

GENERAL OPERATING BY-LAW NO. 1

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

Dryden Tourism Development Corporation

(hereinafter referred to as the "**Corporation**")

1 General

1.1 Definitions

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

1. "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "**Articles**" means the articles and any supplementary articles of the Corporation;
3. "**Board**" means the board of directors of the Corporation;
4. "**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
5. "**Chair**" means the chair of the Board;
6. "**City**" means the Corporation of the City of Dryden;
7. "**Corporation**" means the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;
8. "**Council**" means the council of the Corporation of the City of Dryden;
9. "**Director**" or "**Directors**" means any one or more persons, respectively, who from time to time have been duly elected by the Sole Voting Member to serve on the Board;
10. "**Mayor**" means the mayor of the City;
11. "**Member**" or "**Members**" means any one or more persons, respectively, who have been admitted to membership of the Corporation in accordance with the By-laws;
12. "**Officer**" or "**Officers**" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws; and
13. "**Sole Voting Member**" means the City.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in these By-laws that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Applicable Law

As a municipal services corporation, the Corporation is subject to legislative requirements beyond those imposed on standard businesses and not-for-profit corporations. The Corporation is subject to a number of statutes and regulations, including but not limited to the *Act*, the *Municipal Act, 2001* (Ontario) (the “**Municipal Act**”) and Ontario Regulation 599/06: Municipal Services Corporations under the *Municipal Act* or any successor or replacement legislation or regulation. These By-laws and the activities of the Corporation shall conform with all applicable law.

1.4 Severability and Precedence

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles, the *Act* or the *Municipal Act*, the provisions contained in the Articles, the *Act* or the *Municipal Act*, as the case may be, shall prevail.

1.5 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.6 Books and Records

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

1.7 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 by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-laws or other document of the Corporation to be a true copy thereof.

1.8 Amendments to the By-laws and Articles of Incorporation

Except with respect to provisions of the By-laws that are embodied in the Articles, and other matters referred to in Section 103(1) of the Act that require approval by a resolution of the Sole Voting Member, the By-laws may be repealed or amended by the Board in accordance with this Section 1.8. Any such repeal or amendment shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected, amended or repealed by the Sole Voting Member by resolution. If the repeal or amendment is confirmed or confirmed as amended by the Sole Voting Member, it remains effective in the form in which it was confirmed. The repeal or amendment of the By-laws ceases to have effect if it is not submitted to the Sole Voting Member at the next meeting of Members or if it is rejected by the Sole Voting Member at the meeting.

2 Financial and Audit

2.1 Banking

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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by one or more Directors and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.2 Financial Year

The financial year of the Corporation ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

2.3 Auditor

1. If the Corporation requires an auditor, and unless the Board deems it necessary to appoint a different auditor, the external auditor for the City shall be the external auditor for the Corporation and shall have all of the rights and powers of an auditor provided under the *Municipal Act*.
2. If the Corporation requires an auditor, the Corporation shall be subject to audit by the City's internal auditor (or designate as identified by the City's internal auditor from time to time), as required by the Sole Voting Member.

3 Directors

3.1 Duties and Responsibilities

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

3.2 Business Plans and Budgets

Subject to Section 9.4 and any agreement with the Sole Voting Member, the creation and management of business plans and an annual operating budget will be the responsibility of the Board for provision to the Sole Voting Member.

3.3 Policies and Procedures

Subject to Section 9.4 and any agreement with the Sole Voting Member, the Board shall prepare corporate policies and procedures or adopt the Sole Voting Member's policies and procedures. The Corporation shall maintain a log of such policies and procedures and shall make them available to the Board, to the Sole Voting Member and its staff, and to the public.

3.4 Number of Directors

In accordance with the Articles, the Board shall consist of a minimum of three (3) and a maximum of five (5) Directors, of which:

1. one (1) Director position shall be held by the Mayor, who shall serve as the Chair of the Board;
2. a maximum of one (1) Director position shall be held by a member of the Council (who is not the Mayor), who shall be appointed by the Council in accordance with Policy MU-AP-01, attached hereto as **Schedule "A"**;
3. a maximum of one (1) Director position shall be held by a staff member of the City, who shall be appointed by the Council; and
4. a maximum of two (2) Director positions shall be held by citizens of the City, who shall be appointed by the Council in accordance with Policy MU-AP-02, attached hereto as **Schedule "B"**.

