

BY-LAW NO. 1

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

LABRADOR INNU ROUND TABLE SECRETARIAT INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of LABRADOR INNU ROUND TABLE SECRETARIAT INC. (hereinafter called the “**Corporation**”) as follows:

DEFINITIONS

1. In this by-law, unless it is specifically provided otherwise:

- (a) “**Act**” means the *Corporations Act* (Newfoundland and Labrador) or any successor legislation thereto;
- (b) “**Board**” means the Board of Directors of Labrador Innu Round Table Secretariat Inc.
- (c) “**Chief and Council**” means the chief and council of either the Sheshatshiu Innu First Nation or the Mushuau Innu First Nation, as applicable
- (d) “**Corporation**” means Labrador Innu Round Table Secretariat Inc., a corporation incorporated pursuant to the Act;
- (e) “**Director**” means an individual of the Board of Directors of the Corporation;
- (f) “**First Nation**” means Mushuau Innu First Nation or Sheshatshiu Innu First Nation, as applicable;
- (g) “**General Meeting**” means a general meeting of the Members of the Corporation;
- (h) “**Immediate Family Member**” means a person’s spouse, sibling, parent, grandparent or child, including adoptive parents, grandparents or children, parent-in-law, child-in-law, step-child, step-parent, or sibling-in-law.
- (i) “**Innu Nation**” means the corporate body incorporated under the laws of Canada as Innu Nation, and any legal successors to Innu Nation.
- (j) “**Member**” means collectively, the “Regular Members” and “Community Members”, each as described in paragraphs 5 and 7, respectively;
- (k) “**Special Meeting**” means a meeting of the Members of the Corporation other than a general meeting of the Members.

HEAD OFFICE

2. The head office of the Corporation shall be in Sheshatshiu, in the Province of Newfoundland and Labrador, and at such place therein as the Directors may from time to time determine.

SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MEMBERSHIP IN THE CORPORATION

4. There shall be two classes of membership in the Corporation, namely regular membership and community membership.
5. The regular members shall be the Mushuau Innu First Nation and the Sheshatshiu Innu First Nation (each a "**Regular Member**" or a "**First Nation**"). Regular Members need not pay any membership fee.
6. The Chief and Council of each First Nation shall each appoint 3 persons to represent the First Nation at any meeting of the members. These representatives may not be Directors of the Corporation. The appointment of the Regular Members' representatives shall be made by a Band Council Resolution and delivered on or before the meeting of the members, and a signed Band Council Resolution shall be evidence of the appointment.
7. Community membership in the Corporation shall be restricted to individuals nineteen (19) years or older who are ordinarily resident in Natuashish or Sheshatshiu, Labrador and who are members of the First Nations or eligible to be members of Mushuau Innu First Nation or Sheshatshiu Innu First Nation "(Community Members)". Community Members need not pay any membership fee.
8. Except where these by-laws state otherwise, all Members are entitled to be given notice of and attend all meetings of Members.
9. Regular Members' appointed representatives shall have one vote on each question arising at any Special or General meeting of Members. Community Members are not entitled to vote at any meeting of Members.
10. Community Members may withdraw or resign their membership in the Corporation at any time by giving notice to that effect to any officer of the Corporation.

MEETINGS OF MEMBERS

11. The annual or any other General Meeting of the Members shall be held at the head office of the Corporation or elsewhere in Canada as the Board may determine and on a date that the Board determines.

12. Thirty Days (30) days' notice of a meeting of the Members must be given to each Regular Member. The Members may transact any business, either Special or General, at such meeting.
13. Community Members shall be deemed to have been given notice of a General or Special Meeting of the Members where a written notice of the Meeting has been posted at the Band Council office of each First Nation at least thirty (30) days in advance of the meeting and by posting it on the website of the Corporation at least thirty (30) days in advance of the meeting.
14. If there is an error or omission in the notice given to the Community Members, it does not invalidate the meeting of the Members. The Regular Member may also waive notice of the meeting by vote of its representatives at the meeting.
15. A quorum of the meeting of the Members shall be 2/3 of the Regular Members' appointed so long as there are at least 2 Regular Members' appointed representatives present from each First Nation.
16. Meetings of the Members may be held by electronic means, including videoconference, so long as each Regular Members' appointed representatives can participate and cast a vote, and so long as there is provision for Community Members to hear the meeting in a public place in or around the First Nation.
17. At every annual General Meeting, the following business must be transacted by the Members:
 - (a) the report of the Directors must be given to the Members;
 - (b) the financial statement and the report of the auditors shall be presented to all the Members;
 - (c) The Board of Directors shall be appointed;
 - (d) Auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed.
18. Other business may be transacted at an annual General Meeting of the Members.
19. At the annual General Meeting of the members, the Regular Members may waive notice of either Special or General business, and where notice is waived, may consider and transact any business either Special or General. The Board or the Chair shall have power to call a General or Special Meeting of the Members. A General or Special Meeting of the Members may also be called on requisition of one of the Regular Members, by the Regular Member submitting a Band Council Resolution to the Corporation's office, after which the Chair must call the meeting and hold such meeting within forty-five (45) days.
20. At all meetings of Members every question shall be decided by a majority vote of the Regular Members' appointed representatives present in person unless otherwise required by the by-laws of the Corporation or by the *Act*.

