

By-laws relating  
to the conduct of the affairs of  
**CYBERA INC.**  
Adopted on the 27 day of November, 2013

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## CYBERA'S BY-LAWS

By-laws relating  
to the conduct of the affairs of  
**CYBERA INC.**

Adopted on the 27th day of November, 2013

### ARTICLE 1 INTERPRETATION

#### 1.1 Definitions

In these By-laws and all other By-laws and resolutions of the Corporation unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Annual Meeting**” means an annual Meeting of Members as described in section 5.1;
- (c) “**Articles**” includes Articles of Continuance, Articles of Incorporation, Articles of Amendment, or any other form of Articles provided for in the Act, as applicable;
- (d) “**Board**” means the Board of Directors of the Corporation;
- (e) “**By-laws**” means these By-laws and any other By-laws of the Corporation that may be in force;
- (f) “**Committee**” means any Committee established by the Board pursuant to Article 8;
- (g) “**Corporation**” means Cybera Inc.;
- (h) “**Director**” means a member of the Board;
- (i) “**Documents**”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (j) “**Meeting of Members**” includes an Annual Meeting of Members or a Special Meeting of Members;
- (k) “**Member**” means a person who has been acknowledged or admitted as a member in accordance with section 4.2;

- (l) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution of such Members entitled to vote as are present in person or by proxy at a duly called Meeting of Members;
- (m) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act;
- (n) “**Public Accountant**” means the Public Accountant of the Corporation appointed pursuant to Article 13;
- (o) “**Regulations**” means the Regulations made under the Act, as amended, restated or in effect from time to time;
- (p) “**Soliciting Corporation**” has the meaning set out in the Act;
- (q) “**Special Meeting of Members**” includes a meeting of any class or classes of Members entitled to vote at an Annual Meeting of Members;
- (r) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds ( $\frac{2}{3}$ ) of the votes cast on that resolution of such Members entitled to vote as are present in person or by proxy at a duly called Meeting of Members of which the notice calling the Meeting of Members specified the resolution to be a Special Resolution; and
- (s) “**Written Policies**” means policies that have been adopted by the Board and reduced to writing and are available to Members and “**Written Policy**” means any one (1) of the Written Policies.

## 1.2 Canada Not-for-profit Corporations Act Terms

All terms defined in the Act have the same meanings in these By-laws and all other By-laws and resolutions of the Corporation.

## ARTICLE 2 PURPOSE AND BOARD POLICIES

### 2.1 Purpose

The Corporation is established to further the purposes contained in the Articles, as amended from time to time.

### 2.2 Board Policies

The Board may adopt, amend and repeal any Board policies, including Written Policies, that are consistent with these By-laws relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any Board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent Board policy or resolution of the Board.

### **ARTICLE 3 REGISTERED OFFICE, SEAL**

#### **3.1 Registered Office**

The registered office of the Corporation shall be situated in Alberta at such address as the Board may determine from time to time.

#### **3.2 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

### **ARTICLE 4 MEMBERS**

#### **4.1 Qualification for Membership**

- (a) Any individual, firm, corporation, institution, organization, government or governmental agency that subscribes to the objectives of the Company, agrees to be bound by the Letters Patent of the Company and the Bylaws and pays the prescribed membership fee (if any), shall be eligible for membership in the Company. Final authority for determining whether any applicant meets the eligibility requirements hereinbefore described and furthermore to which Class of Membership will apply shall be vested in the Board of Directors of the Company (hereinafter referred to as the "Board") who shall have absolute and final authority in respect thereto.

#### **4.2 Class of Membership**

There shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such manner as may be prescribed by the board resolution. The following conditions of membership shall apply:

- (a) Class A Members
  - (i) Class A voting membership shall be available to corporations or institutions that have applied and have been accepted for Class A voting membership in the Corporation.
  - (ii) The term of Membership of the Class A voting member shall be annual, subject to the renewal in accordance with the policies of the Corporation.
  - (iii) Each Class A voting member shall be entitled to receive notice of, attend and vote at all meetings of members and each Class A voting member shall be entitled to one (1) vote at such meeting.

