are interested in furthering the Corporation's purposes and who have applied for and been admitted into Membership in the Corporation by Ordinary Resolution of the Members or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation.

3.2 Members of Unincorporated Association

Notwithstanding Section 3.1 above, as of the effective date of incorporation of the Corporation, all organizations who were members or partners of the unincorporated association become members of the Corporation. The term of membership of each such member shall be from the date of incorporation of the Corporation until the last day of the financial year end of the Corporation following incorporation of the Corporation, after which time each such Member must renew the Member's membership in the Corporation according to the provisions of the By-laws and any operating policies of the Corporation.

3.3 Term of Membership

Subject to Section 3.2, the term of membership for each Member is annual, subject to renewal in accordance with the operating policies of the Corporation.

3.4 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, as established by the Board in accordance with the operating policies of the Corporation. If any member does not pay his/her membership dues within six calendar months of the membership renewal date, any such member in default shall automatically cease to be a member of the Corporation.

3.5 Membership Transferability

A Membership may only be transferred to the Corporation.

3.6 Termination of Membership

A Membership in the Corporation is terminated when:

(a) the Member is liquidated or dissolved;

(b) the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date specified in the resignation;

(c) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws;

(d) the Member's term of Membership expires; or

(e) the Corporation is liquidated or dissolved under the Act.

3.7 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. Where an individual is no longer a Member, then such individual shall be deemed to have also automatically resigned as a Director, and Officer, and/or a committee member, as applicable.

3.8 Discipline of Members

(a) The Board shall have authority to suspend or expel any Member from the Corporation on any one or more of the following grounds:

(i) violating any provision of the Articles, By-laws, or written policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

(iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

(b) In the event that the Board determines that a Member should be suspended or expelled from Membership in the Corporation, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide 20 days' written 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 Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the Chair of the Board 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 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 4 – MEMBERS' MEETINGS

4.1 Notice of Members Meeting

(a) Means of Notice. In accordance with and subject to the Act, notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

(b) Alternate Means of Notice. Where the Corporation provides notice electronically, and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.1(a)(i).

(c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

(d) Change in Manner of Giving Notice. Pursuant to the Act, a Special Resolution 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.

4.2 Place of Members' Meeting

Meetings of 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.

4.3 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than (a) 18 months after the Corporation comes into existence, and (b) subsequently, not later than 15 months after holding the preceding annual meeting but no later than six months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.4 Special Meetings

The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members.

4.5 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a Special Meeting of Members in accordance with the Act, on written requisition of Members carrying not less than five (5%) of the voting rights that may be cast at a Meeting of Members sought to be held. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.6 Special Business

All business transacted at a Meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.7 Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.8 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.9 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the Chair of the Board. In the event that the Chair of the Board is absent, the Vice-Chair of the Board, if any, shall be the chair of Meetings of the Members. In the event that both 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.

4.10 Quorum at Members' Meetings

(a) Subject to the Act, a quorum at any Meeting of Members shall be at least four Members entitled to vote at the meeting. 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. For the purpose of determining quorum, a Member may be present in person, by proxy, or, by telephonic and/or by other electronic means.

(b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

(c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

4.11 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 and the Regulations. 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 and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 Members' Meeting Held Entirely by Electronic Means

Notwithstanding section 4.11, if the Directors or Members of the Corporation call a Meeting of Members, 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.

4.13 Absentee Voting at Members' Meetings

(a) Mailed In or Electronic Ballot. A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(i) enables the votes to be gathered in a manner that permits their subsequent verification, and

(ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

(b) Voting by Proxy. Every 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 subject to the following requirements:

(i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(ii) a Member may revoke a proxy by depositing an instrument signed by the Member in accordance with the Regulations;

(iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

(iv) a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Regulations; and

(v) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs.

4.14 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. 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 shall not have a casting vote.

ARTICLE 5 – DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. At least two (2) Directors shall not be Officers or employees of the Corporation or its affiliates.

5.2 First Board of Directors

The secretariat of the unincorporated association that formed this Corporation, the names of whom are set out in the initial notice of directors that accompanied the articles of incorporation of the Corporation, shall be the first directors of the Corporation. Such directors shall hold office from the date of incorporation of the Corporation until the first Meeting of Members. At the first Meeting of Members, the Members entitled to vote at such meeting shall confirm and ratify the election of each such Director and shall confirm and ratify the term of office to be held by each such Director based upon each such Director's term of office of the unincorporated association that formed the Corporation.

