



BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
WORLD WATER POLO COACHES ASSOCIATION INC.
(the "Corporation")

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

ARTICLE 1 MISSION STATEMENT

The goal of the Corporation is to promote the sport of Water Polo around the globe and elevating the profession of coaching. The corporation shall achieve its goals including developing global high standards of excellence and professionalism for coaches through various means including, but not limited to, developing educational programs, mentoring, networking, access to resources including legal advice, representation of coaches as a group with international bodies, protection of coaches through one strong unified voice for coaches worldwide.

ARTICLE 2 MEMBERSHIP

2.01 Membership Classes

- (a) Subject to the articles, there shall be three classes of members, namely: General Members, Founding Members and Sponsoring Members. The directors may, by resolution, approve the admission of the members. Members may also be admitted in such other manner as may be prescribed by the directors by ordinary resolution.
- (b) The following rights of membership shall apply.

I. General Members

- (i) General Members membership is available to all persons who are coaches in the sport of water polo, anywhere in the world, who have applied for and have been accepted as General Members and who have paid the yearly fees amounts determined by the Board of Directors, from time to time, to qualify as an General Members.
- (ii) Term of General Member is one calendar year following such member's admission, or such other period of time as set by the Board of Directors, and is renewable in accordance with the policies of the Corporation.
- (iii) Each General Members shall be entitled to receive notice of, attend and vote at all meetings of members and each such General Member voting member shall be entitled to one vote at such meetings; provided that General Members shall not be entitled to vote on any director that has been nominated by a Founding Member.

II. Founding Members

- (i) Founding Members membership is available to those persons who have been accepted as Founding Member by the Board of Director and who have paid the amounts determined by the Board of Directors of the Corporation, from time to time, for Founding Members. As of the date this by-law is passed, the Founding Members are: Ratko Rudic, Alessandro Campagna, Dejan Udovicic, Dragan Jovanovic and Yiannis Giannouris,

MEMBERS

Ratko Rudic
BRA

Alessandro Campagna
ITA

Karl Izzo
MLT

Paolo Malara
CHN

Adel Shamala
EGY

Dejan Udovicic
USA

Yiannis Giannouris
GRE

Adam Wright
USA

John Vargas
USA

Quim Colet Genesias
ESP

President
Petar Porobic
MNE

Executive Director
Dragan Jovanovic
CAN



- (ii) Founding Members shall have the exclusive right to nominate and vote on seven members of the Board of Directors in the following manner: Each Founding Member shall have the exclusive right to nominate and vote for 1 member of the Board of Directors. In addition, the Founding Members, as a group, has the exclusive right to nominate and vote (on a basis that no less than 80% of Founding Members vote in favour) for three (3) additional directors to the Board of Directors.
- (iii) Provided the Founding Member pays the applicable membership fees, Founding Member membership shall continue until such Founding Member dies or wishes to terminate his membership by submitting a written notice of termination to the Board of Directors.
- (iv) Each Founding Member shall be entitled to receive notice of, attend and vote at all meetings of members and each such Founding Member voting member shall be entitled to one vote at such meetings.

III. Sponsoring Members

- (i) Sponsoring Members membership is available to those individuals or business or other entities who have provided financial resources, donations, gifts, sponsorship or other financial contribution (collectively, financial contribution) to the Corporation and have been accepted as Sponsoring Members by the Board of Directors.
- (ii) The initial term of membership of a Sponsoring Member shall be for six (6) months after the last financial contribution made by such Sponsoring Member to the Corporation and membership shall terminate automatically thereafter.
- (iii) Sponsoring Members shall not be entitled to receive notice of, attend or vote at any meetings of members.

IV. Membership Dues

Members shall be notified in writing of the membership dues payable by them from time to time and, if such dues are not paid within one calendar month of the date on which they become payable, the members in default shall be automatically terminated as members, unless such termination is waived by the directors.

2.02 Termination of Membership

Subject to the articles, the membership of a General Member and Sponsoring Member is automatically terminated on the earliest of the date on which:

- (a) the member dies, or, in the case of a member that is not an individual, that member dissolves or ceases to exist;
- (b) a member fails to maintain any qualifications for membership described in section 2.01 of this by-law;
- (c) the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled pursuant to a special resolution passed at a meeting of the members called for the purpose of reviewing the status of one or more members;
- (e) the member is expelled in accordance with the articles or by-laws;
- (f) the member's term of membership expires; or



- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

2.03 Membership Transferability

A membership may not be transferred.

