

# JUNCTION DAY CARE CENTRE

## BY-LAW NO.1

A by-law relating generally to the transaction of the business and affairs of:  
**Junction Day Care Centre**

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Junction Day Care Centre (hereinafter called the "Corporation" as follows:

#### ONE - HEAD OFFICE

- 1.01 The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

#### TWO - SEAL

- 2.01 The seal which is impressed hereon shall be the corporate seal of the Corporation.

THREE - BOARD

3.01 Board. The affairs of the Corporation shall be managed by a board composed of seven (7) elected directors elected by and from among the members. At least two (2) of the elected directors must be parents of children enrolled at Annette Street Public School and at least two (2) must be parents of children enrolled at High Park Alternative School. One (1) Junction Daycare staff member or his/ her designate shall attend all meetings of the Board and shall be entitled to voice but not vote.

3.02 Elections of Directors. Election of directors shall not be by ballot unless ballot is demanded. Subject to section 3.05, the whole board of directors shall retire at the annual meeting of members at which directors are elected but, subject to the provisions of this by-law, shall be eligible for re-election. A retiring director shall retain office until the adjournment of the meeting at which his successor is elected, unless such meeting was called for the purpose of removing him from office as director, in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal.

3.03 Qualifications. Each director shall:

- (a) be at the date of, or become within ten (10) days after, his election, and thereafter remain throughout his term, a member of the Corporation;
- (b) be at least eighteen (18) years of age; and
- (c) not be an undischarged bankrupt nor a mentally incompetent person.
- (d) No employee of the corporation or their relatives are directors

If a person ceases to be a member of the Corporation or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 3.04.

3.04 Vacancies. So long as a quorum of the directors remains in office, a vacancy on the board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the board.

3.05 Removal of Directors. The members entitled to vote may, by resolution passed by at least a majority of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.06 Quorum. A quorum for the transaction of business at meetings of the board shall be a majority of the number of members of the board.

3.07 Meetings. Meetings of the board and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meetings. Meetings of the board may be called by the President, the Vice-President, the Secretary or any two (2) directors.

3.08 Notice. Subject to the provisions of section 3.09 hereof, notice of board meetings shall be sent via email or phone to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and their absence.

3.09 Regular Meetings. The board may appoint one or more days in each year for regular meetings of the board at a place and time named; no further notice of the regular meetings need be given. The board shall hold a meeting immediately following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business. No notice of such meeting shall be necessary in order to constitute such meeting provided a quorum of directors is present.

3.10 Voting. Questions arising at any meeting of the board shall be decided by a majority vote. In the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote. At all meetings of the board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

3.11 Remuneration of Directors. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive

any profit from his position as such; provided, however, that a director may be paid reasonable expenses incurred by him in the performance of his duties.

3.12 Indemnities of Directors and Officers. Every director and officer of the Corporation and his heirs, executors, administrators, legal personal representatives, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

3.13 Protection of Directors and Officers. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

3.14 Responsibility for Acts. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board.

3.15 The Board of Directors shall appoint a Supervisor who will be responsible for overseeing the operation of the Day Care including managing and evaluating the other staff and for reporting to the Board and committees on a regular basis. The Supervisor or his/her designate shall attend all meetings of the Board and shall be entitled to speak but not vote.

#### FOUR - OFFICERS

4.01 Election and Appointment. The board shall annually or more often as may be required elect a President, appoint a Secretary and may appoint a Chairman of the Board, a Vice-President, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer. All such officers are required to be members of the Corporation and the President is required to be a director of the Corporation. Any two (2) of the aforesaid offices may be held by the same person except those of President and Vice-President. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The board may also from time to time elect or appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as from time to time shall be prescribed by the board.

4.02 Remuneration and Removal. The remuneration of all officers elected or appointed by the board shall be determined from time to time by resolution of the board. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution the board at any time with or without cause.

4.03 Duties of Officers may be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

4.04 Chairman of the Board of Directors. The Chairman of the board shall, when present, preside at all meeting of directors and members, he shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board.

4.05 President. In the absence of the Chairman of the board the President shall, when present, preside at all meetings of the directors and members; he shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board or as are incidental to his office.

4.06 Vice-President. The Vice-President (if any), or if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President (if any) or, if more than one, the Vice-Presidents, shall sign such contracts, documents or instruments in writing as require his or their signatures and shall also have such other powers and duties as may from time to time be assigned to him or them by the board.

4.07 Secretary. The Secretary shall give cause to be given notice for all meetings of the board and of the members when directed to do so. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall deliver up only when authorized by resolution of the board and only to such person or persons as may be named in the resolution. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board or as are incidental to his office.

