



BYLAWS
of
THE UNITED CHURCH
DOWNTOWN MISSION of WINDSOR INC.

April 2024

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of
THE UNITED CHURCH
DOWNTOWN MISSION of WINDSOR INC.**

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- 14.01 Effective Date of Bylaws

This bylaw is enacted and adopted by the Corporation as follows:

SECTION 1: GENERAL

1.01 Terms Defined

- a) "Articles" refers to the articles of incorporation;
- b) "Board" means the Board of Directors of the Corporation;
- c) "Bylaw" includes this bylaw and all other bylaws of the Corporation as amended;
- d) "Chair" denotes the Chair of the Board;
- e) "Corporation" refers to The United Church Downtown Mission of Windsor Inc.;
- f) "Director" indicates an individual holding the position of Director of the Corporation;
- g) "General Council" means the General Council of The United Church of Canada;
- h) "Member" refers to a Member of the Corporation;
- i) "Officer" denotes an Officer of the Corporation;
- j) "Proxy" refers to an authorization by which a member appoints a proxy holder to attend and act on their behalf at a meeting of the members;
- k) "Supervising Council" means the Antler River Watershed Regional Council of The United Church of Canada, or its successor as identified in The Manual of The United Church of Canada unless specified otherwise.
- l) "Ex Officio Member" refers to a member of a body (board or committee) who is part of it by virtue of holding another office.

1.02 Interpretation

- 1. Singular words include the plural and vice versa.
- 2. Words referring to one gender include all genders.

1.03 Severability and Precedence

- 1. If any part of the bylaw is found to be invalid or unenforceable, the rest of the bylaw will still be valid and enforceable.
- 2. If any provisions in the bylaws conflict with those in the Articles of Incorporation or Ontario laws, the provisions in the Articles of Incorporation or Ontario laws will take precedence.

SECTION 2: BUSINESS OF THE CORPORATION

2.01 Head Office

- 1. The Corporation's head office will be located in the City of Windsor, in the Province of Ontario.
- 2. The exact location within the City of Windsor will be determined by the Board as needed.

2.02 Financial Year

- 1. The Corporation's financial year ends on December 31 of each year.
- 2. The Board may decide to change the financial year end to another date as needed.

2.03 Appointment and Responsibilities of an Executive Director

1. The Board appoints an Executive Director, who serves as the sole employee of the Board.
2. The Executive Director is responsible for efficiently conducting the Corporation's business in accordance with its policies and bylaws.
3. They oversee the Corporation's staff, their employment, supervision and dismissal, in line with its policies.
4. Additionally, they handle the financial and administrative duties of the Corporation and any other tasks assigned by the Board.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. Further, the Board may, from time to time, direct the way and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

2.05 Signing of Financial Documents

The Board shall designate, by resolution, the Officers and other persons authorized to act as signing Officers for the Corporation.

2.06 Banking

1. **Designation of Authorized Persons:** The Board shall designate Officers and other authorized individuals to conduct financial business with financial institutions on behalf of the Corporation.
2. **Powers Granted:** Authorized individuals have the power to:
 - a) Operate the Corporation's account with financial institutions.
 - b) Conduct various financial transactions, including signing, drawing, endorsing, and transferring cheques, promissory notes, drafts, and bills of exchange.
 - c) Issue receipts and orders related to Corporation property.
 - d) Execute agreements related to banking business, defining the rights and powers of involved parties.
 - e) Authorize financial institution officers to act on behalf of the Corporation to facilitate banking business.

2.7 Deposit of Securities

Securities owned by the Corporation will be kept safe by bankers, trust companies, or other financial institutions chosen by the Board. These securities can only be withdrawn with written approval from the Corporation, signed by authorized officers or agents determined by the Board. The selected institutions are protected when following the Board's instructions and are not liable for how the withdrawn securities or their proceeds are used.

2.08 Books and Records

The Board ensures that all necessary books and records of the Corporation, as required by the Corporation's bylaws or any applicable laws, are regularly and accurately maintained.

2.09 Borrowing

- a) Subject to the limitations set out in Ontario *Not-for Profit Corporations Act, 2010*, the Articles of Incorporation, and this by-law, the Board may:
- b) Borrow money on the credit of the Corporation;
- c) Issue, sell or pledge securities of the Corporation; or Charge, mortgage or 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 money borrowed, or other debt, or any other obligation or liability of the Corporation;
- d) The Board may authorize any director, officer, or employee of the Corporation or any other person 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 manage transact and settle the borrowing of money by the Corporation.