2.04 Other Matters Relating to Membership

The directors may from time to time make, or amend, policies regarding membership, access to facilities and events and fees, copies of which policies shall be available to members upon request.

ARTICLE 3 FUNDAMENTAL CHANGES

3.01 Fundamental Changes to the Corporation

Terms governing fundamental changes to the Corporation are as set forth in Schedule 3 to this by-law.

3.02 Voting Rights In Event of Fundamental Changes

Terms governing voting rights in the event of a fundamental change are set forth in Schedule 3 to this by-law.

ARTICLE 4 MEETINGS OF MEMBERS

4.01 Calling Meetings of Members

- (a) The directors shall call an annual meeting of members:
- (i) not later than 18 months after the Corporation comes into existence; and
 - (ii) subsequently, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year.
- (b) The directors may at any time call a special meeting of members.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the articles to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.03 Notice of Member Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, and the public accountant of the Corporation, by the following means:

- (a) by telephonic, electronic or other communication facility to each member who has given written consent to receive notice by electronic means and is entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;



- (b) if the Corporation has more than 250 members, by publication at least once in a publication of the Corporation that is sent to all its members, electronically or otherwise, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in a place frequented by members;

Each member of the Corporation entitled to receive notice of such meeting may receive notification of all meetings and other information about the Corporation electronically, and such member applying for admission consents to same upon admission.

4.04 Content of Notice of Meeting

Notice of a meeting of members at which special business is to be transacted shall:

- (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

4.05 Waiver of Notice

Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.06 Annual Meetings

At every annual meeting of members, in addition to any special business that may be transacted:

- (a) the report of the board, if any, the financial statements, and the report of the public accountant, if any, shall be presented to the members;
- (b) if any audit engagement or review engagement is required, the members shall appoint a public accountant to audit or review the accounts of the Corporation for report to the members at the next annual meeting of members; and
- (c) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).

4.07 Chair of the Meeting

The President of the Corporation or, in the President's absence, the Vice- President of the Corporation or, in the Vice-President's absence, the Executive Director of the Corporation shall be the chair of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.08 Quorum of Members

Subject to the Act, a quorum at any meeting of the members shall be no less than 3 of the Founding Members, plus 3 other of the general members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.



4.09 Adjournment of Meeting of Members

If a meeting is adjourned for less than 31 days, it is not necessary for any member to be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.

4.10 Votes to Govern

Subject to ARTICLE 3 and ARTICLE 2, at any meeting of members every matter shall, unless otherwise provided by this by-law, the articles, or by the Act, be determined by a majority of the votes cast on the matter where such majority includes no less than 80% of the Founding Members votes. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have, in addition to any original vote that he or she may be entitled to as a member or as a representative of a member corporation, a second or casting vote.

4.11 Additional Terms Regarding Electronic Participation, Electronic Meetings, Voting and Scrutineers

Terms governing the electronic participation at physical meetings, electronic meeting, voting and scrutineers shall be as set forth on Schedule 4 to this by-law.

ARTICLE 5 DIRECTORS

5.01 Duties of Directors

The directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner.

5.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If a minimum and maximum number of directors is provided for in the articles, the Founding Members may fix the number of directors and the number of directors to be elected at annual meetings of the members, or the Founding Members may delegate those powers to the directors. If the Corporation is a soliciting corporation, the Corporation shall have at least three directors, at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Qualifications of Directors

- (a) The following persons are disqualified from being a director:
 - (i) anyone who is less than 18 years of age;
 - (ii) anyone who has been declared incapable by a court in any country;
 - (iii) a person who is not an individual; and
 - (iv) a person who has the status of a bankrupt.
- (b) A director is not required to be a member.

5.04 No Alternate Directors

No person shall act for an absent director at a meeting of the board or a committee of directors.



5.05 Election and Term

Subject to the articles, and ARTICLE 2 of these bylaws, the members will, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the fourth annual meeting of members following the election, or such other period as set by a resolution of the Founding Members.

5.06 Vacancies on the Board

A director ceases to hold office:

- (a) if the director has resigned from office by delivering a written resignation to an officer of the Corporation or chairperson of the board; or
- (b) if, at a meeting of members, an resolution is passed by Founding Members that the director be removed from office; or
- (c) if the director has the status of a bankrupt; or
- (d) if the director is declared incapable by a court in Canada or another country; or
- (e) on the death of such director.