21. Every question at the meetings of the Members shall be decided in the first instance by a show of hands unless a poll is demanded by any of the Regular Member's appointed representatives. Upon a show of hands, every Regular Member's appointed representative having voting rights shall have one vote, and unless a poll is demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be majority of votes given by the Regular Members' appointed representatives present, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question.

BOARD OF DIRECTORS

22. At the conclusion of the meeting of the first directors where this by-law is passed by the first directors of the Corporation, the Directors of the corporation shall be the Elected Chief of the Mushuau Innu First Nation, the Elected Chief of the Sheshatshiu Innu First Nation, and the Elected Vice President (also known as the Deputy Grand Chief) of Innu Nation, all of whom shall be Directors by virtue of their offices.
23. Within one year of the date of the first Directors' acceptance of these by-laws, the property and business of the corporation shall be managed by a Board of no fewer than three (3) and no more than five (5) individuals. Directors shall be at least 19 years of age and have the power, under law, to contract, are not bankrupt and are of sound mind. The composition of the Board of Directors within one year of the Date of the first Directors' acceptance of these by-laws shall be as follows:
- (a) The Elected Chief of the Mushuau Innu First Nation, who shall be a director by virtue of his or her office so long as he or she holds that office, subject to this By-Law
 - (b) The Elected Chief of the Sheshatshiu Innu First Nation, who shall be a director by virtue of his or her office so long as he or she holds that office, subject to this By-Law.
 - (c) The Elected Vice-President (also known as Deputy Grand Chief) of the Innu Nation or its successor, who shall be a director by virtue of his or her office so long as he or she holds that office, subject to this By-Law.
 - (d) One Director selected by the Chief and Council of the Mushuau Innu First Nation (the "MIFN-Appointed Director"). The appointment of a Director shall be made annually by Band Council Resolution of the Chief and Council of Mushuau Innu First Nation. Such director must be a member of the Mushuau Innu First Nation and must meet all other requirements of Directors. The term of the MIFN-Appointed Director shall be one year subject to this By-Law, and no MIFN-Appointed Director may serve more than five consecutive one-year terms.
 - (e) One Director selected by the Chief and Council of the Sheshatshiu Innu First Nation (the "SIFN-Appointed Director"). The appointment of a Director shall be

made annually by Band Council Resolution of the Chief and Council of Sheshatshiu Innu First Nation. Such Director must be a member of the Sheshatshiu Innu First Nation and must meet all other requirements of Directors. The term of the SIFN-Appointed Director shall be one year subject to this By-Law, and no SIFN-Appointed Director may serve more than five consecutive one-year terms.

24. A majority of Directors in office shall constitute a quorum at any meeting of the Board of Directors, so long as there is at least one Director present who represents each First Nation.
25. Subject to this by-law, a SIFN-Appointed Director or a MIFN-Appointed Director whose term has expired and who has not been reappointed shall remain in office until the dissolution or adjournment of the meeting at which the Director's successor is appointed, unless the office of that Director has been vacated pursuant to paragraph 26 or 28.
26. The office of Director held by the MIFN Chief, the SIFN Chief, or the Innu Nation Deputy Grand Chief (who hold office by virtue of paragraph 23(a)-(c) respectively) shall be vacated upon:
 - (a) the Director resigning the office by delivering a written resignation to the secretary of the Corporation;
 - (b) the Director being found by a court to be of unsound mind,
 - (c) the Director is declared bankrupt,
 - (d) the death of a Director, or
 - (e) the Director losing their political office by virtue of an election;
27. If, because of the operation of paragraph 26 there is a vacancy for a Director who is the MIFN Chief, the SIFN Chief, or the Deputy Grand Chief of Innu Nation, then the vacancy shall be filled for the balance of the term of the departing Director as follows:
 - (a) For a vacancy created in the office of the MIFN Chief:
 - (i) If the vacancy is created by an election of a new Chief, then the newly elected Chief shall who shall be a director by virtue of his office;
 - (ii) If the vacancy is created by any other reason in paragraph 26, the Mushuau Innu First Nation shall be entitled to appoint a new Director by Band Council Resolution for the balance of the term of the departing Director. The Director appointed must be an elected member of the Chief and Council of Mushuau Innu First Nation.
 - (b) For a vacancy created in the office of the SIFN Chief:

