

BY-LAW NO. 1

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

THE SHA HOCKEY CLUB (the "Corporation")

SECTION ONE INTERPRETATION

1.01 **Definitions** – In the by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Corporations Act* (Ontario), or any statute that may be substituted therefor, as from time to time amended;

"Board" means the board of directors of the Corporation;

"Corporate Documents" has the meaning ascribed to such term in Section 2.04;

"Corporation" means The SHA Hockey Club;

"Letters Patent" means the letters patent of the Corporation, being the letters patent dated August 16, 2010 issued by the Ministry of Government Services (Ontario) in the name of the Corporation;

"meeting of members" means any meeting of members, whether an annual meeting, a special meeting or a meeting of any class or classes of members;

"member" means any person admitted to membership in the Corporation in accordance with Section Seven of this by-law;

"Person" includes an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative; and

"special resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all members entitled to vote at a meeting of members.

1.02 **Gender** – Words importing gender include the masculine, feminine and neuter genders.

1.03 **Headings** – The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

SECTION TWO AFFAIRS OF THE CORPORATION

2.01 Head Office – Until changed in accordance with the Act, the head office of the Corporation shall be located in the City of Toronto in the Province of Ontario, Canada, at 2467 Eglinton Avenue East, Toronto, Ontario, M1K 2R1, or such other location as may from time to time be specified by special resolution.

2.02 Corporate Seal – The Corporation may, but need not, have a corporate seal. If a corporate seal is adopted, it shall be in such form as may, from time to time, be approved by the Board.

2.03 Financial Year – The Board may by resolution fix the financial year of the Corporation and, subject to approval of Canada Revenue Agency, the Board may, from time to time by resolution, change the financial year of the Corporation.

2.04 Execution of Documents – The Board shall pass a resolution setting forth the directors and officers of the Corporation who are authorized to execute agreements, contracts, purchase commitments and other similar documents (“**Corporate Documents**”) for and on behalf of the Corporation, provided that such resolution provides that in the case of any Corporate Document that would commit the Corporation to an expenditure of more than \$500, the Corporate Document must be signed by two directors or officers in order to be binding on the Corporation. Such resolution may classify the types of Corporate Documents that may be signed by any particular officer and may impose further financial thresholds as determined appropriate by the Board. The Board shall be entitled to change such signing authorities from time to time.

2.05 Banking Arrangements – The Board may authorize the Corporation to establish one or more bank accounts with such banks or trusts companies as the Board considers appropriate. With each such bank account, the Board shall by resolution designate which officers or directors shall be authorized as signing authorities for such bank account, provided that any such resolution shall require that any cheques drawn on such bank account be signed by two of the signing authorities. All monies received by the Corporation shall be deposited to the appropriate bank account maintained by the Corporation.

2.06 Accountant/Auditor – At each annual meeting, unless the annual revenues of the Corporation are less than the threshold established by the Act and the members have consented in the manner required by the Act to the Corporation being exempt from an audit, the members shall appoint an auditor to audit the accounts of the Corporation. Such auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board, if it is authorized to do so by the members. If in any financial year the Corporation’s annual income is less than \$100,000 and if all members consent thereto in writing, the Corporation may waive the requirement for an audit for such financial year, in which case the members shall appoint an accountant to review the financial statements of the Corporation and report thereon to the members.

2.07 Rules and Regulations – The Board may establish rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation.

SECTION THREE DIRECTORS

3.01 Number of Directors – The Board shall consist of 15 directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 Qualification of Directors – Each director shall be, or shall become within 10 days after election to the Board, and thereafter remain throughout the director’s term, a member of the Corporation. No individual shall be qualified for election to the Board if such individual is less than 18 years of age, is of unsound mind and has been so found by a court in Canada or elsewhere or has the status of a bankrupt.

3.03 Election and Term

(a) Subject to section 3.03(b) below, directors shall be elected for a term of two years. In order to comply with the requirements of the Act, an election of directors shall take place at each annual meeting. On a rotating basis, seven directors shall be elected in one year and eight directors shall be elected in the following year.

(b) In order to establish the rotation of directors contemplated by section 3.03(a), the initial election of directors following the passing of this By-law shall elect 15 directors, seven of whom shall be elected for a term of one year and eight of whom shall be elected for a term of two years. At the first annual meeting following the passing of this By-law, seven directors shall be elected and at the second annual meeting following the passing of this By-law, eight directors shall be elected.