5.07 Filling Vacancies Among Directors

- (a) Subject to Section 5.07(d), a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure of the members to elect the number or minimum number of directors provided for in the articles.
- (b) If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- (c) A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.
- (d) If any class or group of members has an exclusive right to elect one or more directors and a vacancy occurs among those directors,
 - (i) the remaining directors elected by the class or group may fill the vacancy, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles for that class or group or from a failure to elect the number or minimum number of directors provided for in the articles for the class or group; or
 - (ii) if there are no remaining directors, any member of the class or group may call a meeting of the class or group to fill the vacancy.

5.08 Borrowing Powers

The directors may without authorization of the members, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and



- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

5.09 Delegation

- (a) Subject to the articles and any by-law:
 - (i) the directors elected by the Founding Members may from time to time delegate to a director or a committee of directors, all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation, except that the board shall not delegate authority to:
 - (A) submit to the members any question or matter requiring the approval of members;
 - (B) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 - (C) issue debt obligations except as authorized by the directors;
 - (D) approve any financial statements of the Corporation;
 - (E) adopt, amend or repeal by-laws; or
 - (F) establish or modify contributions to be made, or dues to be paid, by members,
 - (ii) the powers specified in section 5.09 may be delegated to a director, a committee of directors or an officer of the Corporation.
- (b) Any committee of directors may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

5.10 Executive Committee and Subcommittees

- (a) The directors nominated by the Founding Members may from time to time appoint among the Board of Directors an executive Committee. The number of persons on the Executive Committee shall be determined from time to time by the directors nominated by the Founding Members.
- (b) The Executive Committee shall manage and supervise the day-to-day operations of the Corporation and shall exercise such other powers as are authorized by the Board of Directors. The members of the Executive Committee shall be appointed for one-year terms and shall be eligible for re-appointment for subsequent one-year terms. Any Member of the Executive Committee may be removed by a vote, where the vote in favour includes no less than 80%, of the directors nominated by the Founding Members.
- (c) The meetings of the Executive Committee shall be held at any time and place to be determined by the members of the Executive Committee provided that not less than fourteen (14) days prior written notice of such meeting shall be given. A majority of the members of such Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member of such Executive Committee may at any time waive notice of any such



meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Member of the Executive Committee is entitled to one vote. Unless otherwise provided, questions arising at the meetings of the Executive Committee shall be decided by a basis of no less than 80% of votes in favour.

- (d) The Board of Directors may from time to time appoint subcommittees to hold office during the pleasure of the Board of Directors. The powers, duties, remunerations and rules for the conduct of such subcommittees shall be established by the Board of Directors.

5.11 By-laws

The terms surrounding amendments or repealing of by-laws are as set forth in Schedule 5 to this by-law.

ARTICLE 6 MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the President, the Vice President or any two directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in ARTICLE 10 of this by-law to every director not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in sections 5.09(a)(i)(A) to and including 5.09(a)(i)(F) of this by-law.

6.03 Waiver of Notice

A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.04 Regular Meetings

The directors 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 directors fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The board shall meet at least once a year and such meeting may be held in conjunction with an annual meeting of members.

6.05 Adjourned Meetings

Any meeting of directors may be adjourned to any time and from time to time 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 providing a quorum is present at the adjourned meeting. Notice



of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.06 Participation in Meetings by Electronic Means

If all the directors have consented, one or more directors may participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.07 Quorum of Directors

Not less than 5 directors, provided that no less than 80% of directors elected by Founding Members are present, constitutes a quorum, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.08 Votes to Govern

Except as may be otherwise specified in this by-law or otherwise required by the Act or the articles, at all meetings of the board or a committee of directors, every question shall be decided by a majority vote of directors. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

ARTICLE 7 CONFLICTS OF INTEREST

7.01 Conflict of Interest of Officers and Directors

Terms and conditions surrounding conflicts of interest are as contained in the Schedule 7.

ARTICLE 8 LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS

8.01 Standard of Care

Every director and officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation;
and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.02 Indemnification by Corporation

Subject to section 8.04 of this by-law, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity for 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 proceeding in which the individual is involved because of that association with the Corporation or other entity.

8.03 Advance of Costs



The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 8.02 of this by-law, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in section 8.04 of this by-law.