4.08 Treasurer. Subject to the provisions of any resolution of the board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation in such bank or banks or with such other depository or depositories as the board may direct. He shall keep or cause to be kept accurate accounts of all receipts and disbursements of the Corporation in proper books of account. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the board or as incidental to his office. He may be required to give such bond for the faithful performance of his duties as the board in their uncontrolled discretion may require but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

4.09 Duties of Other Officers. 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.

4.10 Vacancies. If the office of Chairman of the board of directors, President, Vice-President, Secretary, Treasurer or Secretary-Treasurer, or any one of such offices, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution may elect or appoint an officer to fill such vacancy.

FIVE - EXECUTIVE COMMITTEE - If Necessary

5.01 Constitution. The board, whenever it consists of more than six (6), may from time to time elect from among its number an executive committee consisting of such number of members, not less than three (3) as the board may by resolution determine. Each member of the executive committee shall serve during the pleasure of the board and, in any event, only as long as he shall be a director. The board may fill vacancies in the executive committee by election from among its number. If and whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its powers so long as a quorum remains in office.

5.02 Powers. During the intervals between the meetings of the board, the executive committee shall possess and may exercise (subject to any regulations which the board may from time to time impose) all the powers of the board in the management and direction of the affairs and business of the Corporation in such manner as the executive shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the board.

5.03 Procedures. Subject to sections 5.04, 5.05 and 5.06 and to any regulations imposed from time to time by the board, the executive committee shall have power to fix its quorum at not less than a majority of its members and 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 taken by it, and at least a summary thereof shall be submitted to the board at least annually.

5.04 Quorum. 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.

5.05 Place of Business. Meetings of the executive committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.

5.06 Other Directors Present. 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 presence shall not be included for the purpose of calculating a quorum.

6.01 Membership in the Corporation shall consist of such persons as are admitted as members by the board.

6.02 Qualifications. Each member shall be the parent or legal guardian of a child duly enrolled in and attending the day nursery programme operated by the Corporation. Notwithstanding the foregoing, the board of directors of the Corporation (i) may, from time to time, admit such other persons as members as it shall deem necessary and (ii) shall admit a maximum of one (1) member for each family having a child or children, as the case may be, duly enrolled in and attending the day nursery programme operated by the Corporation.

6.03 Classes. There shall be one class of membership in the Corporation.

6.04 Applications. Each applicant for membership shall submit to the board of directors his application together with such fees as may be prescribed from time to time by the board. Each member shall be informed promptly by the Supervisor of his/her admission as a member. Any individual whose membership has ceased or has otherwise been terminated for any reason whatsoever shall be entitled to re-apply for membership in the Corporation in accordance with the by-laws of the Corporation.

6.05 Transfer of Membership. A membership in the Corporation is not transferable.

6.06 Revocation of Membership. Any member may be expelled from the Corporation by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

6.07 Termination of Membership. A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if the member, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if a member is expelled from the Corporation pursuant to section 6.06;
- (d) if an assessment under the authority of section 6.08 remains unpaid for more than thirty (30) days after notice of the assessment has been given to the member and the board determines by resolution that such membership be terminated;

- (e) if the member fails to satisfy the qualification for membership provided for in section 6.02 hereof; or
- (f) if the member fails to satisfy the requirements outlined in section 6.21 hereof and the board determines by resolution that such membership be terminated.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 6.08 prior to termination of his membership. n/a

6.08 Membership Dues. Membership dues, assessments and similar obligations (“assessments”) may only be levied if authorized by:

- (a) a majority of the members of the board; and
- (b) a majority of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed to each member by the Secretary, Treasurer or their designate of the Corporation. If not paid within thirty (30) days of the date of such notice, the Secretary, Treasurer or their designate shall advise the board of such default.

Notwithstanding the foregoing, with respect to monthly daycare fees (the “Fees”) payable by members as levied under items a & b above, the members shall pay the Fees by the 7<sup>th</sup> calendar day of every month or as determined by the board from time to time and a notice of assessment of the Fees shall not be mailed to the members. Notice of overdue fees shall be mailed by the Secretary, Treasurer or their designate to the affected members. If the Fees are not paid within thirty (30) days of the date of such notice, the Secretary, Treasurer or their designate shall advise the board of such default. Termination of membership may occur as outlined under section 6.07 hereof.

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

6.10 Annual meeting. The annual meeting of the members shall be held each year within Ontario, at a time, place and date determined by the board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing the directors of the Corporation;
- (c) appointing the auditor and fixing or authorizing the board to fix his remuneration; and
- (d) the transaction of any other business properly brought before the meeting.
- (e) recruitment of the board of directors is done through information available on the Centre's website, group parent emails, direct verbal communication and signage posted throughout the centre. Representation from both High Park Alternative and Annette Public Schools and different age groups is required.