- (i) If the vacancy is created by an election of a new Chief, then the newly elected Chief shall be appointed as Director who shall be a director by virtue of his office;
 - (ii) If the vacancy is created by any other reason in paragraph 26, the Sheshatshiu Innu First Nation shall be entitled to appoint a new Director by Band Council Resolution for the balance of the term of the departing Director. The Director appointed must be an elected member of the Chief and Council of Mushuau Innu First Nation.
 - (c) For a vacancy created in the office of the Deputy Grand Chief of Innu Nation:
 - (i) If the vacancy is created by an election of a new Deputy Grand Chief, then the newly elected Deputy Grand Chief shall be appointed as Director;
 - (ii) If the vacancy is created by any other reason in paragraph 26, the Innu Nation shall be entitled to appoint a new Director by resolution of the Board of Directors of Innu Nation, for the balance of the term of the departing Director. The Director appointed must be an elected member of the Board of Directors of Innu Nation.
28. The office of a MIFN-Appointed Director or a SIFN-Appointed Director shall be vacated upon:
- (a) the Director resigning the office by delivering a written resignation to the secretary of the Corporation;
 - (b) the receipt by the Corporation of written notice that the First Nation who appointed the Director wishes to remove that Director;
 - (c) the resolution of the Board if the Director has been absent, without reasonable cause and notice from three consecutive meetings of the Board;
 - (d) the Director being found by a court to be of unsound mind,
 - (e) the Director is declared bankrupt, or
 - (f) the death of a Director;
29. If the operation of paragraph 28 results in a vacancy for a MIFN-Appointed Director or a SIFN-Appointed Director then the vacancy shall be filled, for the balance of the term of the departing Director, as follows:
- (a) For a MIFN-Appointed Director, the vacancy shall be filled by making an appointment by Band Council Resolution of the Chief and Council of Sheshatshiu Innu First Nation, and the appointed Director must be a member of Mushuau Innu First Nation and must meet all other requirements of Directors.

- (b) For a SIFN-Appointed Director, the vacancy shall be filled by making an appointment by Band Council Resolution of the Chief and Council of Sheshatshiu Innu First Nation, and the appointed Director must be a member of Sheshatshiu Innu First Nation and must meet all other requirements of Directors.

- 30. Directors may not be removed except in accordance with this by-law or any other by-law of the Corporation providing for removal of Directors.

BOARD MEETINGS

- 31. Within one (1) year of incorporation, the Board of Directors shall enact a policy to govern the procedure of meetings of the Board of Directors ("Board Meetings"), and the policy shall be posted on the website of the Corporation.
- 32. There shall be at least four (4) Board Meetings per year.
- 33. A quorum of the Board shall be a majority of Directors in office, however there must be at least one Director present from each of the First Nations.
- 34. If a quorum of Directors is present at the commencement of a Board meeting, quorum shall not be lost if a Director or Directors departs the meeting or recuses him or herself from a decision.
- 35. Except as otherwise required by law, the Board may hold its Board meetings at such place or places as it may from time to time determine. Board members shall all be notified by mail, e-mail, or facsimile at least two (2) days' in advance.
- 36. Notice of Board meetings shall also be posted on the website of the Corporation, and Members are entitled to attend Board meetings, subject to the Board meeting procedure policy.
- 37. If all the Directors are present at a Board meeting, or if Directors who are absent consent, then no formal notice of the Board meeting is necessary.
- 38. Board Meetings may be held with one or more of the Directors participating by telephone conference, videoconference, or other electronic means which permits their participation in the meeting.
- 39. Board meetings may be formally called by the Chair, or by the Secretary on direction of the Chair, or by the Secretary on direction in writing of two Directors.
- 40. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. If the Board appoints a regular time and date for Board meetings, then no notice needs to be sent.
- 41. A Board Meeting may also be held, without notice, immediately following the annual General Meeting of the Corporation.