8.04 Limitation on Indemnity

The Corporation shall not indemnify an individual identified in section 8.02 of this by-law unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

8.05 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in section 8.02 of this by-law, or advance moneys under section 8.03 of this by-law, 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 8.02 of this by-law, 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 8.04 of this by-law.

8.06 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this section 8.06 and section 151 of the Act.

ARTICLE 9 OFFICERS

9.01 Officers

The Founding Members or if the Founding Members wish to delegate this power, the directors appointed by the Founding Members, shall be the persons who designate the offices of the Corporation, appoint as officers persons of full capacity including without limitation the position of President, Vice- President and Executive Director, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in section 5.09 of this by-law.

ARTICLE 10 NOTICES

10.01 Method of Giving Notices

Terms governing Notices shall be as set forth in Schedule 10 attached to this by-law.

ARTICLE 11 GENERAL

11.01 Definitions and Interpretations



Terms and conditions surrounding definitions of terms found in this by-law and interpretations of this by-law are as set forth in Schedule 11 to this by-law.

11.02 Execution of Documents

- (a) Contracts, obligations, deeds, transfers, assignments, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the Executive Director. In addition, the directors may from time to time, by resolution, direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- (b) The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

11.03 Financial Year End

The financial year end of the Corporation shall be determined by the directors.

11.04 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other entity carrying on a banking business in Canada or elsewhere as the directors may designate or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a the Executive Director of the Corporation and/or other persons as the directors may by resolution from time to time designate or authorize.

11.05 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act to the members, give a notice to its members stating that the annual financial statements and documents provided in section 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office.

11.06 Registered Office

The directors may change the location of the Corporation's registered office within the province specified in the articles.

11.07 Resolutions in Writing

- (a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of directors, is as valid as if it had been passed at a meeting of the board or such committee of directors.
- (b) 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 the members.

11.08 Effective Date

Subject to matters requiring a special resolution of the members (which shall be effective as of the date of such special resolution), the making, amending or repeal of any by-law shall be effective from the date of (or, if applicable, the date specified in) the relevant resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If such by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. The by-law, amendment or



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COACHES ASSOCIATION

repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

CERTIFIED to be By-Law No.1 of the Corporation, as enacted by the directors on the 30 day of May, 2015 and confirmed, without variation, by the members by special resolution on the 30 day of May, 2015.

Dated as of the 30 day of May, 2015 in Barcelona (Spain)



Dragan J. Jovanovic

DRAGAN JOVANOVIC, EXECUTIVE DIRECTOR



SCHEDULE 3- FUNDAMENTAL CHANGES

3.01 Amendments to the Articles or By-laws

Subject to Section 3.02 below, a special resolution of the members is required to make any amendment to the articles or the by-laws to:

- (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 number of directors or the minimum or maximum number of directors fixed by the articles;
- (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.

3.02 Voting Rights Where Multiple Member Classes and Groups

If an amendment specified in section 3.01 of this by-law is proposed, then each class or group of members, whether or not such class or group otherwise carries a right to vote, is entitled to vote, as a class or group, on such proposed amendment, if the amendment would:

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including:
 - (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- (e) create a new class or group of members having rights equal or superior to those of the class or group; or



- (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group,

provided that with respect sections (a) and (e) immediately above, the articles may specify that that members of non-voting classes or groups shall not have a right to vote separately as a class or group.

SCHEDULE 4- ELECTRONIC VOTING

4.11 Electronic Participation and Voting at Physical Meetings

- (a) Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, 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.
- (b) Any person participating electronically in a meeting of members pursuant to this this Schedule 4 and entitled to vote at such meeting may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of this Schedule 4.

4.12 Meetings Held Entirely By Electronic Means

- (a) If the directors or members call a meeting of members, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (b) Any vote at a meeting held entirely by electronic means in accordance this Schedule 4 may be held, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of this Schedule 4.

4.13 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic or other communication facility if the facility:

- (a) enables each vote to be gathered in a manner that permits its subsequent verification; and
- (b) permits each tallied vote to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

4.14 Absentee Voting

- (c) A member entitled to vote at a meeting of members may vote:
 - (i) by mailed-in ballot or telephonic, electronic or other communication facility, if the Corporation has a system that:
 - (A) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (B) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted, or



- (ii) by proxy, if the proxyholder and any alternate proxyholders (who are not required to be members) are appointed in writing by the member to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, provided, however, that a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) A member may revoke a proxy:
 - (i) by depositing an instrument in writing at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) by depositing an instrument in writing with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; or
 - (iii) in any other manner permitted by law.
- (e) If a form of proxy is created by a person other than the member, the form of proxy must comply with the requirements of section 74(2)(d) of the Regulations.

