

AWIC BY-LAWS

A by-law relating generally to the transaction of the business and affairs of Algoma **Workforce Investment Corporation** (the "Corporation")

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

1.0 Purpose

The purpose of the Corporation shall be to act as a catalyst for positive change in the Algoma District's labour market, to be a facilitator among the workforce partners and to partner with employers and labour market groups in addressing workforce development issues. The Corporation shall work to collect information and conduct studies in an effort to produce analysis of the supply and demand side of the local labour market for the region which it is responsible for. Such information and analysis is used to identify and address issues and requirements relating to the labour market in an effort to determine programs and services for the qualification of workers in an effort to match with the requirements of the local labour market

2.0 Head Office

The head office of the Corporation shall be in the City of Sault Ste. Marie in the Province of Ontario, at such place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

3.0 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

4.0 Membership

4.01 Qualification. Algoma Workforce Investment Corporation is a not-for-profit corporation that provides coordination and leadership regarding workforce development and planning to Algoma District stakeholders. The members of the Corporation shall be a coalition of individuals admitted as members by the Board of Directors and who shall throughout the life of their membership serve as Directors and Officers of the Corporation.

There shall be maintained at the head office of the Corporation a list of members in good standing enrolled at such office.

Membership in the Corporation shall be conditional upon the applicants subscribing to and supporting the purposes and objects of the Corporation and the by-laws thereof.

4.02 Classes of membership. The Corporation shall have the following classes of membership and each class of membership shall have the corresponding rights set out below:

(i) **Status Members (Directors):** Status Members shall consist of those individuals or organizations representing the various stakeholders and communities within the geographic boundaries of the Corporation including labour, business, educators/trainers, and the community-at-large. Status Members shall possess voting privileges on the basis of the terms and conditions set out in these bylaws.

(ii) **Ex-Officio Members:** Ex-Officio Members shall consist of those individuals or organizations who shall be invited to hold membership in the Corporation upon the invitation of the Board, irrespective of their location of residence, employment or business interest. The criteria for invitation shall be set from time to time by the Board. Ex-Officio Members shall serve as observers and interveners and shall not possess voting privileges.

4.03 **Resignation.** Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

4.04 **Termination of Membership.** The interest of a member in the Corporation is not transferrable and ceases to exist upon the death or dissolution of a member. The interest of a member in the Corporation can, by resolution passed by a majority vote, be revoked by the Board of Directors for conduct not in the best interest of the Corporation.

5. **Directors**

5.01 **Board of Directors.** The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of not less than eleven (11) and not more than twenty-six (26) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members. Without any limitation to the foregoing, the Board shall develop and implement the overall policies of the Corporation, including without limitation, any applicable standards to be followed by the Corporation and its members.

5.02 **Qualification of Directors.** Directors shall be individuals, sixteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

5.03 Election of Directors and Term of Office

- (1) The Board of Directors shall be a rotating Board in which each director shall be elected for a term of three years. To ensure balance and continuity, elections will be held for up to eight Board seats at annual general meetings according to a schedule of elections for particular Board seats to be determined by the initial Board established under this bylaw.
- (2) With respect to those Board seats for which elections shall be held at an annual general meeting, the Board shall strike a Nominating Committee on an annual basis to undertake the search for candidates for Board of Directors.
- (3) The Nominating Committee shall consist of four (4) Board Directors which include the First Vice-Chairperson who shall be responsible for chairing the Nominating Committee.
- (4) The Board of Directors shall provide guidance to the Nominating Committee with respect to seeking regional representation in candidates from any constituency groups or economic sectors that may be under-represented.
- (5) The Nominating Committee shall identify the strength and weaknesses of the current Board and then make recommendations on potential additions.
- (6) All nominations for Board Directors shall be submitted to the Board for review and approval. The Board shall review such nominations in order to ensure that the nominations received align with the positions that are open in the Board in accordance with 5.04 below.
- (7) Any vacancy on the Board that occurs shall be filled in accordance with the Nominating Committee on an as needed basis.

