



BY-LAW NO. 1

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

Optometry Examining Board of Canada - Bureau des examinateurs en optométrie du Canada

(the “Corporation”)

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

SECTION 1 — GENERAL

1.01 Definitions

In this By-law and all other By-laws 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) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “Board” means the board of Directors of the Corporation;
- d) “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;
- e) “Declared Incapable” means that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or is declared to be incapable by any court in a jurisdiction outside Canada;
- 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) “Optometric Regulatory Authority” means the provincial or territorial body responsible for the professional regulation of optometrists, as established by provincial or territorial statute.
- i) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) “Public Accountant” means the public accountant appointed for the corporation under paragraph 127(1) or subsection 181 (1) or 186 (1) or who fills a vacancy under subsection 184 (2) or 15 (1) of the Act.
- k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- l) “Special Meeting of Members” includes a meeting of all members entitled to vote at an annual meeting of members; and
- m) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.03 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.

1.04 Financial Year End

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

1.05 Annual Financial Statements

Annual audited financial statements will be made available or sent to members not less than 21 days before the annual general meeting of the members. The Corporation may, instead of sending copies of the annual audited financial statements to the members, publish a notice to its members stating that the annual audited financial statements and documents provided in subsection 172(1) are available and any member may, on request, obtain a copy free of charge at the registered office, by prepaid mail or by email.

SECTION 2 — MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to an Optometric Regulatory Authority in Canada interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board. Each member so accepted shall appoint a designated person to represent it. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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 the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

2.03 Absentee Voting

A member entitled to vote at a Meeting of Members may vote by proxy. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific Meeting of Members in the manner and to the extent authorized by the proxy.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of Members.

2.04 Transfer of Membership

A membership may not be transferred.

SECTION 3 — MEMBERSHIP TERMINATION AND DISCIPLINE

3.01 Termination of Membership

A membership in the Corporation is terminated when:

- a) in the case of a member that is the Optometric Regulatory Authority in its jurisdiction, ceases to be the Optometric Regulatory Authority in its jurisdiction, for whatever reason;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these By-laws;
- c) the member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.04 of these By-laws or is otherwise terminated in accordance with the Articles or By-laws;
- e) the Corporation is liquidated or dissolved under the Act.

3.02 Effect of Termination

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

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

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 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 from membership in the Corporation, the Chair 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 Chair, 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 by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

3.04 Revocation of Membership

Any member may be expelled from the Corporation by Special Resolution of the Board.

SECTION 4 — MEETINGS OF MEMBERS

4.01 Chair of the Meeting

The Chair of the Board will chair any Meeting of the Members. In the event the Chair is unable to chair a Meeting of the Members, the Board shall designate another member of the Board to chair the Meeting of the Members.

4.02 Quorum

A quorum at any meeting of the members shall be two-thirds (2/3) of the 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 meeting even if a quorum is not present throughout the meeting.

4.03 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. Voting may be either by a show of hands, on a ballot, or on the results of electronic voting. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to have failed.

4.04 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the Chief Executive Officer and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.05 Calling the Meeting of Members

Directors shall call an annual meeting of members not later than nine months after the end of the corporation's preceding financial year.

SECTION 5 — DIRECTORS

5.01 Number of Directors

Subject to the Articles, the Board shall fix the number of Directors from time to time by Ordinary Resolution. As per the Articles, the Board shall consist of no fewer than three and no more than twelve Directors. The majority of Directors shall be registered optometrists in good standing.

5.02 Election of Directors

Subject to the Articles, the members will elect the Directors at each annual general meeting of the members at which an election of Directors is required. The form of election shall be held in the manner determined by the Board from time to time.

5.03 Term of Office of Directors

Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election.

5.04 Board Renewal

It is recommended that a member not nominate an individual for election as a Director for a fourth consecutive three-year term.

5.05 Remuneration of Directors

The Directors may fix a reasonable remuneration for the Directors of the Corporation.

5.06 Eligibility

A Director must:

- a) be 18 years of age or older;
- b) not be Declared Incapable;
- c) not be an undischarged bankrupt;
- d) be nominated by a member; and
- e) live in the province of the nominating member.

5.07 Consent to Serve

An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the election took place but:
 - (i) consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or
 - (ii) has acted as a Director after the election.

5.08 Resignation of a Director

Any Director who wishes to resign from the Board prior to the expiry of their term of office shall deliver a written resignation to the Chief Executive Officer and such resignation shall be effective from the time specified therein, or if no such date is so specified, from the date of receipt of such written resignation by the Chief Executive Officer.