4.15 **Scrutineers**

The chair of any meeting of members may appoint one or more persons to act as scrutineer(s) at such meeting and in that capacity to report to the chair such information as to attendance, representation, voting (including the collection, counting and reporting of results) and other matters at the meeting as the chair shall direct.

SCHEDULE 5- BY-LAWS

Pursuant to section 152 of the Act:

- (a) Unless the articles otherwise provides, the directors who were elected by the Founding Members may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in section 3.02 of this by-law.
- (b) The directors shall submit every such by-law, amendment or repeal to the members at the next meeting of members, and the members may, by special resolution, confirm, reject or amend such by-law, amendment or repeal.
- (c) Subject to section 5.11(e) of this Schedule, 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.
- (d) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under section 5.11(b) of this Schedule or if it is rejected by the members.
- (e) If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.

SCHEDULE 7- CONFLICT OF INTEREST



7.01 Disclosure of Interest by Directors and Officers

A director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the director or officer

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

7.02 Time of Disclosure

- (a) The disclosure required by section 7.02 of this Schedule shall be made, in the case of a director:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the director was not, at the time of the meeting referred to in section 7.02(a)(i), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
- (b) The disclosure required by section 7.01 of this Schedule shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

7.03 For Transactions Not Requiring Director or Member Approval

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meeting of the board, the nature and extent of their interest.

7.04 Voting

A director required to make a disclosure under section 7.01 of this Schedule shall not vote on any resolution to approve the contract or transaction.

7.05 Continuing Disclosure

For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:



- (a) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred in sections 7.01(b) or 7.01(c) of this Schedule;
- (b) the director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the director's or the officer's interest in the party.

7.06 Access to Disclosure

The members may examine the portions of any minutes of meetings of the board or of committees of directors that contain disclosures under this, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

7.07 Contracts Not Invalid

A contract or transaction for which disclosure is required under of this Schedule is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this ARTICLE 7;
- (b) the directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

7.08 Confirmation by Members

Even if the conditions of section 7.01 of this Schedule are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under this Schedule, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

SCHEDULE 10- NOTICE

10.1 Method of Giving Notices

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the directors or to the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance



- with section 128 (Notice of directors) or section 134 (Notice of change of directors) of the Act; or
- (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given when deposited in a post office or public letter box; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- (c) The designated officer of the Corporation may change or cause to be changed the recorded address of any member, director, officer or public accountant in accordance with any information believed by such designated officer to be reliable. The declaration by such designated officer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

10.02 Omissions and Errors.

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

SCHEDULE 11

DEFINITIONS, INTERPRETATIONS AND GENERAL TERMS

11.01 Definitions and Interpretations

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires or a word is otherwise defined, terms shall have the meaning set forth below

- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23, as amended, restated or in effect from time to time and includes the Regulations;
- (b) "affiliate" means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "board" or "Board of Directors" means the board of directors of the Corporation;
- (e) "by-law" means this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect
- (f) "director" means a member of the board;
- (g) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (h) "member" means a member of the Corporation;



- (i) “ordinary resolution” means a resolution passed by a simple majority of the votes cast on that resolution provided that no less than 80% of Founding Members vote in favour of the resolution;
- (j) “person” means an individual or entity;
- (k) “proposal” means a proposal submitted by a member that meets the requirements of section 163 of the Act;
- (l) “Regulations” means *Canada Not-for-profit Corporations Regulations, SOR/2011-223* and any other regulation made under the Act, as amended, restated or in effect from time to time;
- (m) “soliciting corporation” has the meaning given to it in the Act;
- (n) “special business” means business transacted at either a special meeting of members or an annual meeting of members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant;
- (o) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (p) “special resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution, provided such two-thirds includes no less than 80% of the Founding Members.

11.02 Interpretation

In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified in section 1.01 of this by-law, words and expressions defined in the Act shall have the same meanings when used in this by-law. Where a decision is to be made by the Founding Members, the decision is to be made by no less than 80% of the Founding Members.

11.04 Invalidity of any Provisions of this By-law

- (a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to section 17(3) of the Act, no act of the Corporation, including a transfer of property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.