

CANADIAN TRAILS FEDERATION

A by-law relating generally to the conduct of the affairs of the Canadian Trails Federation (the "Corporation")

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CANADIAN TRAILS FEDERATION

BY-LAW NUMBER 1

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

Section 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. "board" means the board of directors of the Corporation and "director" means a member of the board.
- c. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- d. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- e. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.
- f. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.
- g. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.02 Interpretation

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

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

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition,

the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.05 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or such other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.06 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act (Annual Financial Statements) to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Organization Members and Individual Members. The following conditions of membership shall apply:

a. Organization Members:

Organization membership shall be available to not-for-profit organizations, corporations and government agencies interested in furthering the Corporation's purposes and which have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

The term of membership of an Organization Member shall be annual and will be based on the Effective date of registration, subject to renewal in accordance with the policies of the

Corporation. As set out in the articles, each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each such Organization Member shall be entitled to one vote at such meetings.

Immediately upon becoming a member, each Organization Member shall name a member or employee as its Designated Representative to whom notices are to be addressed and sent. The Organization Member shall inform the Corporation of the name and the mailing and e-mail addresses of the Designated Representative. In the event that the Designated Representative is no longer associated with the Organization Member a replacement shall be named and the Corporation informed of the change as soon as possible.

b. Individual Members:

Individual Membership shall be available to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

The term of membership of an Individual Member shall be annual and will be based on the effective date of registration of the corporation, subject to renewal in accordance with the policies of the Corporation. As set out in the articles, each Individual Member is entitled to receive notice of, attend and vote at all meetings of members and each such Individual Member shall be entitled to one vote at such meetings.

Immediately upon becoming a member, Individual Members shall be responsible for providing the Corporation with a mailing address and an e-mail address to which notices of meetings are to be sent.

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

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, electronic or other communication facility during a period of 14 to 21 days before the day on which the meeting is to be held;

Pursuant to subsection 197(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot

Pursuant to subsection 171(1) of the Act (Absentee Voting), a member entitled to vote at a meeting of members may vote by mailed-in ballot. To facilitate members electing to vote by mailed-in ballot the Corporation will:

- a. accompany the Notice of Meeting which is sent to all members with a form of ballot listing all questions included in the agenda which are to be decided at the meeting.
- b. provide the mailing address and e-mail address to which mailed-in ballots should be sent.

- c. instruct members who elect to vote by mailed-in ballot to state the name of the Individual Member or the name of the Designated Representative of the Organization Member on the ballot and arrange for that individual to sign the ballot in the space provided.
- d. direct Individual Members, or the Designated Representatives of Organization Members, to send their ballots by ordinary mail or courier or as an attachment to an e-mail message once they have been signed.
- e. direct that mailed-in ballots be received by the Corporation at the address indicated in the Notice of Meeting at least one day prior to the date of the meeting; and
- f. ensure that all votes by mailed-in ballot are scrutinized only by the secretary or a designated director of the Corporation to ensure their validity prior to being counted. In the case of Organization Members, the name on the ballot will be required to match the name of the Designated Representative in the Corporation's records.

Pursuant to subsection 197(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 3 – MEMBERSHIP DUES, TERMINATION & DISCIPLINE

3.01 Membership Dues

The annual membership dues payable by members shall be determined by the board of directors. Members shall be notified annually in writing of the membership dues payable by them. If any dues are not paid within three calendar months of the date of written notification, the members in default shall automatically cease to be members of the Corporation. The membership dues payable for each category of membership will also be posted on the Corporation's website.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the Individual Member dies, or, in the case of an Organization Member that is a corporation or a non-profit organization, the entity is dissolved.
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws.
- c. the member resigns by delivering a written resignation to the board of directors of the Corporation in which case such resignation shall be effective on the date specified in the resignation letter.
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the by-laws.
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

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

3.03 Discipline of Members

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

- a. violating any provision of the by-laws or written policies of the Corporation.
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board of directors determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty-day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 – MEETING OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be Individual Members and the Designated Representatives of Organization Members, as well as the Corporation's directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the president is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 *Votes to Govern*

At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

The votes to be tallied for any question will be the sum of votes cast in person by Individual Members and the Designated Representatives of Organization Members including the votes submitted by mailed-in ballots.