2.10 Financial Campaigns

The Board may organize fundraising campaigns to support the Corporation's operations.

SECTION 3: MEMBERS

Membership of the Corporation shall consist of such people who have expressed an interest in furthering the purposes of the Corporation and who have been accepted into membership by resolution of the Board. Such persons may be members/adherents of United Church communities of faith in the Windsor-Essex County area, community members of the Windsor-Essex County area, faith-based and service groups who support the purposes of the Corporation.

3.01 Membership / Membership Termination

Membership in the Corporation is non transferable and automatically ends if:

- a) The Member passes away or voluntarily resigns.
- b) The Member is expelled, or membership is terminated as per the Articles of Incorporation or bylaws.
- c) The Member's term of membership expires.
- d) The Corporation is liquidated or dissolved.

3.02 Disciplinary Action or Membership Termination

1. The Board may take disciplinary action or terminate a Member upon providing 15 days' written notice to a Member.
2. The notice must include the reasons for the disciplinary action or termination.

3. The Member has the right to submit a written response opposing the disciplinary action or termination within five (5) days before the end of the 15-day notice period.
4. The Board will consider the Member's written response before making a final decision.

SECTION 4: ANNUAL GENERAL MEETING

4.01 Annual General Meeting

1. The annual meeting of the Corporation must be held within fifteen (15) months of the last preceding annual meeting, in Ontario, as determined by the Board.
2. Members must receive notice of the meeting at least twenty-one (21) days in advance, along with approved financial statements, auditor's report, and other financial information required by the bylaws or Articles of Incorporation.
3. The agenda for the annual meeting includes:
 - a) Receipt of the meeting agenda;
 - b) Review of minutes from previous annual and special meetings;
 - c) Consideration of financial statements;
 - d) Auditor's report;
 - e) Appointment or reappointment of the auditor;
 - f) Election of Directors; and
 - g) Any other special business as specified in the meeting notice.
 - h) Additional business items can only be included in the agenda if proposed by a Member and submitted to the Secretary before the meeting notice is issued.

4.02 Special Meetings

1. The Directors have the authority to call a special meeting of the Members.
2. A special meeting must be convened by the Board within twenty-one (21) days of receiving a written requisition signed by at least one-tenth of the Members.
3. The Board is not obligated to convene a special meeting if the proposed agenda does not significantly relate to the Corporation's activities or affairs, or if the primary purpose is to address a personal claim or grievance against the Corporation, its Directors, Officers, Members, or debt obligation holders.

4.03 Notice

1. Written notice of any annual or special Members' meeting shall be provided to each Member and the auditor.
2. Notice shall be given not less than ten (10) and not more than fifty (50) days prior to the meeting.
3. The notice for meetings where special business will be transacted must include sufficient information to allow the Members to make informed decisions.

4.04 Quorum

1. A quorum for conducting business at a Members' meeting is a majority of the Members entitled to vote.

2. If a quorum is present at the start of the meeting, Members present may proceed with the meeting's business, even if a quorum is not maintained throughout the meeting.

4.05 Attendance at Meetings

1. Only Members, Directors, auditors of the Corporation, and individuals required by law to attend may be present at members' meetings.
2. Any other person may attend only if invited by the Chair of the meeting or with the majority consent of the Members present.
3. All Members must pre-register for the meeting and sign in upon entering the meeting room.

4.06 Chair of the Meeting

1. The Board Chair presides as the Chair of Members' meetings.
2. In the absence of the Board Chair, the Vice-Chair assumes the role of the Chair for the meeting.

4.07 Voting of Members

1. Each Member is entitled to one vote at any meeting.
2. Votes are typically taken by a show of hands.
3. The Chair of the meeting also has a vote.
4. Abstentions are not considered as votes.
5. The Chair or any Member may request a written ballot before or after a show of hands.
6. In case of a tie vote, a written ballot is required, and if the tie persists, the motion is lost.
7. A declaration by the Chair that a resolution is carried or lost, recorded in the minutes, is conclusive evidence of the vote's outcome.

4.08 Adjournments

1. The Chair can adjourn a Members' meeting with majority consent of the attendees.
2. No notice of adjournment is needed unless the meeting is adjourned for a total of thirty (30) days or more.
3. Any business that could have been addressed at the original meeting can be discussed at the adjourned meeting.

4.09 Rules of Procedure

1. All Members' meetings will follow Bourinot's Rules of Order.
2. If there is a conflict between the Rules of Order and the Articles of Incorporation or the bylaws, the Articles of Incorporation and the bylaws will take precedence.
3. If there is a conflict between the Articles of Incorporation and the bylaws, the Articles of Incorporation will take precedence.