3.04 Removal of Directors – Subject to the Act and by resolution passed by at least two-thirds of the votes cast at a meeting of members of which notice specifying the intention to pass such a resolution has been given, the members may remove any director before the expiration of such director’s term and may, by a majority of the votes cast at that meeting, elect an individual (provided that such individual is qualified) in place and stead of such director for the remainder of such director’s term.

3.05 Vacation of Office – A director ceases to hold office upon death, upon removal from office by members, upon ceasing to be qualified for election as director or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.06 Vacancies – Vacancies on the Board may be filled for the remainder of the term of office either by the members at a meeting of members called for that purpose or by the Board if the remaining directors constitute a quorum.

3.07 Action by the Board – The Board shall manage the activities of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

3.08 Meetings of the Board by Communications Facilities – If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all individuals participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.09 Place of Meetings – Meetings of the Board may be held at any place in or outside of Ontario.

3.10 Calling of Meetings – The date, time and place for meetings of the Board may be determined by resolution of the Board. In addition, the President, any Vice-President or any two directors may direct the Secretary to call a meeting of the Board.

3.11 Notice of Meetings – Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section Nine to each director not less than five days before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Provided that all directors have consented thereto and a quorum is present, a meeting of the Board may take place and business may be transacted thereat where the notice required by this Section 3.11 has not been duly given.

3.12 First Meeting of New Board – Provided that a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

3.13 Regular Meetings – 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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.14 Chairman – Subject to the provisions of any special resolution providing for the election or appointment by the directors from among themselves of a chairman, the President, if the President is present or, in the absence of the President or the Executive Vice-President (if present at the meeting) shall preside as chairman at a meeting of the Board. In the absence of the President and the Executive Vice-President, the directors present shall choose one of the directors present to be chairman of the meeting.

3.15 Quorum – The quorum for the transaction of business at any meeting of the Board shall be two-fifths of the number of directors.

3.16 Votes to Govern – 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 chairman of the meeting shall not be entitled to a second or casting vote.

3.17 Remuneration and Expenses – The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for expenses properly incurred by them in accordance with policies that have from time to time been established by the Board. Nothing herein contained shall preclude any director who is engaged in or who is a member of a firm engaged in any business or profession from acting in and being paid the usual professional fees and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

SECTION FOUR COMMITTEES

4.01 Committees of the Board – The Board may appoint one or more other committees of the Board, however designated, and delegate to any such committee any of the powers of the Board, subject to any restrictions and regulations imposed from time to time by the Board.

4.02 Action by Committees – The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place in or outside Canada. Notice of the time and place of each meeting of the any such committee shall be given in the same manner as provided in section 3.11 for meetings of the Board.

4.03 Advisory Committees – The Board may from time to time appoint such advisory committees as it may deem advisable. Each advisory committee shall be chaired by a member of the Board and shall consist of individuals who are members (whether directors or not) as the Board may establish. Each advisory committee shall report to the Board through its chair.

4.04 Procedure – Unless otherwise determined by the Board, each advisory committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure.

**SECTION FIVE
OFFICERS**

5.01 **Officers** – The officers of the Corporation shall consist of the following:

- (a) President,
- (b) Executive Vice-President,
- (c) three Vice-Presidents (Competitive, Select and House League),
- (d) Treasurer,
- (e) Assistant Treasurer (House League),
- (f) Tournament Director,
- (g) Assistant Tournament Director,
- (h) Sponsorship Director, and
- (i) Secretary.

The Board shall elect the President, who must be a director. The remaining officers shall be appointed by the Board. The Board may establish other positions to be filled by members of the Corporation who will assist the officers and participate on advisory committees.

5.02 **President** – The President shall be a director of the Corporation. The President shall, subject to the authority of the Board, shall have general supervision of the activities of the Corporation. The President shall have such other specific powers and duties as the Board may from time to time specify.

5.03 **Executive Vice-President** – The Executive Vice-President shall be a director of the Corporation. The Executive Vice-President shall, subject to the authority of the Board and the President, assist the President in supervising the activities of the Board. The Executive Vice-President shall have such other specific powers and duties as the Board or the President may from time to time specify.

5.04 **Vice-Presidents** – There shall be three Vice-Presidents, one for each division of the Corporation – the Competitive Division, the Select Division and the House League Division. Each Vice-President shall be responsible for the conduct of the division for which he has been appointed.

5.05 **Secretary** – The Secretary shall be appointed by the Board and shall be empowered to carry on the business and affairs of the Corporation generally under the supervision of the President. The Secretary shall attend and be secretary of all meetings of the Board, members

and committees of the Board (other than advisory committees) and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, all notices to members, directors, officers and auditors and shall be custodian of the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent of the Corporation has been appointed for that purpose. The Secretary shall have such other powers and duties as the Board may from time to time specify.