42. The Directors may consider or transact any business, either special or general, at any Board meeting.

ERRORS IN NOTICE TO BOARD OF DIRECTORS

43. If there is an error or omission in giving notice of a Board meeting, it shall not make the meeting invalid, and it shall not make the decisions made at the meeting invalid. A Director may waive notice of a Board meeting, and can approve any proceedings that occurred at a Board meeting.

VOTING, BOARD OF DIRECTORS

44. At Board meetings, all votes will be taken by a show of hands and the results recorded in the minutes of the Board Meeting. If any Director requests, the vote may be taken by ballot. If the Chair declares that a Board resolution has passed, and that decision is recorded in the minutes, then that entry in the minutes can be used as evidence and prima facie proof that the resolution was made and the results of the vote.

CONFLICT OF INTEREST

45. A director or officer of the Corporation who,
- (a) is, a party to a contract or transaction or proposed contract or transaction with the Corporation;
 - (b) has an Immediate Family Member who is a party to a contract or transaction or proposed contract or transaction with the Corporation
 - (c) is, a director or an officer of, or has an interest in, any for-profit corporation or entity who is a party to a contract or transaction or proposed contract or transaction with the Corporation, or
- has an Immediate Family Member who is a director or an officer of, or has an interest in, any for-profit corporation or entity who is a party to a contract or transaction or proposed contract or transaction with the Corporation shall disclose the nature and extent of his or her interest to the Chair.
46. A Director must disclose a conflict of interest immediately on becoming aware of it.
47. A Director who has a conflict of interest shall not participate in discussion on, be present at the discussion of, or vote on, the decision.
48. The minutes of the meeting where the decision was taken where a Director recused himself pursuant to paragraph 47 shall reflect the recusal.
49. A Director must not participate in any decision-making regarding the employment or personnel situation of his or her Immediate Family Member.

POWERS OF THE BOARD OF DIRECTORS

50. The Board of Directors of the Corporation may administer the affairs of the corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and to.
51. Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

52. The Directors shall receive fair and reasonable remuneration of \$2500.00 per meeting of the Directors, in addition to the reasonable and substantiated expenses incurred in the performance of the duties of that Director.

OFFICERS OF CORPORATION

53. There shall be a Chair, a Secretary and a Treasurer, and the Directors may appoint a Vice-Chair. The position of Secretary and Treasurer may be shared by one person.
54. There must be at least two (2) officers of the Corporation at all times. All officers of the Corporation must be Directors.
55. The Executive Director of the Corporation shall assist the Officers of the Corporation to carry out their duties as directed.

DUTIES OF CHAIR

56. The Chair shall, when present, preside at all meetings of the Members of the Corporation and of the Board. The Chair shall be charged with the general management and supervision of the affairs and operations of the Corporation. The Chair with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and Membership certificates. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice Chair or any other Director that the Board appoints to act in the Chair's absence.
57. At all meetings of the Board the Chair shall not be entitled to vote except in the case of a tie.

DUTIES OF SECRETARY

58. The Secretary shall be the *ex officio* clerk of the Board. He or she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books

kept for that purpose. He or she shall ensure that all notices required to be given to Directors and Members are given. He or she shall be the custodian of the seal of the Corporation and of all books, papers, record, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board to do so and to such person or person as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board. At all meetings of the Board the Secretary shall be entitled to a vote with regard to every question.

DUTIES OF TREASURER

59. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. He or she shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board. At all meetings of the Board the Treasurer shall be entitled to a vote with regard to every question.

DUTIES OF OTHER OFFICERS

60. The 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.

EXECUTIVE COMMITTEE

61. The following governs the Executive Committee:
- (a) The Board may appoint an Executive Committee consisting of up to four members, including the Chair, Vice-Chair, Secretary and Treasurer of the Board. There must be at least a Chair, Secretary, and Treasurer. The Executive Director of the Corporation is a non-voting member of the Executive Committee, and shall give such advice and support to the Executive Committee as directed. Each Member of the Executive Committee shall serve only as long as such member holds one of the aforesaid officers of the Board.
 - (b) Between Board Meetings, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all of the powers of the Board and the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board;
 - (c) Subject to paragraph 61 (d), (e) and (f) and to any regulations imposed from time to time by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its members and it may fix its own rules of

procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action by it and such minutes shall be submitted to the Board at the next Board Meeting;

- (d) No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present;
- (e) Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Newfoundland and Labrador as specified in the notice call the meeting;
- (f) Meetings of the Executive Committee may be held by electronic means, so long as each member has the ability to participate and vote on matters.
- (g) Each Director shall be entitled to speak, but not to vote at any meeting of the Executive Committee at which he is present. However, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and his or her presence shall not be included for the purpose of calculating a quorum;
- (h) The Executive Committee may invite such other Directors, officers and employees of the Corporation as it may deem fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Corporation.
- (i) All questions arising at any meeting of the Executive Committee shall be decided by a majority vote of the members of the Executive Committee present at a properly constituted meeting.