5.09 Conflict of Interest

Directors shall act honestly, in good faith, leaving aside personal interest to advance the best interests of the Corporation. As such, Directors are required to take steps to ensure that conflicts of interest are avoided and that any conflicts of interest to which they may be unavoidably subjected to are disclosed and appropriately managed in accordance with Board policies, and that any such conflicts do not affect, or reasonably appear to affect, a decision taken by the Board.

5.10 Vacancy in Office

Subject to subsections 132 (4) and (5) of the Act, the Board, by Ordinary Resolution, may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles or a failure to elect the number or minimum number of Directors provided for in the articles. A Director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

5.11 Removal of a Director

A Director shall be removed from office:

- a) if they fail to maintain all the requirements in Section 5.06 Eligibility;
- b) by an ordinary resolution of members;
- c) by a special resolution of members in writing or at a Meeting of Members.

SECTION 6 — MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board or any three (3) Directors at any time. If the Board has fewer than three (3) Directors, the remaining Directors may call and constitute a meeting of the Board at any time.

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 Section 11.01 of this By-law to every Director of the Corporation not less than seven (7) 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote and the question shall be deemed to have failed.

6.04 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee 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 of Directors.

SECTION 7 — OFFICERS

7.01 Appointment of Officers

The Board may designate the offices of the Corporation, appoint 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.

7.02 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The Chair of the Board shall be a Director and preside over all meetings of the Board of Directors and members. In the absence of the Chair, and Vice Chair, at a meeting of the Board of Directors, the Board shall determine who will chair the meeting. The Chair of the Board shall perform all such other powers and duties as prescribed by the Board from time to time.
- b) Vice Chair of the Board – The Vice Chair, if one is appointed, shall be a Director and will assume the responsibilities of the Chair in the event the Chair is unavailable or unable to fulfill his duties. The Vice Chair of the Board shall perform all such other powers and duties as prescribed by the Board from time to time.
- c) Chief Executive Officer – The Chief Executive Officer shall have general supervision of the affairs of the Corporation and shall act as Secretary of the Corporation.

As such, the Chief Executive Officer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; shall give, or cause to be given, as and when instructed, notices to members, Directors, the Public Accountant and members of committees; and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Chief Executive Officer shall perform all such other powers and duties as prescribed by the Board from time to time.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board 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.

7.03 Term of Office

The Board, in its discretion, may remove any Officer, except the Chief Executive Officer, without prejudice to such Officer's rights under any employment contract or at law. Otherwise, each Officer appointed by the Board shall hold office until the earliest of:

- a) the appointment of such Officer's successor;
- b) such Officer's resignation;
- c) such Officer's ceasing to be a Director (if a necessary qualification for being a Director); or
- d) such Officer's death.

Notwithstanding the provisions in this Section 7.03, no Officer, other than the Chief Executive Officer or in the case of the Secretary, if the Secretary is also the Chief Executive Officer, shall hold office as an Officer for longer than three years as one Officer and eight consecutive years as an Officer. Following an absence from serving as an Officer of one year or more, an individual who had previously served as an Officer for eight or more consecutive years shall again be eligible to serve as an Officer.

SECTION 8 — PROTECTION OF DIRECTORS AND OFFICERS

8.01 Limitation of Liability

Every Director and Officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and

skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

8.02 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:

- a) 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, had reasonable grounds for believing that the individual's conduct was lawful.

8.03 Advance of Costs

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.02. The individual shall repay the money if the individual does not fulfil the conditions of Sections 8.02(a) and 8.02(b).

8.04 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 8.02 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation, or 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.

8.05 Indemnities Not Limiting

The provisions of this Section 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

SECTION 9 — BANKING

9.01 Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Corporation's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Corporation;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

9.02 Deposit and Transfer 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 or transferred, 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.

SECTION 10 — EXECUTION OF DOCUMENTS

10.01 Execution of Documents

The Board shall designate, by resolution, the Officer and Directors who shall be entitled to execute documents on behalf of the Corporation.

SECTION 11 — NOTICES

11.01 Method of Giving Notices

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 Board or to 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 sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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.

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 of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law 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.

11.02 Invalidity of any provisions of this By-law

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.

11.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board 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.

SECTION 12 — EFFECTIVE DATE

12.01 Effective Date

Unless the Act, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the members at or before the next annual meeting or if it is so presented but rejected by the members entitled to vote thereon. If a By-law, amendment or 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 entitled to vote thereon.

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.

12.02 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

CERTIFIED to be By-Law No. 1 of the Corporation, as passed by the Directors of the Corporation by resolution on the 5th day of December, 2019 and confirmed as amended by the members of the Corporation by special resolution on the following dates:

- the 6th day of March, 2020
- the 28th day of March, 2022
- the 28th day of January, 2023

Dated as of the 28th day of January, 2023.



Dr. Justin Boulay