5.04 In identifying and submitting members for election as Directors, subject to 5.03 (3), consideration shall be granted to the extent reasonably possible, seeking to achieve representation from regional and sector representatives as set out below and to identifying members representative of the purpose of the Corporation, the functional needs of the Board, as well as any other criteria which the Board may determine:

<u>Education</u>	A minimum of one (1) to a maximum of three (3) educators within the region (Universities, Colleges, School Boards) whenever possible.
<u>Economic</u> <u>Algoma, Development</u> <u>balance</u>	A minimum of two (2) to a maximum of four (4) from East Central and Superior East region to reflect geographical balance whenever possible.
<u>Health</u>	A minimum of one (1) to a maximum of three (3) representatives

from the health sector from the region whenever possible.

<u>Industry</u>	A minimum of two (2) to a maximum of four (4) representatives from industry sectors from the region whenever possible.
<u>Business</u>	A minimum of two (2) to a maximum of four (4) representatives from business sectors from the region whenever possible.
<u>Human Services</u>	A minimum of two (2) to a maximum of four (4) representatives from industry sectors from the region whenever possible.
<u>Indigenous</u>	A minimum of one (1) to a maximum of three (3) representatives from First Nations, Urban Aboriginals, Metis and Inuit.
<u>Youth</u>	A maximum of one (1) representative from youth within 16-29 years of age and belong to a professional organization.
<u>Ex-officio Members</u>	Shall include Members of the Public Service of Ontario, Members of the Public Service of Canada, and past members of the Corporation as determined by the Nominating Committee, in its sole and absolute discretion.

5.05 Ex-officio members shall serve on the Board in a non-voting role to provide consultative and other advisory resources as a communication link between their respective agencies and the Algoma Workforce Investment Corporation keeping the Board appropriately apprised of issues that would impact on the role and objectives of the corporation.

5.06 **Vacation of office.** A person ceases to be a director of the Corporation:

- (a) If he or she becomes bankrupt or is declared insolvent;
- (b) If he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) If by notice in writing to the Secretary of the Corporation he or she resigns their office;
- (d) If he or she, or the organization which he or she represents, ceases to be a member of the Corporation;
- (e) If he or she ceases to be employed by a member organization for any reason or is no longer the designated representative of that organization
- (f) If he or she dies;
- (h) If the membership of the Corporation passes a special resolution or ordinary resolution for the removal of a director at a special meeting of the members.

5.07 Remuneration of directors. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her on the performance of his or her duties.

5.08 Committees. The Board may from time to time constitute such standing or ad hoc committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

6.0 Officers

6.01 The following individuals shall serve as Officers of the Corporation:

- (1) Chairperson;
- (2) First Vice-Chairperson;
- (3) Second Vice-Chairperson-Secretary;
- (4) Third Vice-Chairperson-Treasurer
- (5) One additional Board Member

Such Officers shall be appointed by the Board of Directors for a two (2) year term.

6.02 Officers are elected by the board at the Corporation's AGM. Directors in their first year with the board are ineligible to be an Officer.

7.0 Chairperson

7.01 The Chairperson shall be responsible for the coordination and facilitation of the affairs of the Corporation and the input and concerns of its membership. The Chairperson shall sign such contracts, documents or instruments in writing as require his or her signature. The Chairperson shall lead any meetings of the Board of Directors and shall fulfil the following responsibilities:

- (1) develop and/or approved meeting agenda;
- (2) control but not dominate the meetings;
- (3) use appropriate decision and parliamentary process;
- (4) build consensus;
- (5) deal with difficult members;
- (6) ensure that all members feel free to voice their concerns;
- (7) encourage participation from all Board members;
- (8) liaise with staff; and
- (9) provide vision and leadership.

The Chairperson will be elected from the Board of Directors for a term of two (2) years. There may be times when the rotation of the Chairperson is not possible, however, in order to ensure regional representation the Chairperson should not be from one region for more than two (2) terms, whenever feasible.

7.03 **First Vice-Chairperson** -- During the absence or disability of the Chairperson, these duties shall be performed and powers exercised by the Vice-Chairperson.

7.04 **Second Vice Chairperson-Secretary.** Selected from the Directors of the Corporation, the Second Vice Chairperson-Secretary shall have charge of the minute books of the Corporation and the documents and registers referred to in s. 300 of the Corporations Act, R.S.O. 1990, c. C.38. The Second Vice Chairperson-Secretary shall sign such contracts, documents or instruments in writing as required. His or her signature shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

7.05 **Third Vice-Chairperson-Treasurer.** Selected from the Directors of the Corporation, the Third Vice-Chairperson-Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct, subject to the provisions of any resolution of the Board. His or her signature shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

7.06 **Subject Matter Experts.** The Executive Committee may invite subject matter experts to provide expertise as needed by the Executive Committee.

