



**CANADIAN MENTAL HEALTH ASSOCIATION/PEEL BRANCH
BY-LAW No. 1**

Article I. GENERAL

Section 1.01 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced by this By-Law.

Section 1.02 Regulatory Framework

The Corporation shall operate in accordance with all acts and regulations that may be applicable to it from time to time including, without limitation, the following:

- (a) *Charitable Gifts Act*, R.S.O. 1990, c. C.8;
- (b) *Charitable Institutions Act*, R.S.O. 1990, c. C.9;
- (c) *Charities Accounting Act*, R.S.O. 1990, c. C.1;
- (d) *Corporations Act*, R.S.O. 1990, c. C.38;
- (e) *Corporations Information Act*, R.S.O. 1990, c. C.39;
- (f) *Corporations Tax Act*, R.S.O. 1990, c. C.40;
- (g) *Mental Health Act*, R.S.O. 1990, c. M.7;
- (h) *Occupational Health and Safety Act*, R.S.O. 1990, c. O.1;
- (i) *Ontario Mental Health Foundation Act*, R.S.O. 1990, c. O.26; and
- (j) *Personal Health Information Protection Act*, 2004, S.O. 2004, c. 3, Schedule A,

and the Officers and Directors of the Corporation shall use reasonable efforts to familiarize themselves with these statutes and to seek professional advice as may be required from time to time in order to facilitate the Corporation's compliance with the same.

In the event of any inconsistency between this By-Law and the Act, the provisions of the Act shall, to the extent of the inconsistency, prevail.

Section 1.03 Incorporation

The Corporation is incorporated in the Province of Ontario under Letters Patent dated November 22, 1983 for Ontario Corporation Number 568543, and any supplementary letters patent of the Corporation.

Section 1.04 Right to Name

The Corporation operates under the name Canadian Mental Health Association/Peel Branch and in accordance with the provisions of the Branch/Division Agreement.

Section 1.05 Head Office

The head office of the Corporation shall be in the Regional Municipality of Peel in the Province of Ontario and at such place as the Board may from time to time determine.

Section 1.06 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. The seal will remain in the custody of the Secretary and at the head office of the Corporation.

Section 1.07 Symbol

The Corporation shall have as its symbol the symbol used by the Canadian Mental Health Association from time to time.

Section 1.08 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

(a) "Act" means the Corporations Act (Ontario);

- (b) “Associates” means, in respect of a Director, such Director’s immediate family, any Person owned or controlled, in whole or in part, directly or indirectly, by such Director and any Person by whom such director is employed;
- (c) “Board” means the board of directors of the Corporation;
- (d) “Board Governance Policies” means those policies passed, from time to time, by the Board, in respect of the governance of the Corporation and more particularly defined in section 4.01;
- (e) “Branch/Division Agreement” means the agreement between the Corporation and the Canadian Mental Health Association Ontario Division, and dated October 29, 2002, as the same may be amended or replaced from time to time;
- (f) “By-Laws” means any by-laws of the Corporation from time to time in effect, including this By-Law No. 1;
- (g) “Chair” means the Person who presides over a meeting of the Board or the Members, as the case may be;
- (h) “Chair of the Audit Committee” means that Director elected to perform such duties as are assigned to that office by this By-Law and the Board Governance Policies.
- (i) “Chair of the Board” means the Director elected to chair meetings of the Directors and the Members and to perform such duties (if any) as are assigned to that office by this By-Law or the Board Governance Policies.
- (j) “Charities Accounting Act” means the *Charities Accounting Act*, R.S.O. 1990, c. C.10.
- (k) “Chief Executive Officer” means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation, who will also serve as the Secretary of the Corporation and of the Board and who may also be referred to from time to time as the Executive Director;
- (l) “Claims” means all claims, damages (direct, indirect, consequential or otherwise), losses, liabilities (whether accrued, actual, contingent or otherwise), demands, suits, judgments, causes of action, legal proceedings, penalties or other sanctions and any costs and expenses arising in connection therewith, including, without limitation, legal fees and disbursements on a solicitor and client basis (including, without limitation, all such legal fees and disbursements in connection with any appeals);