SECTION 5: BOARD OF DIRECTORS

5.01 Number of Directors

The affairs of the Corporation shall be governed and managed by a Board of not less than 8 or more than thirteen (13) Directors.

5.02 Qualifications of Directors

Each Director shall:

- a) not be less than eighteen (18) years old;
- b) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c) not be a person who has been found to be incapable by any court in Canada or elsewhere;
- d) not have an undischarged bankruptcy.

5.03 Nomination of Directors

Nominations for vacant Director positions shall be submitted in writing to the Chair of the Nominations Committee at least 31 days in advance of the meeting at which the vote is to be held. The Nomination Committee Chair will provide the Board with the name of each director requested to be elected within 7 days of the meeting at which the vote is to be held.

5.04 Election of Directors

Directors shall be elected by a majority of the Members in attendance personally, at the Annual General Meeting of the Corporation.

5.05 Term of Office

Directors shall hold office from the date of the meeting at which they are to the terms of Section 5.02. If possible, terms of office shall be staggered so that one-third of their terms expire each year. A Director who has served a three-year term must be reappointed to serve a second three-year term. No Director shall be eligible to serve more than two consecutive terms. A Director who has served two full consecutive terms shall not be eligible to serve again as a Director before the passing of one year.

5.06 Vacancies

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the Board Chair;
- b) If the Director dies or becomes bankrupt;
- c) If the Director is found to be incapable of managing property by a court or under Ontario law; or
- d) If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before expiration of the Director's term of office.
- e) A vacancy on the Board shall be filled as follows: The Board may fill any vacancy by a majority vote, and the appointee's term shall start immediately.
- f) A Director appointed in this manner may only serve until the next Annual General Meeting of the Corporation.

5.07 Remuneration of Directors

Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions.

5.08 Remuneration of Directors' Expenses

Directors may be paid reasonable expenses incurred by them in the performance of their duties.

5.09 Powers, Duties and Accountability of Directors

No individual Director shall have the authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this Bylaw or by resolution of the Board;

- a) The Board and individual Directors have a general duty of trust to those served by the Corporation and to the general public, in conformity with the Ontario *Not-for Profit Corporations Act, 2010*;
- b) Corporation and are directly accountable to the membership;
- c) The Board and individual Directors have a fiduciary duty to those who provide funds to the Corporation and to the staff of the Corporation for the sound administration of the Corporation;
- d) The Board and individual Directors have a general duty of trust to those served by the Corporation and to the general public;
- e) A Director of the Corporation shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;
- f) Directors shall keep confidential all matters considered on a confidential basis.

SECTION 6: BOARD MEETINGS

6.01 Calling of Meetings

The Board shall meet a minimum of nine (9) times each year. Meetings shall be held at the head office of the Corporation, or, from time to time, as determined by the Board.

6.02 Notice

Board meetings may be scheduled in advance by resolution. No notice is required for scheduled meetings. Ad hoc board meetings may be called by the Chair, or by any two (2) Directors. The date, time and location of an ad hoc board meeting must be provided to all Directors, with at least seven (7) days' notice by means of service as defined in Section 10 of these bylaws.

If an ad hoc meeting is quorate and there are no objections to said meeting by any Director, no notice is required, provided that absent Directors waived notice or otherwise indicated their consent.

A newly elected board may hold its first meeting following the annual general meeting without notice, provide there is a quorum.

6.03 Chair

The Chair shall preside at Board meetings.

The Vice-Chair shall, in the absence of the Chair, preside over meetings of the Corporation and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the

Chair. The Board, in the absence of the Chair and Vice-Chair, may appoint the Past Chair, Treasurer or Secretary.

6.04 Voting

Each Director, including the Chair, has one vote. Questions arising at any Board meeting shall be decided by most votes. In the case of a tie, the Chair shall not have a second or deciding vote. Directors cannot participate or vote at Board meetings by way of proxy. Voting by mail, telephonic or electronic means is permitted.

6.05 Participation by Telephone or Other Communications Facilities

Notwithstanding section 6.04, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed present at that meeting. Notwithstanding this provision, a minimum of nine (9) Board meetings must be held annually with a quorum attending in person.

6.06 Quorum

A majority of Directors present at a Board meeting shall form a quorum for the transaction of business.

6.07 In-Camera Meetings

The Board may, upon resolution, discuss matters in camera, determine which persons are to be excused from in camera meetings, and specify the treatment of in camera items in agendas and minutes of the meeting.