(b) Class B Members

- (i) Class B non-voting membership shall be available to corporations, institutions or individuals that have applied and have been accepted for Class B non-voting memberships in the Corporation.
- (ii) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) A Class B non-voting member shall be entitled to receive notice of and attend meetings of the members of the Corporation.
- (iv) Subject to the Act, the Class B non-voting members shall have some limited voting rights.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of these By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.3 **Application for Membership**

An application for membership in the Company shall be made in a form prescribed by the Board, shall be signed by the applicant or person authorized by the applicant. Such evidence as to the eligibility for membership as may be requested by the Board shall accompany applications for membership. Upon acceptance of membership by the Board, an applicant shall tender any subscription or annual membership fee that may be required as a condition of membership. Each application for membership shall be submitted to the Board.

The acceptance of an application for membership in the Company shall be on such terms and conditions as the Board may determine, and is subject to the approval of the Board. The Board may in its absolute discretion determine the classification of the applicant and the decision of the Board with respect thereto shall be final. Upon acceptance of an application for membership in the Company and classification thereof, the Board shall cause notification thereof to be given to the applicant. Where the Board rejects an application for membership, the applicant shall be notified in writing.

4.4 **Membership Transferability**

A membership may only be transferred to the Corporation.

4.5 **Revocation of Membership**

Any Member may be expelled from the Corporation for any purpose by a Special Resolution passed by the Members entitled to vote and who are present in person or represented by proxy at a Meeting of Members called for the purpose of considering the revocation.



#### 4.6 **Discipline of Members**

The Board shall have authority to suspend or expel any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws or Written Policies;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, addressed and delivered to the head or registered office of the Corporation, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received at the head or registered office of the Corporation, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled effective on such twentieth (20<sup>th</sup>) day. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

#### 4.7 **Membership Dues**

The Board may determine whether or not there shall be a membership fee for any membership application and, if applicable, the nature and amount of same.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid with two (2) calendar months of the membership renewal date the member in default shall automatically cease to be members of the corporation.

#### 4.8 **Termination of Membership**

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns;
- (b) if a Member dies;
- (c) if a Member is expelled pursuant to sections 4.5 or 4.6 or their membership is otherwise terminated in accordance with the Articles or By-laws;

- (d) if the Corporation is liquidated and dissolved under the Act;
- (e) if the Members term of membership expires; or
- (f) if membership dues remain unpaid for more than sixty (60) days after notice of the membership dues has been given to the Member.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, if any, automatically cease to exist. Notwithstanding termination of membership, a former Member remains liable for any assessment levied, if any, under the authority of section 4.7, prior to termination of the membership.

#### 4.9 **Liability of Members**

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

#### 4.10 **Amendment of Members' Rights**

Subject to the Act, no amendment to this Article 4 or to any other provision within these By-laws which affect the membership rights and/or conditions described in the Act shall be considered in force until the same as been approved by Special Resolution.

### **ARTICLE 5 MEETING OF MEMBERS**

#### 5.1 **Annual Meeting**

- (a) An Annual Meeting of the Class A Members shall be held each year no later than fifteen (15) months after the preceding Annual Meeting or six (6) months after the Corporation's financial year end for the purpose of:
  - (i) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;
  - (ii) electing such Directors as are to be elected at such Annual Meeting;
  - (iii) appointing the Public Accountant and fixing or authorizing the Board to fix the Public Accountant's remuneration; and
  - (iv) the transaction of any other business properly brought before the meeting.
- (b) Class B non-voting member shall be entitled to receive notice of and attend meetings of the members of the Corporation.
- (c) Subject to the Act, the Class B non-voting members shall have some limited voting rights

## 5.2 **Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days either before the day on which an Annual Meeting of Members is held or before the day on which a written resolution in lieu of an Annual Meeting is signed, unless a Member declines the right to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

## 5.3 **Special Meeting**

The Board may at any time call a Special Meeting of Members for the transaction of any business specified in the notice calling the meeting. A Special Meeting of Members shall also be called by the Directors upon the written requisition of the Members carrying not less than five per cent (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

## 5.4 **Place of Meetings**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

## 5.5 **Special Business**

All business transacted at a Special Meeting of Members and all business transacted at 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, is special business.

