

DR. JAMES NAISMITH BASKETBALL FOUNDATION

BY-LAWS AS AMENDED NOVEMBER 20, 2015

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Dr. James Naismith Basketball Foundation, a Canadian Corporation.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Corporation* – the Dr. James Naismith Basketball Foundation;
- g) *Days* – days including weekends and holidays;
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- j) *Member* – those individuals meeting the definition of Member who are admitted as Members of the Corporation under these By-laws;
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
- m) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- n) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such address as the Board may determine.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Roberts Rules* (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.

1.8 Language – These By-laws have been drafted in English and any official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has one category of membership which is Individual Member.

2.2 Individual Member – Any person interested in furthering the objectives of the Corporation whose application for admission as a Member has received the approval of the Board.

Admission of Members

2.3 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation.
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the applicable definition listed in Section 2.2; and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Transfer of Membership

2.4 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

2.5 Duration of Membership – Membership within the Corporation is upon an annual basis and will terminate on December 31st, subject to re-admission in accordance with these By-laws.

Membership Dues

2.6 Dues – Membership dues for all categories of membership will be determined annually by the Board.

2.7 Deadline – Members will be notified in writing of any membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the Corporation.

Withdrawal and Termination of Membership

2.8 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these By-laws;
- b) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Member fails to pay any membership dues or monies owed to the Corporation by the deadline dates prescribed in Section 2.7 above;
- d) The Member fails to comply with the Corporation's policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- e) The Member is expelled;
- f) The Member's term of membership expires; or
- g) The Corporation is liquidated or dissolved under the Act.

2.9 May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.10 Suspension and Expulsion – A Member may be suspended or expelled from the Corporation by Special Resolution of the Members, provided that any such Member is granted an opportunity to attend and be heard at a meeting of the Members.

Good Standing

2.11 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;

- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or debts to the Corporation, if any.

2.12 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) the President,
- b) the Vice President,
- c) the Board, or
- d) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.7 Persons Entitled to Attend – Members, the Directors, the auditor 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 are entitled 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.

3.8 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.9 Agenda – The agenda for the Annual Meeting will include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports

- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.10 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least forty-five (45) days prior to the meeting date.

3.11 Quorum – A quorum for a meeting of Members will be those Members representing a majority of votes or four (4) Members, whichever is smaller.

Voting at Meetings of Members

3.12 Voting Privileges – Members have one (1) vote each.

3.13 Proxy Voting – There will be no proxy or absentee voting.

3.14 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.15 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors as follows:

- a) Elected Directors-at-Large (7)
- b) Appointed Directors-at-Large (2)

Eligibility of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

Election of Directors

4.3 Election – The election of Directors will take place at each Annual Meeting of Members.

4.4 Decision – Elections will be decided by the Members in accordance with the following:

- a) Seven (7) or fewer Valid Nominations – Every nominee elected by acclamation.
- b) More than seven (7) Valid Nominations – Winners are the seven nominees receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than seven nominees, the winners will be decided by the Board by Ordinary Resolution.

4.5 Terms – Elected Directors will hold office for a term of one (1) year and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Appointment of Directors at Large

4.6 Appointment – The Board by Ordinary Resolution may appoint, after the Corporation's Annual Meeting, up to a maximum of two (2) Directors-at-Large. For clarity, an appointed Director will serve a term of one (1) year and the number of appointed Directors cannot exceed more than one-third of the Directors elected at the previous Annual Meeting.

4.7 Vacancy of Appointed Director at Large - Where the position of an appointed Director-at-Large becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term until such time as a new Director-at-Large is appointed in accordance with these By-laws.

Suspension, Resignation and Removal of Directors

4.8 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.9 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes his or her permanent residence outside of Canada; or
- e) Dies.

4.10 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

4.11 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.12 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members.

Meetings

4.13 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.14 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.15 Number of Meetings – The Board will hold at least one (1) meeting per fiscal year.

4.16 Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office.

4.17 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.

4.18 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.19 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.20 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.21 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;

- b) Each Director has access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.22 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.23 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.24 Empowered – Notwithstanding Section 4.28, the Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- e) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements.
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws.
- g) Enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind for the purpose of furthering the objects of the Corporation.
- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.

5.2 Election of Officers – At the first meeting of the Board following the election of Directors, the elected Directors will elect, from among their number, the Officers of the Corporation.

5.3 Term – Officers are elected for a one (1) year term.

5.4 Multiple Offices – One individual may stand for, and be elected to, multiple offices.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to agents or employees of the Corporation.

5.7 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI: COMMITTEES

6.1 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Quorum – A quorum for any Committee will be a majority of its voting members.

6.3 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

6.4 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.5 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

6.6 Removal – The Board may remove any member of any Committee.

6.7 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Corporation will be **June 1st to May 31st**, or such other period as the Board may from time to time determine.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the

next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

8.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. 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.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary,:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

8.9 Remuneration – All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX: AMENDMENT OF BY-LAWS

9.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. 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.

9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – In accordance with to the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the minimum or maximum number of Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XII: DISSOLUTION

12.1 Dissolution – Upon the dissolution of the Corporation, any funds remaining after paying debts will be distributed to one or more **qualified donees**.

ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

13.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

13.3 Insurance – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on November 6, 2013.

14.2 Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on November 6, 2013.

14.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.