3.5 Election and Term

1. Each Director shall be elected by the Sole Voting Member at each annual meeting where an election is required.
2. To be eligible to serve as Director, an individual must not be statutorily disqualified from being a director under the Act or otherwise. In addition, members of the Council who act as Directors shall:

- i. have been elected to such office by qualified electors in accordance with the *Municipal Elections Act* (Ontario), as amended or shall have been appointed as a member of Council pursuant to the provisions for filling vacancies in the *Municipal Act*; and
 - ii. be approved as candidates for the Board by resolution of the Sole Voting Member.
3. The Directors shall be elected for a term of up to two (2) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to Section 3.7 of these By-laws or until the end of the meeting at which their successor is elected or appointed.

3.6 Consent to Serve as Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period, the election or appointment is valid.

3.7 Vacancies

The office of a Director shall be vacated immediately if the Director:

1. resigns by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. dies or becomes bankrupt;
3. is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
4. is found to be incapable by any court in Canada or elsewhere; or
5. is absent from three (3) consecutive Board meetings or absent from over fifty per cent (50%) of the Board meetings in any one (1) year period, unless the remaining Directors determine otherwise in their sole and absolute discretion.

3.8 Removal of Directors

The Sole Voting Member may, by resolution, remove a Director before the expiration of the Director's term of office.

3.9 Filling Vacancies

Subject to the requirements under Section 3.4 of these By-laws and the relevant provisions of the Act, if a Director ceases to be a Director for any reason, the Sole Voting Member shall

fill the vacancy created thereby as soon as is reasonably possible with persons eligible for appointment as a Director.

3.10 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.11 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act* and the *Municipal Conflict of Interest Act* (Ontario).

4 Board Meetings

4.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by these By-laws, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and, if applicable, the place of the meeting.

4.2 Regular Meetings

1. Meetings of the Board shall be regular and open (provided that such meetings may only be closed to the public if the subject matter is of the type listed in Section 239(2) of the *Municipal Act* or any successor or replacement legislation.
2. The Board shall fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.3 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Article 11 of these By-laws to every Director of the Corporation not less than two (2) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

4.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

4.5 Quorum and Voting

1. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
2. Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.6 Participation by Telephonic or Electronic Means

Subject to the provisions of the Articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

4.7 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

5 Officers

5.1 Officers

The Officer of the Corporation shall be the Chair. The Board may appoint such Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed;
2. the Officer's resignation; or
3. the Officer's death.

5.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.4 Duties of the Chair

The Chair shall perform the duties described in Sections 4.4 and 9.5 and such other duties as may be required by law or as the Board may determine from time to time.

6 Protection of Directors and Others

6.1 Fiduciary Duty

Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall:

1. act honestly and in good faith with a view to the best interests of the Corporation; and
2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.2 Directors Officers Liability Exclusion

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

6.3 Indemnification of Directors and Officers

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

6.4 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual referred to in Section 6.3 for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the moneys if the individual does not fulfil the

conditions of Section 6.5.

6.5 Limitation

The Corporation shall not indemnify an individual under Section 6.3 of these By-laws unless:

1. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
2. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

6.6 Derivative Actions

The Corporation shall, with the approval of the court, indemnify an individual referred to in Section 6.3 or advance moneys under Section 6.3, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 6.3 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 6.5.

6.7 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.3 against any liability incurred by the individual:

1. in the individual's capacity as a Director or Officer of the Corporation; or
2. in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include property and public liability insurance, Directors' and Officer insurance, and other such insurance as the Board sees fit.

7 Conflict of Interest

7.1 Municipal Conflict of Interest Act

The Directors and Officers of the Corporation shall be deemed to be Members for the purposes of the *Municipal Conflict of Interest Act* (Ontario) or any successor or replacement legislation.

7.2 Conflict of Interest

1. A Director or Officer who has a real or perceived direct or indirect interest in a contract, act, transaction, or proposal with the Corporation, whether direct or indirect, shall disclose their interest to the Board.
2. Where a Director, Officer, employee or advisor has disclosed a conflict of interest with the City the person shall not debate, vote or advise the Corporation on the matter, nor shall the Director, Officer, employee or advisor lobby, advise or make recommendations to, Council on the matter that is the subject of the conflict.
3. Subject to compliance with the law, and subject to compliance with the conflict of interest provisions in these By-laws, no contract or arrangement entered into by or on behalf of the Corporation in which a Director or Officer is directly or indirectly interested shall be voided or voidable and no Director or Officer shall be liable to account to the Corporation or its Members or creditors for any profit realized from any contract or arrangement by reason of any fiduciary relationship.
4. Where a Director or Officer has failed to comply with the conflict of interest provisions of these By-laws and where a contract or arrangement has been entered into with the Corporation, the contract may be deemed to be voided or voidable and the Director or Officer may be liable to account to the Corporation or the Members or creditors for any profit realized from the contract or arrangement by reason of a fiduciary relationship.
5. The Board in its discretion may submit any contract, act, transaction, or proposal with the Corporation for approval or ratification by the Sole Voting Member and, subject to the provisions of the Act, any such contract, act, transaction, or proposal that shall be approved or ratified or confirmed by the Sole Voting Member shall be valid and binding upon the Corporation.
6. When any City employee or any individual appointed by the City who is carrying out their duties with respect to City business or with respect to the Corporation in the capacity as a Director, Officer or employee of the Corporation, such City employee or individual appointed by the City shall not be deemed to have a conflict of interest.