## 5.6 **Notice of Meetings**

- (a) Notice of the time, place and date of any Meeting of Members which states the nature of any special business to be transacted sufficient for a Member to make a reasoned judgment and the text of any Special Resolution to be submitted at the meeting shall be given to each Member (and in the case of an Annual Meeting to each Director and to the Public Accountant of the Corporation) by sending the notice at least twenty-one (21) days before the day on which the meeting is to be held by mail, courier or personal delivery or by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting.
- (b) Any person entitled to vote and entitled to notice of a Meeting of Members may waive notice, and attendance of such person at the meeting is a waiver of notice of the meeting unless such 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.

- (c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to these By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

#### 5.7 **Proposals at Annual Meetings**

A Member entitled to vote at an Annual Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at that Annual Meeting and except as provided for in the Act, that proposal and any supporting statement shall be included in the notice calling the meeting. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) or such other minimum percentage as may be prescribed by the Regulations from time to time of the Members entitled to vote at that meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any supporting statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

#### 5.8 **Record Date**

The Directors may fix a record date for any purpose, including determining the Members entitled to receive notice of a Meeting of Members and to vote at the meeting in accordance with the Act and the Regulations.

#### 5.9 **Waiving Notice**

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

#### 5.10 **Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors, staff and the public accountant of the Corporation are entitled to be present at the meeting of the members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

#### 5.11 **Chairperson of the Meeting**

The chairperson of a Meeting of the Members' shall be the Chair of the Board, or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act as Chair. In the event that the Chair of the Board and the Vice-Chair of the Board are absent or unable to act as Chair, the Members who are present and entitled to vote at the meeting shall

choose one of their number to chair the meeting.

#### 5.12 **Quorum**

- (a) A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act or the Regulation) is achieved when at least two (2) members of not less than ten percent (10%) of the total voting Members are present in person or by proxy. 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.
- (b) If a quorum is not present at the call to order of a Meeting of Members by the chairperson of the Meeting of the Members, which may be after a 10 minute grace period, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic and/or by other electronic means.

#### 5.13 **Participation at Meetings by Electronic Means**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

#### 5.14 **Meeting Held by Electronic Means**

If the Directors or Members of the Corporation call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### 5.15 **Voting by Electronic Means**

Notwithstanding any other provision of these By-laws, voting carried out by means of a telephonic, electronic or other communication facility referred to in section 5.13 and section 5.14 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### 5.16 **Votes to Govern**

At any Meetings of the Members, every question may be determined by consensus on the part of those entitled to vote on that question. If consensus, which shall mean no person

entitled to vote objects to the decision, cannot be achieved, then the question shall on the request of a minimum of ten percent (10%) of those entitled to vote on the question, be determined by a majority of the votes cast on the question. As set out in the Articles, each Member is entitled to one (1) vote and in case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

5.17 **Show of Hands**

Subject to the Act and except in the case of a Meeting of Members held by electronic means, any question at a meeting shall be decided by a show of hands unless a ballot has been demanded or is required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

5.18 **Ballots**

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.19 **Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

5.20 **Absentee Voting by Proxy**

Pursuant to Section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and/or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member in accordance with the Regulations:

- (i) 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) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the Member, the form of proxy shall:
- (i) indicate, in bold-face type the meeting at which it is to be used;
  - (ii) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on his or her behalf at the meeting;
  - (iii) contain instructions on the manner in which the Member may appoint the proxyholder;
  - (iv) contain a designated blank space for the date of the signature;
  - (v) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - (vi) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of the meeting, other than the appointment of a Public Accountant and the election of Directors;
  - (vii) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors;
  - (viii) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (vi) or (vii) with respect to any matter to be acted on, the membership is to be voted accordingly; and
  - (ix) conform with the requirements of the Regulations;

- (e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph 5.20 (d)(vi) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information;
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of the meeting or other matters that may properly come before the meeting must contain a specific statement to that effect;
- (h) pursuant to section 197(1) of the Act, a special resolution of the Members (and if section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members;
- (i) votes by proxy shall be collected, counted and reported in the manner the chair of the meeting directs; and
- (j) a proxy shall be executed by an officer of a Member that is a corporation or unincorporated organization who is duly appointed to do so or under its corporate seal.