5.06 Treasurer – The Treasurer shall be appointed by the Board. The Treasurer shall keep or cause to be kept proper accounting records of the financial activities of the Corporation. The Treasurer shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all transactions of the Treasurer and of the financial position of the Corporation. The Board shall also appoint an Assistant Treasurer to assist the Treasurer. The Treasurer and the Assistant Treasurer shall have such other powers and duties as the Board may from time to time specify.

5.07 Tournament Director - The Tournament Director shall be appointed by the Board. The Tournament Director shall be responsible for all matters related to the organization and conduct of any tournaments run by the Club, including the management of tournament funds. The Board shall also appoint an Assistant Tournament Director to assist the Tournament Director. The Tournament Director and the Assistant Tournament Director shall have such other powers and duties as the Board may from time to time specify.

5.08 Sponsorship Director – The Sponsorship Director shall be appointed by the Board. The Sponsorship Director shall be responsible for house league sponsorship programme of the Corporation, which shall include the solicitation of sponsors, the collection of sponsorship fees and the fulfillment of the sponsorship programme. The Sponsorship Director shall have such other powers and duties as the Board may from time to time specify.

5.09 Powers and Duties of Officers – The powers and duties of the other officers of the Corporation shall be as the Board may from time to time specify, provided that in the absence of any specific powers and duties being assigned to any such officers by the Board, such officers shall have the powers and duties as the President may from time to time specify. The powers and duties of any officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.

5.10 Term of Office and Remuneration – The Board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

5.11 Agents and Attorneys – The Corporation, by or under the authority of the Board, shall have the power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

**SECTION SIX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

6.01 **Limitation on Liability** – Every director and officer of the Corporation in exercising the powers and discharging the duties of a director shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any Person with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such officer or in relation thereto; provided that nothing in this Section 6.01 shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from any liability or breach thereof.

6.02 **Indemnity** – Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or an individual 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 such individual’s heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such individual is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individual in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

**SECTION SEVEN
MEMBERS**

7.01 **Members** – Subject to the Act and the Letters Patent, the members shall consist of those individuals who were the applicants for incorporation of the Corporation and such other individuals who are admitted to membership by resolution of the Board. Admission to membership is subject to the discretion of the Board. An individual shall be eligible to apply to the Board for admission to membership if such individual is committed to furthering the objects of the Corporation and if such individual has, prior to such application, demonstrated such commitment by having volunteered in the activities of the Corporation.

7.02 Term of Membership – The interest of a member in the Corporation is not transferable and lapses and ceases upon death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.03 Right to Vote – All members shall be entitled to attend and vote at all meetings of members.

7.04 Procedures for Admission – Each application for membership shall be made by an individual in writing on a form provided by the Corporation and shall set forth in reasonable detail the information therein requested. All applications for membership shall contain an acknowledgement that the individual has received and agrees to be bound by the by-laws of the Corporation and any standards of conduct adopted by the Board as in effect from time to time. Applications for membership shall be acted upon by the Board in accordance with guidelines which it establishes from time to time by the Board. If an application for membership is rejected, the Corporation shall promptly advise the applicant of the rejection, which may, but need not, specify the reasons for such rejection.

7.05 Resignation – Members may resign at any time by resignation which shall be in writing, shall be delivered to the Secretary of the Corporation and shall be effective as of the date of such notice or as of such later date as may be specified in such notice.

7.06 Removal – A member may be expelled, suspended or otherwise disciplined by the Board. The decision by the Board as to whether or not to discipline a member, and the extent of any discipline imposed, shall be in the discretion of the Board. The Board shall consider whether or not to discipline a member upon receipt of a written request signed by either (i) two members of the Board, or (ii) that member of members who constitute 10% of the membership. Following receipt of a written request to discipline a member, the Board may appoint one or more directors to investigate the reasons alleged for disciplinary action. Such director or directors shall report the results of such investigation to the Board and may include in such report a recommendation for the Board to consider. The Board shall afford the member in respect of whom disciplinary action is being considered the opportunity (whether in writing or in person as determined by the Board) to respond to the allegations forming the basis of the request for disciplinary action. In considering whether or not to discipline a member, the Board shall act in the best interests of the Corporation.