7.07 **Variation of Duties.** From time to time the Board may add to the duties of any Officer of the Corporation and may vary or limit such additional duties.

8.0 **Executive Committee**

8.01 **Composition.** The Executive Committee shall be comprised of the Directors of the Corporation and one additional Board Member.

8.02 **Duties of the Executive Committee.** The Corporation shall establish a Terms of Reference for its Executive Committee and the following responsibilities will be included:

- (1) To develop and maintain a job description for the Executive Director, to evaluate the performance of the Executive Director on a regular basis, and to assist the board in the recruitment of the Executive Director;
- (2) The Executive Committee shall be chaired by the Chairperson of the Board or in his/her absence by the First Vice-Chairperson;
- (3) To report to the Board at large;
- (4) To assist the Executive Director in ensuring compliance with financial, legal, regulatory and contractual requirements;
- (5) To develop and implement a process for assessing the performance and operation of the Corporation including its staff and Board;
- (6) To review, revise and recommend revisions of the Terms of Reference to the Board annual as may be required;
- (7) To ensure the Corporation's compliance with annual contractual and other obligations; and
- (8) To abide by the recommendations and directions put forth by the Board of Directors

8.03 **Variation of Duties.** From time to time the Board may add to the duties of the Executive Committee and may vary or limit such additional duties.

8.04 **Meetings.** Executive Committee meetings shall be scheduled at a minimum on a quarterly basis.

9.0 Executive Director

9.01 The Board shall appoint an Executive Director who shall hold office at the pleasure of the Board. The Executive Director shall report to the Board.

9.02 In addition to any other authority or duties conferred by direction of the Board, the Executive Director shall exercise general and active supervision over all operations of the Corporation including:

- (1) the selection, employment, supervision and discharge of all employees;
- (2) the preparation and submission of reports and statements as the Board or the Executive Committee may from time to time direct be prepared and submitted to the Board and the Executive Committee, to any director or officer of the Corporation, or to any meeting of the members of the Corporation;
- (3) the implementation of a direction of the Board or the Executive Committee;
- (4) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and
- (5) the safe keeping and good state of repair of all physical property of the Corporation.

9.03 **Variation of Duties.** From time to time, the Executive Committee may add to the duties of the Executive Director and may vary or limit such additional duties.

10.0 Board Meetings

10.01 The Chairperson shall call Board meetings and shall approve the agenda for all meetings.

10.02 Place of meeting and notice.

- (1) Meetings of the Board may be held either at the head office of the Corporation, at any place within Ontario or by any means other than in person, provided that a minimum of six (6) meetings per year are held.
- (2) On an annual basis, at least one (1) meeting shall be held in Superior East OR East Algoma on an alternating rotation, whenever feasible.
- (3) The notice of meetings including an agenda shall be delivered or mailed or sent by telecopier or otherwise communicated to each Director not less than seven (7) days in advance of the meeting; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have

waived notice or have signified their consent in writing to such meeting being held in their absence.

10.03 **Quorum.** A quorum at any meeting of the Board shall be the presence in person or via teleconference or videoconference of 50% plus one (1) of the Directors and Officers. In the event that a quorum is not present, Directors present may decide to receive reports and discuss issues not requiring a formal decision. Issues discussed without a quorum will not be binding until ratified by a duly constituted meeting.

10.04 When items of business require further background information or proposals require further study, a sub-committee or ad hoc committee may be struck to review the issue and prepare a recommendation to be presented to the Board for its consideration.

10.05 The Corporation will reimburse Directors for travel expenses (mileage, meals and accommodations) for attending meetings and/or conferences in accordance with the travel policies of the Corporation.

11.0 Indemnities to Directors, Officers and Others

11.01 **Indemnities to Directors, Officers and Others.** Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate 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 whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful negligence or default.

11.02 **Liability Insurance.** The Corporation will maintain liability insurance at such a level as determined by the Board to meet the above requirements, and any requirements imposed by the provincial transfer payment funding agreement.

12.0 For the Protection of Directors and Officers

(1) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 moneys 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

company 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and wilful act or through their or her own wrongful and wilful negligence or default.

(2) 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.