#### 5.21 **Rules of Order**

Any questions of procedures at or for any Meetings of the Members, which have not been provided for in these By-laws or by the Act or Regulations, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

#### 5.22 **Adjournment**

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned meeting shall given as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.



## **ARTICLE 6 DIRECTORS**

### **6.1 Powers**

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

### **6.2 Number of Directors**

The Board shall consist of the minimum and maximum number of directors specified in the Articles and if the Corporation is a Soliciting Corporation at least two (2) directors shall not be officers or employees of the Corporation and its affiliates. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by a resolution of the Directors.

### **6.3 Qualifications**

Each Director shall be an individual who is not less than 18 years of age. No person who has been declared by a court in Canada or in another country to be incapable or who has the status of a bankrupt shall be a Director. A Director need not be a Member.

### **6.4 Composition**

Directors shall possess skillsets or traits that are complementary to the Boards Mandate.

### **6.5 Vacancies**

So long as at least six (6) Directors remain in office, a vacancy on the Board may be filled by the Directors. If there are less than three (3) Directors, the remaining Directors shall forthwith call a Special Meeting of Members to fill the vacancies on the Board.

### **6.6 Removal of Directors**

The Members entitled to vote may, by Ordinary Resolution passed at a Special Meeting of Members of which notice specifying the intention to pass the Ordinary Resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by Ordinary Resolution, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

### **6.7 Remuneration of Directors**

The Directors shall serve without remuneration and shall not receive directly or indirectly any profit from his or her position as a Director. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

6.8 **Responsibility for Acts**

A Director, while in office, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6.9 **Term of Office**

At the first election of Directors following the approval of this by-law, one-third ( $\frac{1}{3}$ ) directors shall be elected for a three-year term, one-third ( $\frac{1}{3}$ ) directors shall be elected for a two-year term and one-third ( $\frac{1}{3}$ ) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three (3) year terms.

No Director shall hold office for more than 6 consecutive years without an Ordinary Resolution passed at a Meeting of the Members. Past directors may be considered for re-election after a one-year period.

6.10 **Elections**

At each Annual Meeting, a number of Directors equal to the number of Directors retiring shall be elected by the Members entitled to vote for the term of office established in section 6.9.

6.11 **Ceasing to Hold Office**

A Director ceases to hold office when:

- (a) the Director dies, resigns or is removed from office by the Members in accordance with section 6.6; or
- (b) the Director no longer fulfils all of the qualifications to be a Director set out in section 6.3.

6.12 **Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation at its head or registered office in accordance with Article 14 hereof or at the time specified in the resignation, whichever is later.

6.13 **Nominations**

The candidates in any election of Directors shall include:

- (a) the slate of candidates proposed by the Nominating Committee;

- (b) subject to the Regulations, those persons nominated for the election of Directors contained in a Proposal signed by not less than five per cent (5%) of the Members entitled to vote at the meeting at which the Proposal is to be presented; and
- (c) the persons whose names are nominated by written notice received by the Secretary at least fourteen (14) days prior to the date of the Meeting of Members at which the election of Directors is held which meets nomination requirements prescribed by the Board.

#### 6.14 **Directors Acclaimed and Election Procedures**

Where the number of candidates in any election of Directors is equal to the number of offices to be filled, the chair of the meeting shall declare such candidates elected. If the number of candidates is greater than the number of offices to be filled, the election shall be conducted pursuant to section 5.22.

#### 6.15 **Nomination on Requirements and Forms**

The Board may prescribe the form for nominating a Director and the requirements for a valid nomination and the form of a ballot.

### **ARTICLE 7 MEETINGS OF DIRECTORS**

#### 7.1 **Place of Meetings**

Meetings of the Board may be held at the head office of the Corporation or at any other place within Canada, as the Board may determine.