6.08 Rules of Procedure

All meetings of the Board of Directors shall be conducted according to Bourinot 's Rules of Order. In the event of a conflict between the Rules of Order and the Articles of Incorporation or the bylaws of the Corporation, the Articles of Incorporation and the bylaws shall prevail. In the event of a conflict between the Articles of Incorporation and the bylaws, the Articles of Incorporation shall prevail.

SECTION 7: OFFICERS

7.01 General

The Board shall appoint, from among the Directors, a Chair, Vice-Chair and Treasurer at its first meeting following the annual meeting of the Corporation. The Board shall also appoint a Secretary. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Any Officer shall cease to hold office upon resolution of the Board. Officers shall be responsible for the duties assigned to them and may delegate to others the performance of all of them.

7.02 Executive Committee

There shall be an Executive Committee of the Board of Directors consisting of the Chair, Vice-Chair, Secretary, Treasurer and Past Chair (ex officio). The Executive Committee shall possess and may exercise all the powers granted to it by the Board of Directors. In addition to the specific duties set out in this by-law, members of the Executive Committee shall perform such other duties as required by law.

7.03 Duties of the Chair

The Chair shall:

- a) Preside at all Board meetings and the Annual General Meeting'
- b) Provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties;
- c) Co-ordinate Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board and Executive Director
- d) Preside over all meetings of the Corporation, establish agendas aligned with annual Board goals and ensure that a schedule of Board meetings is prepared annually;
- e) Provide guidance to the Executive Director regarding the Board's expectations and concerns and, in collaboration with the Executive Director, develop standards for Board packages that includes formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board;
- f) Lead the Board in monitoring and evaluating the performance of the
- g) Executive Director through an annual process;
- h) Report regularly to the Board on issues relevant to its governance responsibilities, enforce policies and bylaws concerning Director's conduct, ensure that all Directors contribute fully, and address issues associated with the underperformance of individual Directors;
- i) Ensure succession planning occurs for the Executive Director and the Board;
- j) Serve as a member on all Board committees;
- k) Be elected for a term of one year and shall be eligible for re-election in subsequent terms.

7.04 Duties of the Vice-Chair

The Vice-Chair shall, in the absence of the Chair, preside over meetings of the Corporation and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the Chair. The Board, in the absence of the Chair and Vice-Chair, may appoint the Past Chair or from among its numbers, an Acting Chair.

7.05 Duties of the Treasurer shall:

- a) Be responsible for monitoring the financial affairs of the Downtown Mission and for ensuring that the records and books of account are maintained;
- b) Serve as advisor to the Executive Director and the Board on financial matters;
- c) Serve as a member of the Board 's Executive Committee;
- d) Serve as Chair of Finance and Audit Committee;

- e) Serve as Resource to the Building and Operations Committee
- f) Be the custodian of the Corporation's books of account and accounting records as required by the provision of the Charities Accounting Act (Ontario) or otherwise by law;
- g) Sign and submit the annual audited financial statements on behalf of the Corporation.

7.06 Duties of the Secretary

The Secretary shall be responsible for giving notices, keeping records of all meetings of the Members, the Board and its Executive Committee, the recording and signing of minutes, and such other duties as may from time to time be assigned by resolution of the Board.

7.07 Duties of the Past Chair

The Past Chair shall:

- a) Act as an advisory resource to the Executive Committee and Chair;
- b) Have the same responsibilities as a Director.

7.08 Recording Secretary

The Recording Secretary may be either an elected Board Member or a member of the Downtown Mission staff, as determined by the Executive Director, in consultation with the Board Chair. This role includes sending reminders of committee and Board meetings, the Annual General Meeting, correspondence and taking minutes and forwarding approved board minutes to The United Church of Canada Incorporated Ministries.

SECTION 8: COMMITTEES OF THE BOARD

8.01 Appointment and Powers

The Board of Directors may by resolution establish and dissolve such standing committees and ad hoc committees as the Board may deem necessary for the proper management of the Corporation. The Board shall determine, and may alter, a committee's purpose, powers and responsibilities. Subject to section 8.02, no committee of the Board shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees of the Board shall only have the power to make recommendations to the Board, and it shall always maintain its decision-making power.

8.02 Delegation by the Directors

The Board may delegate to the Executive Committee any of the powers of the Directors excepting those powers not permitted to be delegated by the laws of Ontario.

SECTION 9: PROTECTION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

9.01 Liability

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through

the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of her/his/their respective office provided that they have complied with and exercised their powers and discharged their duties in accordance with the Articles of Incorporation and bylaws of the Corporation and the laws of Ontario.