5.3 Election and Term of Directors

Subject to Section 5.3, the Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required. At the first election of Directors following the approval of this By-law, one-third (1/3) Directors shall be elected for a three-year term, one-third (1/3) Directors shall be elected for a two-year term and one-third (1/3) Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year terms. No Director may be elected for more than two consecutive terms, unless a minimum of 12 months has elapsed since the expiry of that individual's last term. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.4 Ceasing to Hold Office

A Director ceases to hold office when

(a) the Director dies or resigns;

(b) the Director is removed from office by the Members in accordance with section 5.6.

Where an individual is no longer a Director, then such person shall be deemed to have also automatically resigned as, an Officer of the Corporation.

5.5 Effective Date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.6 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.7 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number or minimum number of Directors provided for in the articles. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the articles, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.8 Committees of the Board

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.

ARTICLE 6 – MEETINGS OF DIRECTORS

6.1 Calling of Meetings of Board

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

6.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.1 of this By-law to every Director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.3 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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have

been present at the meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.5 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to section 5.3 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.6 Votes to Govern at Meetings of the Board

Each Director has one vote. 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 shall not have a casting vote.

6.7 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

ARTICLE 7 – OFFICERS

7.1 Composition

The Officers of the Corporation shall be a Chair of the Board, a Vice-Chair of the Board, a Past-Chair of the Board, a Chief Executive Officer and may also include a Secretary and a Treasurer.

7.2 Appointment of Officers

The officers in place with the unincorporated association that formed this Corporation shall become the officers of the Corporation upon incorporation, holding the same offices held in the unincorporated association. Should any office position need to be filled upon incorporation of the Corporation, the Directors shall appoint such officer at the first meeting of the initial directors following incorporation. Thereafter, the Board shall appoint a Vice-Chair and, if desired, a Secretary and Treasurer, at the first meeting of the Board following each annual Meeting of Members at which an appointment of such officers is required.

7.3 Term of Officers

The term of each Officer, other than the Chief Executive Officer, shall be two years or until they or their successors are elected or appointed. The term of each Officer is limited to two consecutive terms of two years each.

7.4 Description of Offices

(a) 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:

(i) Chair of the Board – The chair of the board, if one is to be appointed, shall be a Director. The chair of the board, if any, shall, when present, preside at all meetings of the Board and of the Members. The chair of the board shall have such other duties and powers as the Board may specify. The Chair of the Board shall

automatically become the Past-Chair of the Board upon the conclusion of the term of the Chair of the Board.

(ii) Vice-Chair of the Board – The vice-chair 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 and of the Members. The vice-chair shall have such other duties and powers as the Board may specify. The vice-chair of the Board shall automatically become the Chair of the Board at the end of the term of the Chair of the Board.

(iii) Past Chair of the Board – The Past Chair of the Board shall be a Director. The Past Chair of the Board shall advise the Board from time to time on such matters as shall be directed by the Board and shall perform such other duties as may be determined by the Board or the Chair of the Board from time to time.

(iv) Chief Executive Officer – The Chief Executive Officer shall not be a Director. The Chief Executive Officer shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

(v) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. 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.

(vi) Treasurer – If appointed, the Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

(b) 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 Chair of the Board 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.

7.5 Vacancy in Office

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

(i) the Officer's successor being appointed,

(ii) the Officer's resignation,

(iii) such Officer ceasing to be a Director (if a necessary qualification of appointment) or

(iv) such Officer's death.

(b) If the office of any Officer shall be or become vacant, the Directors may appoint an individual to fill such vacancy.

ARTICLE 8 – INDEMNIFICATION AND INSURANCE

8.1 Limitation of Liability.

No director or officer 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 or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement 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 thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.2 Indemnity of Directors and Officers.

Except as provided in section 124 of the Act, every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

8.3 Insurance.

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 124(1) of the Act against any liability 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.

ARTICLE 9 – DISPUTE RESOLUTION

9.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided for in section 9.2 below.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the Arbitration Rules of ADR Institute of Canada, Inc. Institut d'arbitrage et de médiation du Canada Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 10 – GENERAL MATTERS

10.1 Method of Giving Any Notice

(a) Method of Delivery. Subject to sections 4.1 and 6.2 above, any notice 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:

(i) 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 filed by the Corporation in accordance with the Act and received by Corporations Canada;

(ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

(iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(iv) if provided in the form of an electronic document in accordance the Act.

(b) Time of Delivery. 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.

10.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

10.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

10.5 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.

10.6 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.

ARTICLE 11 – AMENDMENTS

11.1 Amendment to Articles

The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

11.2 By-laws and Effective Date

Subject to the Articles, the Board may, by Ordinary 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 Ordinary 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.

ENACTED by the Board as of the _____ day of _____20____.

_____ _____

Chair of the Board Secretary

CONFIRMED by the Members as of the _____ day of _____, 20___.

_____

Secretary