SECTION EIGHT MEETINGS OF MEMBERS

8.01 Annual Meetings – The Corporation shall hold an annual meeting of members not later than 18 months after its incorporation and thereafter not more than 15 months after its last annual meeting. The annual meeting of members shall be held at such time in each year and, subject to section 8.03, at such place as the Board or the President may from time to time determine. At the annual meeting, the Board shall cause the financial statements of the Corporation to be placed before the meeting, the report of the Corporation's auditor to be received and the report of the Board to be received. At the annual meeting, the election of

directors and the appointment of the Corporation's auditor or accountant (as applicable), together with the transaction of any other business that may properly come before the meeting, shall take place.

8.02 Special Meetings – The Board shall call a meeting of members on written requisition of one-tenth of the members entitled to vote at the meeting of members proposed to be held. The Board or the President shall also have the power to call a special meeting of members at any time.

8.03 Place of Meetings – Meetings of members shall be held at a location determined by the Board. Such meetings may take place anywhere in the Province of Ontario, but in the absence of any determination by the Board, shall be held at the location in the City of Toronto determined by the President. Failing any determination otherwise, meetings of members shall be held at the head office of the Corporation.

8.04 Notice of Meetings – Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Nine not less than 14 days and not more than 60 days prior to the date of the meeting. Such notice shall be given to each director, to the auditor and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and Board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.05 Meeting Without Notice – A meeting of members may be held without notice at any time and place permitted by the Act (i) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (ii) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such meeting, any business may be transacted which the Corporation at a meeting of members may transact.

8.06 Chairman, Secretary and Scrutineers – The chairman of any meeting of members shall be the first mentioned of the following officers as have been appointed and who is present at the meeting: President, Vice-President, Secretary (if a member) and Treasurer (if a member). If no such individual is present within 15 minutes of the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman. If the Secretary is absent, the chairman shall appoint some individual, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by resolution or by the chairman with the consent of the meeting.

8.07 Persons Entitled to be Present – The only individuals entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required to be present under the Act or the letters patent. Any other individual may be admitted only on the

invitation, or with the consent of, the chairman of the meeting or by resolution of those present at the meeting.

8.08 Quorum – The quorum for the transaction of business at any meeting of members shall be two individuals present in person and each entitled to vote thereat or a duly appointed proxy so entitled being or representing by proxy not less than two percent of the total number of members who would be entitled to vote at such meeting.

8.09 Right to Vote – Subject to the Act and the letters patent, at any meeting of the members every individual shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

8.10 Proxies – At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument of proxy, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument of proxy shall be in writing. An instrument of proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary or with the secretary of the meeting or as may be directed in the notice calling the meeting.

8.11 Votes to Govern – Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of votes cast on the question.

8.12 Show of Hands/Ballot – Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every individual who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried shall be prima facie evidence of the fact without proof of number or proportion of the votes recorded in favour of or against any resolution or other proceeding, and such declaration shall be recorded in the minutes of the meeting. The result of the vote so taken shall be the decision of the members upon the said question, provided that if the chairman determines that a ballot is required or if a ballot is demanded by a member, then a ballot shall then take place and the result of the ballot shall be the decision of the members upon the said question. If a ballot is demanded, it shall be taken in such manner as the chairman may direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

8.13 Casting Vote – In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

8.14 Adjournment – The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.15 **Action in Writing by Members** – A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.

SECTION NINE NOTICES

9.01 **Method of Giving Notices** – Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws of the Corporation or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to a Person to whom it is to be given or if delivered to the last address of such Person as recorded in the books of the Corporation or if mailed by prepaid ordinary mail addressed to the said address or if sent by facsimile, e-mail or other form of electronic, wire or wireless communication to the facsimile number, e-mail address or other address recorded in the books of the Corporation. A notice delivered personally shall be deemed to have been given when it is delivered in person. A notice mailed shall be deemed to have been given on the second day after the day on which it was deposited in a post office or public letter box (or if such second day is not a business day, the next following business day). A notice sent by facsimile, e-mail or other form of electronic, wire or wireless communication shall, if sent during normal business hours, be deemed to have been given on the day sent and otherwise on the next following business day. The Secretary may change the address of any member, director or auditor in the books of the Corporation in accordance with information that the Secretary reasonably believes to be reliable.

9.02 **Computation of Time** – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 **Omissions and Errors** – The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 **Waiver of Notice** – Any member (or duly appointed proxyholder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws of the Corporation or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default or defect in giving such notice.

**SECTION TEN
EFFECTIVE DATE**

10.01 Effective Date – This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Board the 8th day of September, 2010.

Ed Wahl
President

Douglas E Grundy
Secretary

CONFIRMED by the members the 8th day of September, 2010.

Douglas E Grundy
Secretary