#### 7.2 **Calling of Meetings**

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, the Corporate Secretary, or any two (2) Directors at any time.

#### **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 14 to every Director not less than twenty-four (24) hours before the time the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

#### 7.3 **Waiving Notice**

A Director may waive notice of a Board Meeting, and attendance of a Director at a Board Meeting is a waiver of notice of the meeting, except if the Director attends a Board Meeting for the express purpose of objecting to the transaction of any business on the

grounds that the meeting is not lawfully called.

7.4 **First Meeting of New Board**

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

7.5 **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 of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular Meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the Meeting.

7.6 **Quorum**

A quorum at a meeting of the Board shall be a majority of the number of Directors determined in accordance with section 6.2. For the purpose of determining quorum, a Director may be present in person, or, if authorized under these By-laws, by teleconference and/or by other electronic means.

7.7 **Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during a meeting of the Board. A Director participating in a meeting of the Board by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

7.8 **No Alternate Directors**

No person shall act for an absent Director at a meeting of the Board.

7.9 **Chairperson of the Meeting**

The chairperson of a meeting of the Board shall be the Chair of the Board, or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.10 **Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question

shall be decided by a majority of the votes cast on the question.

7.11 **Dissent at Meeting**

Subject to the Act, a Director who is present at a meeting of the Board or of a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting;
- (b) the Director provides a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or personal delivery to the registered office of the Corporation immediately after the meeting is adjourned.

A Director who votes for or consents to a resolution cannot dissent to the same resolution.

7.12 **Dissent of Absent Director**

A Director who was not present at a meeting of the Board at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or personal delivery to the registered office of the Corporation.

7.13 **Resolutions in Writing**

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

7.14 **Persons Entitled to be Present**

The only persons entitled to be present at a meeting of the Board shall be the Directors and such other persons who are entitled or required under any provision of the Act, Articles or these By-laws 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 Directors.

**ARTICLE 8**  
**COMMITTEE AND ADVISORY BOARDS**

**8.1 Committees**

In addition to the committees described in this Article, the Board may from time to time appoint any other committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and terms as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee or other advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its own procedure.

**8.2 Standing Committees**

There shall be a Nominating Committee and an Audit and Risk Committee, and there may be such other standing committees with such purposes as the Board may determine from time to time by resolution.

**8.3 Ad Hoc Committees**

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- (a) the delivery of its report;
- (b) the completion of its assigned task;
- (c) a change in the membership of the Board by which it was constituted; or
- (d) a resolution to that effect of the Board by which it was constituted, whichever first occurs.

**8.4 Nominating Committee**

The Nominating Committee shall:

- (a) prepare a slate of candidates for any vacant positions on the Board for an election to be held at the Annual Meeting; and
- (b) make recommendations to the Board of names of persons to fill vacancies on the Board.

**8.5 Audit and Risk Committee**

The Audit and Risk Committee shall:

- (a) annually review and present the financial statements of the Corporation; and

- (b) make recommendations to the Board regarding the financial statements of the Corporation, the reports and activities of the auditor, if any, and any concerns arising from its activities.

#### 8.6 **Rules Governing Committees**

- (a) Except as otherwise provided in these By-laws, all committees are subject to the following rules:
  - (i) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference or as requested the Board; and
  - (ii) Each Committee will be responsible for following the pertinent Committee's Terms of Reference.

### **ARTICLE 9 OFFICERS**

#### 9.1 **Appointment**

The Board may designate the offices of the Corporation, appoint persons of full capacity as Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director. Two or more offices may be held by the same person.

#### 9.2 **Description of Offices**

The Board may designate the following, additional or alternative offices of the Corporation, and persons appointed to these offices shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (c) **President**- If appointed, the President shall also act as the Chief Executive Officer. The President & CEO of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation. The President & CEO shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President & CEO shall be an officer and employee of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President & CEO requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

9.3 **Term of Office**

Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. There is no maximum number of terms for Officers, save and except the President & CEO who shall hold office at the discretion of the Board.