9.02 Indemnification

Every Director, Officer and any other person who has undertaken any liability on behalf of the Corporation as well as their heirs, executors and administrators respectively, shall from time to time and be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses, whatsoever such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his office;
- b) All other costs, charges and expenses he/she/they sustain or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by her or his own negligence or default.

SECTION 10 – NOTICES

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor shall be sent by mail, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the latest address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

The computation of time for providing notice is as follows;

The day of service or posting of the notice shall not be counted as part of the required number of days or period unless otherwise specified.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or Member's meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11: THE UNITED CHURCH OF CANADA

11.01 General

The United Church Downtown Mission of Windsor Inc. is an Incorporated Ministry and shall be organized and supervised according to the Incorporated Ministries Policy.

11.02 Membership

The Corporation shall develop its own manner of determining its membership but in no case shall a majority of the members of the Corporation be members of the Supervising Council.

11.03 Board of Directors

A majority of the directors shall be approved by the Supervising Council and the Executive Minister of the Supervising Council shall be ex officio and corresponding member of the Board and shall receive notices of meetings and minutes of meetings and has the right to attend all meetings in a non-voting capacity.

11.04 Adherence to Policies

The Corporation shall always adhere to the applicable policies, standards and regulations enacted by the General Council or its executive.

11.05 Annual Reporting

Annual reporting to the Supervising Council will include: the membership of the Board, the minutes of the annual meeting, insurance coverage, including naming of The United Church of Canada as an additional insured. Financial statements are to be prepared according to Generally Accepted Accounting Principles and in compliance with provincial corporate legislation and at minimum, includes an income statement and a balance sheet.

Any transfer of major assets to an organization outside of The United Church of Canada requires the prior written approval of the supervising regional council. Major assets are to be defined by the supervising regional council.

11.06 Budget and Audit Process

The Corporation will adopt a formal budget process, and will inform the Supervising Council how the Corporation will meet the Generally Accepted Accounting Principles and Practices appropriate to the size, scope and assets of the Corporation, including the identity of the person or firm who will be auditing the books.

11.07 Indebtedness

Indebtedness may be subject to prescribed limits as deemed appropriate by the Supervising Council.

11.08 Capital Fundraising

Approval shall be obtained in advance from the Supervising Council for capital fundraising initiatives and appeals that may affect other parts of The United Church of Canada.

11.09 Insurance Coverage

Insurance shall be kept in force covering fire, comprehensive liability, and such other insurable items in such amounts, as appropriate, with the naming of The United Church of Canada as an additional insured.

11.10 Notice of Land Transactions

Any sale, transfer, mortgaging, acquisition or leasing of land must have the prior written consent of the Supervising Council.

11.11 Winding Up of the Corporation

Without prior written consent of the Supervising Council, the Corporation shall not initiate, or in any way engage in, proceedings that might result in the voluntary winding up of the Corporation.

11.12 Assets Vest in The United Church of Canada

The assets of the Corporation shall vest in The United Church of Canada, in the event that the Corporation ceases to function, or its corporate existence is terminated.

11.13 Approval of Changes to Articles of Incorporation

Changes to the Articles of Incorporation require the written approval of the Supervising Council and the administrative approval of the General Council.

11.14 Approval of Changes to Section 11

The provisions of each of the preceding paragraphs of this section may be changed or modified only with the written consent of the Supervising Council and the administrative approval of the General Council. In the event of any conflict or inconsistency between the provisions of this section and any other section of the bylaws, the provisions of this section shall govern.

SECTION 12: AMENDMENT OF BYLAWS

12.01 Amendment

Subject to section 11.14, the Members may amend the bylaws of the Corporation by a majority of votes cast at the annual general meeting or at a special meeting called for the purpose of considering changes to the bylaws.

SECTION 13: REPEAL OF PRIOR BYLAWS

13.01 Repeal

All prior bylaws of the Corporation are repealed. The repeal of prior bylaws does not impair decisions made pursuant to those bylaws.

SECTION 14: EFFECTIVE DATE OF BYLAWS

14.01 Effective Date

These bylaws shall come into force upon its enactment.

ENACTED BY THE DIRECTORS OF THE CORPORATION
ON THE 24TH DAY OF APRIL 2024.

Name: CHAIR OF BOARD

Name: SECRETARY

The bylaws were ratified, sanctioned and confirmed at a meeting of the Members on the 24th day of April 2024.

Name: CHAIR OF ANNUAL MEETING

Name: SECRETARY

Amended

Bylaws amended and passed April 28, 2020

Bylaws amended and passed April 24, 2019