EXECUTION OF DOCUMENTS

- 62. Deeds, transfer, licences, contracts and engagements on behalf of the Corporation shall be signed by two persons, as follows:
 - (a) any one of the Chair, Vice-Chair, Secretary or Treasurer, and,
 - (b) the Executive Director, or by any other person authorized by resolution of the Board, and the Secretary shall affix the seal of the Corporation to such instruments as require same.
- 63. Contracts in the ordinary course of the Corporation's operation and under a value of \$25,000 may be entered into on behalf of the Corporation by such senior staff person as designated by the Board of Directors.
- 64. Any two of the Chair, Secretary and Treasurer or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of

transfers, and may take, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

65. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

66. The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

FINANCIAL ACCOUNTABILITY AND TRANSPARENCY

67. The draft Audited Financial Statements and draft Auditors' report shall be made available to all Members at least fifteen (15) days prior to the annual General Meeting at the offices of the Corporation, and on the website of the Corporation.
68. The Board of Directors shall also present reports of the compensation of the Executive Director and Senior Management of the Corporation which includes honoraria and expenses incurred by such person at the annual General Meeting ("Compensation Reports").
69. The Compensation Reports shall also be posted on the Corporation's website at least fifteen (15) days prior to the annual General Meeting.
70. The minutes of any Board meeting, and all policies adopted by the Board of Directors shall be made available on the Corporation's website and in the offices of the Corporation.
71. Within one year of the adoption of this by-law, the Board of Directors shall adopt a financial policy, which may be amended from time to time and posted on the website of the Corporation.

ADJOURNMENTS

72. Any meetings of the Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

FINANCIAL YEAR

73. Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

CHEQUES

74. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by two persons:
- (a) Any of the Chair, Vice-Chair, Secretary, Treasurer, or by such officer or officers, agents or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and,
 - (b) The Executive Director of the Corporation,
 - (c) In the case of a cheque addressed to the Executive Director, any two of the Chair, Vice-Chair, Secretary, Treasurer, or by such officer or officers, agents or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
75. Any officer, or the Executive Director may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
76. No cheque shall be signed by any person to whom the cheque is addressed.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

77. The securities of the Corporation shall be deposited for safekeeping 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 by 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.

INDEMNITIES TO DIRECTORS

78. Subject to the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such 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 in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity from the provisions of this by-law.

NOTICE

79. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a Regular Member, Director, officer or auditor shall be given by regular mail at their recorded address, or given in person, or delivered by e-mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at 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 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. A Notice will be deemed delivered by e-mail where the notice is sent and Read Receipt requested and provided. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer or auditor in accordance with any information believed by him or her to be reliable.

BORROWING

80. The Board of Directors may from time to time:
- (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
81. From time to time the Board of Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of

the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

INSURANCE

82. Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefits of its Directors, officers and employees as such, as the Board may from time to time determine.

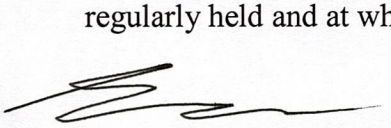
INTERPRETATION

83. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.


CORPORATIONS

84. These by-laws shall not be amended, added to, or changed in any way except by majority vote of a quorum of the Board of Directors. Such by-law amendments shall be in effect until the next special or annual General Meeting of the Members, and must be ratified by a majority of the Regular Members' appointed representatives at such meeting.

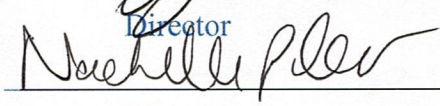
ENACTED as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 13th day of March, 2018.




Director



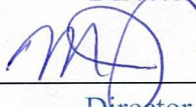
Director



Director

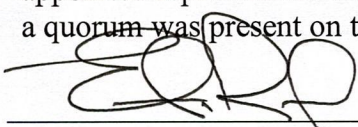


Director

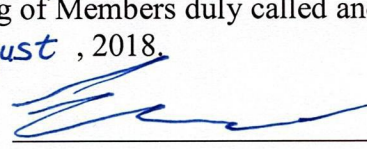


Director

The foregoing By-Law No. 1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by majority vote of the Regular Members' appointed representatives entitled to vote at a meeting of Members duly called and held at which a quorum was present on the 23rd day of August, 2018.



Chair



Secretary