Unless otherwise required by the Act or the by-laws of the Corporation, questions arising at any meeting of the members may be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members.

Section 5 – DIRECTORS

5.01 *Election and Term*

Subject to the by-laws, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. No director shall serve for more than six consecutive years, unless there is a vacancy.

5.02 *Eligibility to be a Director*

Individual Members and members and employees of Organization Members shall be eligible to be directors of the Corporation.

5.03 *Number of Directors*

The number of directors of the Corporation shall not be less than three and not more than twenty.

5.04 *Nominating Committee*

The board of directors shall appoint a nominating committee of no less than three directors at least three months before the anticipated date of the annual general meeting. The nominating committee shall compile a slate of directors for election at the annual general meeting. Nominations will remain open until the day of the annual general meeting at which time additional nominations of eligible members may be made.

The nominating committee is to arrange the terms of the nominated directors so as to ensure that the terms of at least one quarter of all directors will expire at the subsequent annual general meeting.

When seeking nominations for director the nominating committee will use its best efforts to ensure there is a broadly representative group of nominees from Individual Members and Organization Members, including persons from as many provinces and territories as practical and from trail user groups and other organizations having a diversity of interests in recreational trails.

5.05 Appointment to Fill a Vacancy

If the number of directors is less than the numbers prescribed by Section 5.03, for whatever reason, the board of directors may appoint an eligible person, as defined in Section 5.02, to fill the vacancy.

5.06 Absence from Meetings

If a director is absent from more than three directors' meetings in succession and he or she is unable to provide the Board with a reasonable explanation, he or she may be requested to resign to allow for the appointment of a replacement director.

Section 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meeting

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 of this by-law to every director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the Act (Limits on Authority) that is to be dealt with at the meeting.

6.03 Regular Meetings

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 of this by-law to every director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides,

no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the Act (Limits on Authority) that is to be dealt with at the meeting.

6.04 *Votes to Govern*

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 *Quorum*

A simple majority of director's fifty percent (50%) plus one (1) shall constitute a quorum for meetings of the board of directors.

6.06 *Committees*

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, grant it such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Section 7 – OFFICERS

7.01 *Description of Officers*

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

- a. **President** – If elected, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and shall chair all meetings at which he is present.
- b. **Vice President** - If elected, the vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board.
- c. **Secretary** – If elected, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the

custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- d. **Treasurer** - If elected, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. If the board of directors so determines, the offices of Secretary and Treasurer may be combined. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7-02 *Vacancy in office*

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

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.03 *Delegation of Duties*

The board may from time to time delegate the duties of one or more of the following to the Designated Representative of a member organization or to an Individual Member: Secretary, Treasurer and representative to another trail organization.

7.04 *Executive Committee*

The board may authorize the establishment of an Executive Committee to deal with matters requiring an urgent decision or to prepare materials for consideration by the directors at a future board meeting.

Members of the Executive Committee will generally consist of the President, Vice President, Secretary and Treasurer, as designated by the board. There must be a minimum of three designated members participating to constitute a meeting of the Executive Committee. Other directors or members may be invited to contribute to the proceedings of the Executive Committee.

The term of each Executive Committee will terminate at the following Annual General Meeting. Decisions of the Executive Committee will be limited to those which could otherwise be the responsibility of the board and which can be ratified by the board at its next meeting.

The Executive Committee may prepare recommendations for consideration by the board of resolutions to be considered by members at a general meeting. The Executive Committee will

not make decisions which are required to be approved by members. The Executive Committee will keep minutes of its meetings and these are to be made available to the board prior to the next board meeting.

Section 8 – INDEMNITIES TO DIRECTORS AND OTHERS

8.01 Indemnities by the Corporation

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estates and effects, 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, 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 or in respect of such liability
- b. all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Section 9 – NOTICES

9.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than the notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of Any Provisions of This Bylaw

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 – DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 11 – EFFECTIVE DATE

11.01 Effective Date

CERTIFIED to be the By-Laws of the Corporation, as enacted by the Directors of the Corporation by resolution on the thirteenth day of March, 2014, confirmed by the members of the Corporation by special resolution on the fourteenth day of June, 2014, and amended by the board of the Corporation by special resolution on May 21, 2020.

Dated as of the 22nd, day of May 2020

Wayne Daub
Secretary