12.01 Conflict of Interest. It is the duty of every Director who is in any way, whether directly or indirectly, (i) interested in an existing or proposed contract or transaction with the Corporation, or (ii) a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation, to declare the nature and extent of such interest and shall not participate in the discussion or vote on the matter. At the direction of the Chairperson, any Director who has made such a declaration will be asked to leave any meeting at which such matter is discussed for so long as such matter is being discussed. Officers who so declare shall not act in the matter and shall seek direction from the Chairperson.

No director or officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A director or officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Corporation or with any entity of which the Corporation is an affiliate. No transaction of the Corporation shall be voidable by reason of the fact that any director or officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:

- (1) The interest of such officer or director is fully disclosed to the board of directors or entered into the minutes of the meeting of the Directors.
- (2) Such transaction is duly approved by the Board of Directors not so interested or connected as being in the best interests of the Corporation.
- (3) Payments to the interested officer or director are reasonable and do not exceed fair market value.
- (4) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transactions may be authorized.

13.0 Meetings of Members

13.01 Annual meetings. The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the

auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

13.02 General meetings. Other meetings of the members (to be known as "general meetings") may be convened by order of the Chairperson or by the Board to be held at any date and time and at any place within Ontario or by any means other than in person provided that general meetings shall be conducted in person and in Ontario unless the Board determines sufficient and compelling reason to do otherwise. In addition, the Chairperson shall call a general meeting of the members upon receipt of a written requisition to do so of not less than a majority of the members entitled to vote at such meeting.

13.03 Notice. A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Corporation through the post in a prepaid wrapper or letter or by way of electronic communication not less than ten days nor more than fifty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Contract Holder; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

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

13.05 Contents of notice. Notice of any meeting of members shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

13.06 Proxies. Proxies of any kind are not allowed at any meeting of members.

13.07 Voting

- (1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands or by electronic means, excluding the Chairperson, unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chairperson of the meeting shall have the casting or deciding vote. Each member shall be entitled to one vote if present at a meeting in person.
- (2) At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence

of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

13.08 Polls. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

13.09 Adjournments. The Chairperson may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

14. Enactment, Repeal and Amendment of By-laws

(1) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the members at the annual general meeting of the Corporation and sanctioned by an affirmative vote of a majority of the members at such meeting.

(2) A copy of any by-law to be sanctioned at the annual general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting, not less than twenty-eight days in advance of such meeting.

(3) By-law changes initiated by status members of the Corporation shall be submitted to the Board of Directors at least sixty days in advance of an annual general meeting and must be supported by a minimum of 75% of the members of the Board. It will be at the board's discretion to bring by-law changes to the floor of an annual general meeting for a vote of members present.

15. Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

16. Notices

16.01 Service. Any notice to be given to any member or director or auditor shall be served either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, director or auditor at their 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 of the Corporation. With respect to every

notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box. In special circumstances to be determined by the Board, registered mail will be used.

16.02 Signatures to notices. The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

16.03 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 posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

16.04 Proof of service. A certificate of the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

17. 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 such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

18. Execution of Contracts, etc.

(1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the Executive Director, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Contracts, documents or instruments in writing with regards to the expenditure of monies by the Corporation may be signed by the Executive Director upon the passing of an authorizing resolution by the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing, in the absence of the Executive Director.

(2) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

(3) The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, 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.

19. Finance

(1) **Financial Year.** The fiscal year end of the Corporation shall end on the 31st day of March of each calendar year.

(2) **Banking.** The banking business of the Corporation shall be transacted with such bank or other firm carrying on banking business as the Board may designate. All banking business shall be transacted on the Corporation’s behalf by one or more officers as the Board may designate by resolution. All cheques are required to be signed by the Executive Director and one additional Director who can be one of any three, so designated by the Board.

(3) **Records.** The Board shall cause proper books of account to be kept containing full and true statements of the financial transactions of the Corporation, setting out the assets and liabilities and the sums of money received and disbursed as authorized by the Corporation. The books shall be kept in a form satisfactory to the requirements of the Province of Ontario.

20. Interpretation

In all by-laws and special resolutions of the Corporation, all words and pronouns relating thereto shall be read and construed as the number and gender of the party or parties referred to in each case require and the verb shall be construed as agreeing with the required word and pronoun. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED the _____ day of _____, 2017.

WITNESS the corporate seal of the Corporation.

Chairperson

Secretary