8 Members

8.1 Members

1. Membership in the Corporation shall consist of:
 - i. the Voting Member; and
 - ii. such persons interested in furthering the Corporation's purposes and who are admitted as Non-Voting Members by resolution of the Board.
2. The Sole Voting Member shall be the City.

8.2 Classes of Membership

Subject to the Articles, there shall be two (2) classes of Members: Voting Members and Non-Voting Members.

8.3 Voting Class

No person who is not a Voting Member shall be entitled to vote in any proceedings of the Corporation.

8.4 Governance Framework

The Sole Voting Member may establish a corporate governance framework for decision-making, strategic planning, budget and business plans, and corporate policies.

8.5 Transfer of Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.6 Applications

1. All successful applicants for Membership in the Corporation shall be admitted as Non-Voting Members.
2. No other person apart from the Sole Voting Member shall be admitted as a Voting Member.

8.7 Termination of Membership

The rights of a Member lapse and cease to exist when the Membership terminates for any of the following reasons:

1. the Member dies or in the case of a partnership, trust or body corporate, is dissolved;
2. 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;
3. the Member is expelled or the Member's Membership is otherwise terminated in accordance with the Act, Articles or these By-laws; or
4. the Corporation is liquidated or dissolved under the Act.

8.8 Disciplinary Act or Termination of Non-Voting Membership for Cause

1. Upon 15 days' written notice to a Non-Voting Member, the Board may pass a resolution authorizing disciplinary action or the termination of a Non-Voting Member's membership for violating any provision of the Articles, Policies or By-laws.

2. The notice shall set out the reasons for the disciplinary action or termination of the Non-Voting Member's membership. The Non-Voting Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Non-Voting Member before making a final decision regarding disciplinary action or termination of membership.

9 Members' Meetings

9.1 Annual Meeting

1. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.
2. The business transacted at the annual meeting shall include:
 - i. receipt of the agenda;
 - ii. receipt of the minutes of the previous annual and subsequent special meetings;
 - iii. consideration of the financial statements;
 - iv. report of the auditor or person who has been appointed to conduct a review engagement;
 - v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - vi. election of Directors; and
 - vii. such other or special business as may be set out in the notice of meeting.
3. No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.
4. Subject to the provisions of the Articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

9.2 Special Meetings

The Directors may call at any time a special meeting of the Members. The Board shall call a special meeting on written requisition of the Sole Voting Member, to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

9.3 Notice

1. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.
2. A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.4 Quorum

The Sole Voting Member must be present in order to constitute a quorum at a Members' meeting.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

The Sole Voting Member shall be entitled to one (1) vote on each question arising at any Members' meeting. An abstention shall not be considered a vote cast.

9.7 Persons Entitled to be Present

The persons entitled to attend a Members' meeting shall include:

1. the Members, Directors, Officers, City staff and councillors, the auditor and such other persons who are entitled or required under the *Act*, Articles or the By-laws of the Corporation to be present at the meeting;
2. the general public, unless the subject matter being considered at such meeting falls within the exceptions of public meetings described in the *Municipal Act*, in which case the Sole Voting Member shall have the discretion to determine that the Members' meeting or part thereof shall be closed to the general public; and
3. any other person may be admitted only if invited by the Chair of the meeting or with the consent of the Sole Voting Member.

9.8 Resolutions in Writing

A resolution in writing, signed by the Sole Voting Member, shall be as valid as if it had been passed at an annual meeting or a special meeting, unless it relates to the resignation, removal or replacement of a Director and a written statement is submitted to the Corporation by a Director or by the auditor of the Corporation in relation to their resignation, removal or replacement, or as otherwise provided in the *Act*. A copy of every such resolution in writing shall be kept with the minutes of meetings of Members.

10 Dissolution

10.1 Dissolution

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

11 Notices

11.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act* (Ontario), whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

11.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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.

[Signature page follows.]

CERTIFIED to be the By-law No. 1 of the Corporation effective as of _____, as enacted by the Board by resolution dated _____ and confirmed by the Sole Voting Member by resolution dated _____.

Per: _____

Name:

Title:

I have authority to bind the Corporation.

Per: _____

Name:

Title:

I have authority to bind the Corporation.

SCHEDULE A
Policy MU-AP-01

[See attached.]

SCHEDULE B

Policy MU-AP-02

[See attached.]