6.11 General Meeting. The board may at any time call a general meeting of members for the transaction of business, the general nature of which shall be specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

6.12 Notice of Meetings. Notice of the time, place, date of meetings and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by delivering to members via email, website and through placement of signage throughout the Centre. Bylaws are posted on the website and general membership criteria for qualification. A meeting of members may be held for any purpose at any time and at any place without notice if all the members entitled to notice of such meeting shall have signified their assent in writing, verbally or through email, addressed to the Secretary, to such meeting being held. Notice of any meeting or irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

6.13 Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member of members shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

6.14 Quorum. Ten (10) members present in person constitute a Quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

6.15 Voting by Members. Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairman presiding the meeting shall not have a second or casting vote. There is ONE VOTE PER FAMILY. Regardless of the numbers of Parents/Legal Guardians/ within that family or extended family unit.

6.16 Proxies. Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized and ceases to be valid from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the board from time to time prescribes or in such other form as the board from time to time prescribes or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the board may prescribe.

6.17 Show of Hands. At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

6.18 Chairman. In the absence of the Chairman of the board of directors, the President or the Vice-President, the members entitled to vote who are present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

6.19 Polls. If at any meeting a poll is requested on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the

manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

6.20 Adjournments. The Chairman may, with the consent of the meeting, adjourn such meeting to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

6.21 Membership Support. All members of the Corporation shall participate in such committee work, projects or other functions (the "Daycare Activities") related to the activities of the Corporation as may from time to time be prescribed by the board. If a member fails to participate voluntarily in the Daycare Activities the board members or their designates may assign such responsibilities to such members as they deem advisable.

#### SEVEN - VOTING SHARES AND SECURITIES IN OTHER COMPANIES

7.01 All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the board shall from time to time determine. The duly authorized signing officers of the Corporation may from time to time execute and deliver proxies for and on behalf of the Corporation and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution by the board.

#### EIGHT - INFORMATION AVAILABLE TO MEMBERS

8.01 No member shall be entitled to or require discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the board it would be inexpedient or inadvisable in the interests of the members of the Corporation to communicate to the public.

8.02 The board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Corporation or any of them shall be open to the inspection of members, and no member shall have any right to inspect any document or book or register or

book of account or accounting records of the Corporation except as conferred by statute or authorized by the board or by resolution of the members passed in a general meeting.

#### NINE - NOTICES, ETC.

9.01 Service. Any notice or other document to be given by the Corporation to any member or auditor of the Corporation shall be served either personally, mailed or sent via email, addressed to such member, director or auditor at his address as the same appears in the books of the Corporation or if no address be given therein then to the last address of such member, director or auditor known to the Secretary. With respect to every notice or other document sent by post it shall be sufficient to provide that the envelope or wrapper containing the notice or the document was properly addressed and put into a post office or into a post office box.

9.02 Signature to Notices. The signature to any notice or other document given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.03 Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given the day of service or of posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

#### TEN - EXECUTION OF DOCUMENTS

10.01 Cheques. Drafts. Notes. Etc. All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the board.

10.02 Execution of Documents. Documents requiring execution by the Corporation may be signed by the President together with the Secretary or Treasurer and all documents so signed are binding upon the Corporation without further authorization or formality. The board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

10.03 Books and Records. The board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

#### ELEVEN – BANKING ARRANGEMENTS

11.01 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.

11.02 Deposit of Securities. The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

TWELVE - BORROWING BY THE CORPORATION

12.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the board may:

- (a) borrow money on the credit of the Corporation;
- (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;

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operation expenses.

12.02 From time to time the board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

THIRTEEN - FINANCIAL YEAR

13.02 Financial Year. The first financial period of the Corporation shall terminate on the 31 st day of December, 1980, and thereafter the financial year of the Corporation shall terminate on the 31 st day of December in each year or on such other date as the directors may from time to time by resolution determine.

FOURTEEN - BY-LAWS AND AMENDMENTS - ETC.

14.01 Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

FIFTEEN - INTERPRETATION

15.01 In all by-laws of the Corporation, the singular shall include the plural and plural the singular; the word "person" shall include the feminine. Wherever reference is made in the by-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The word "board" means the board of directors of the Corporation. "Corporations Act" means the Corporations Act, R.S.O. 1980, c. 95, and any statute amending or enacted in substitution therefor, from time to time. The word "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

SIXTEEN - EFFECTIVE DATE

16.01 This by-law shall come into force without further formality upon its enactment.

Passed and enacted by the directors of the Corporation in accordance with the Corporations Act; Feb 24, 2014

Witness the Corporate Seal of the Corporation,

President

Secretary

Confirmed by the members of the Corporation in accordance with the Corporations Act; the 24th of February (hand written correction).

President

Secretary