9.4 **Removing Officers**

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

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Director (if applicable); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

9.5 **Remuneration of Officers**

The remuneration of any Officers appointed by the Board shall be determined in accordance with Article 11.

**ARTICLE 10  
CONFLICTS OF INTEREST**

10.1 **Disclosure of Interest**

Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of a Board Meeting, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (a) is a party to the contract or transaction;



- (b) is a director or 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.

#### 10.2 **Declaration of Interest**

In addition to the disclosure made under section 10.1 to satisfy the Act, any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in section 10.1 above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

#### 10.3 **Officer's Conflict of Interest**

- (a) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and sections 10.1, and 10.2.
- (b) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

#### 10.4 **Material Interest**

In this Article, "material" shall mean that the Director or Officer, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

#### 10.5 **Procedure Where Disclosure**

The chair of Board Meetings shall request any Director who has made a disclosure referred to in sections 10.1, and 10.2 to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not attempt to influence the Board's decision or vote on any resolution to approve such contract except as provided by the Act.

#### 10.6 **Consequences of Contravention**

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Article or the Act, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of an ordinary resolution of the Board to that effect.

**ARTICLE 11**  
**LIABILITY OF DIRECTORS AND OFFICERS**

**11.1 Duties of Directors and Officers**

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

**11.2 Directors and Officers Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

**11.3 Indemnity of Directors and Officers**

Subject to the Act, the Corporation may 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 in a similar capacity of another entity, and such person'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 by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if:

- (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 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 their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

#### 11.4 **Pre-Indemnity Considerations**

Before giving approval to the indemnities provided in section 11.3 herein, or purchasing insurance provided in section 11.5 herein, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether it advances the administration and management of the property of the Corporation to give the indemnity or purchase the insurance; and
- (e) the Board's efforts to reduce risk by formulating and following Written Policies.

#### 11.5 **Insurance**

- (a) Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 11.3 as the Board may determine from time to time against any liability incurred by the individual:
  - (i) in the individual's capacity as a Director or an Officer of the Corporation; or
  - (ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

- (b) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

#### 11.6 **Cooperation**

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

#### 11.7 **Advances**

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to these By-laws, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

### **ARTICLE 12 OPERATIONAL AND FINANCIAL MATTERS**

#### 12.1 **Execution of Documents**

Documents requiring execution by the Corporation may be signed by any of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

#### 12.2 **Financial Year Determined**

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may from time to time by resolution determine.

#### 12.3 **Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any person as the Board may from time to time designate, direct or authorize.

#### 12.4 **Deposit of Securities**

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the

written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 12.5 **Borrowing**

- (a) Subject to the limitations set out in the Act, the Articles and these By-laws, the Board may:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
  - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- (b) From time to time, the Board may authorize any Director or Officer to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

## **ARTICLE 13 PUBLIC ACCOUNTANT**

### 13.1 **Public Accountant**

Subject to the following, the Members shall, by Ordinary Resolution at each Annual Meeting, appoint a Public Accountant to hold office until the next following Annual Meeting in accordance with the Act.

The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

### 13.2 **Review of Financial Statements**

If the Corporation meets the requirements for a “designated corporation” under the Act and if a Public Accountant is appointed by the Members, the Public Accountant must conduct a review engagement of the Corporation’s financial statements. However, the Members may, by an Ordinary Resolution, require an audit be conducted instead.

If the Corporation does not meet the requirements for a “designated corporation” under the Act and if a Public Accountant is appointed by the Members, the Public Accountant

must conduct an audit of the Corporation's financial statements. However, if the Corporation's gross annual revenues for its last completed financial year are equal to or less than \$250,000, the Members may by a Special Resolution, require a review engagement be conducted instead.

**13.3 Vacancy in the Office of Public Accountant**

The Board may fill any casual vacancy in the office of Public Accountant, but while the vacancy continues the last appointed Public Accountant, if any, may act.

**13.4 Removal of Public Accountant**

The Members, by Special Resolution, may remove any Public Accountant before the expiration of the term of office of the Public Accountant, and shall by Ordinary Resolution appoint another Public Accountant for the remainder of the term.

**ARTICLE 14  
NOTICES**

**14.1 Method of Giving Notices**

Any notice (including any communication or document) to be given, sent, delivered or served, pursuant to the Act, the Regulations, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a Committee, or the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Industry Canada;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or registered mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act and section 14.6 of these By-laws.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or member of a Committee in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to these By-laws

shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

14.2 **Computation of Dates**

In computing the date when notice must be given under any provision of these By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included but the date of the meeting or event is included.

14.3 **Undelivered Notices**

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

14.4 **Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee or the Public Accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at that meeting.

14.5 **Waiver of Notice**

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

14.6 **Provision of Documents in Electronic Form**

Any requirement under the Act or these By-laws to provide a Member, Director, Officer, member of a Committee or Public Accountant with information may be satisfied by the provision of an electronic document, provided that:

- (a) the addressee has consented in the manner prescribed by the Regulations, if any, and has designated an information system for the receipt of electronic documents; and
- (b) either the electronic document is provided to the designated information system or any other action prescribed by the Regulations is taken.

An addressee may revoke the consent in any manner prescribed by the Regulations. Nothing in this Article 14 shall require anyone to create or otherwise provide an electronic document.

**14.7 Where Documents to be Created in Writing**

Where the Act or these By-laws expressly require that a notice, document or other information be either provided or created in writing, such requirement shall be satisfied by the provision or creation of an electronic document, provided that, in addition to the conditions set out in section 14.6, the information in the electronic document is accessible by the addressee and capable of being retained by the addressee so as to be usable for subsequent reference, and complies with any other requirement of the Regulations. However, any requirement under the Act or the Regulations for the provision of a document only by registered mail cannot be satisfied by an electronic document.

**ARTICLE 15**

**BY-LAW AND ARTICLES OF INCORPORATION AMENDMENTS**

**15.1 By-laws and Effective Date**

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-laws, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-laws, 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-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

**15.2 Amendment**

Subject to the Act, no amendment to this Article 15 or to any other provision within these By-Laws which affects the conditions described in the Act shall be considered in force until the same has been approved by Special Resolution.



15.3 Amendment of Articles

The Articles of the Corporation may only be amended by a Special Resolution of the Board at a Board Meeting called for that purpose and later sanctioned by a Special Resolution of the Members.

**ENACTED** by the Directors as the By-laws of Cybera Inc. this 17<sup>th</sup> day of October 2013.

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Peter Singendonk  
Chair of the Board

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Missy Venaas  
Secretary

**CONFIRMED** by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the 27th day of November 2013.

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Peter Singendonk  
Chair of the Board

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Missy Venaas  
Secretary

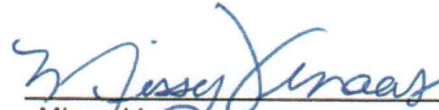
*Copy of the signed and fully approved By-Laws provided to the Ministry of Industry on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_. (required to be deposited within one year of approval).*

15.3 **Amendment of Articles**


The Articles of the Corporation may only be amended by a Special Resolution of the Board at a Board Meeting called for that purpose and later sanctioned by a Special Resolution of the Members.

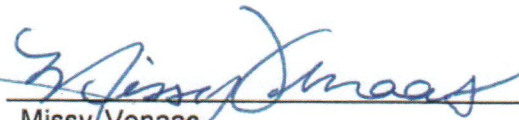
**ENACTED** by the Directors as the By-laws of Cybera Inc. this 17<sup>th</sup> day of October 2013.

  
\_\_\_\_\_  
Peter Singendonk  
Chair of the Board

  
\_\_\_\_\_  
Missy Venaas  
Secretary

**CONFIRMED** by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the 27th day of November 2013.

  
\_\_\_\_\_  
Peter Singendonk  
Chair of the Board

  
\_\_\_\_\_  
Missy Venaas  
Secretary

Copy of the signed and fully approved By-Laws provided to the Ministry of Industry on the 4<sup>th</sup> day of March, 2014. (required to be deposited within one year of approval).