- (m)** “Conflict of Interest” means, in respect of a Director, the following circumstances:
- i) a Director or any one or more of his or her Associates standing to gain by a Board decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - ii) a Director making or attempting to make any profit or financial gain by exploiting his or her relationship with the Corporation;
 - iii) a Director’s participating or influencing Board decisions in a manner that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or clients from a particular demographic, geographic, political, socio-economic, cultural or other group; and
 - iv) a Director being a party to a claim, application or proceeding against the Corporation.
- (n)** “Corporation” means the Canadian Mental Health Association/Peel Branch;
- (o)** “Director” means a member of the Board;
- (p)** “Excluded Person” means:
- i) Any employee of the Corporation or any other registered charity operating in Canada under the name “Canadian Mental Health Association” or a derivation thereof;
 - ii) Any member of the immediate family of a person listed in (i) above.
- (q)** “Ex officio” means membership, election or appointment by virtue of one’s office;
- (r)** “Member” means a member of the Corporation;
- (s)** “Officer” means an officer of the Corporation as may be designated by the Board of Directors from time to time;
- (t)** “Person” means an individual, a corporation, a limited partnership, a general partnership, a trust, a joint stock company, a joint venture, an association, a syndicate, a bank, a trust company, and any other legal or business entity;
- (u)** “Secretary” means the Secretary of the Board;
- (v)** “Vice-Chair” means the Director elected to perform such duties as are assigned to that office by this By-Law and the Board Governance Policies.

Section 1.09 Interpretation

This By-Law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-Law are inserted for reference purposes only and are not considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section 1.10 Current Reference

Any references herein to any law, By-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time, or as a reference to any successor thereto. Any reference to a statute in this By-Law shall be deemed to include the regulations to such statute.

Article II. MEETING PROCEDURES

Section 2.01 Electronic Means

Any Person, unless expressly prohibited by the By-laws, rules or policies of the Corporation and Board, who is entitled to participate in a meeting of the Corporation or Board or of a committee of the Board, may do so by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a person participating in such a meeting by such means is deemed, for the purposes of the Act and the By-Law, to be present at the meeting.

Section 2.02 Written Resolutions

A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Board or a meeting of the Corporation, respectively.

Section 2.03 Voting

Business arising at any meeting of the Corporation, the Board or any committee established pursuant to the By-Laws shall be decided by a majority of votes (meaning a majority of votes cast) unless the Act or the By-Laws otherwise provide).

Section 2.04 Conduct of Votes

Voting shall take place as follows:

- (a) Except as provided in this By-Law, each Member or each Director shall be entitled to one (1) vote at any meeting of the Corporation or Board respectively;
- (b) At a meeting of the Members, Members may, by means of a written proxy, in the form appended to the relevant notice of meeting, appoint a person, who is also a Member to attend and act at the meeting of the members as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy, in accordance with the Act;
- (c) Votes shall be taken in the usual way, by show of hands, among all Members or Directors present and entitled to vote and in the event of a tie the motion is lost;

- (d) After a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand of a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such a meeting shall have one (1) vote and the result of the poll shall be the decision of the Members or the Board as the case may be; and
- (e) Whenever a vote by show of hands has been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

Section 2.05 Minutes

Minutes shall be kept for all meetings of the Corporation and of the Board and shall be approved at the next meeting of the Corporation or the Board, as the case may be.

Section 2.06 Confirmation of Service of Notice

The declaration of the Secretary or the Chair that notice of a meeting has been given pursuant to the By-Law shall, in the absence of evidence to the contrary be sufficient evidence of giving such notice.

Section 2.07 Procedure

Any question or procedure at or for any meetings of the Corporation or Board that has not been provided for in this By-Law or by the Act shall be determined, at that time, by a Board resolution debated and passed by a majority of those present.

Section 2.08 Notice

- (a) Any notice or other document required by the Act, the Letters Patent or the By-Laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail to any such Member or Director at their latest addresses shown in the records of the Corporation and, in the case of the auditor, at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

- (b)** Notice may also be delivered to any Member or Director or to the auditor by electronic communication (including facsimile and e-mail) by sending it to the last electronic communication address provided by a Member, Director or auditor who has consented to receiving notices in such a manner.
- (c)** The signature on any notice may be written, stamped, typewritten, printed, or electronically reproduced or partly written, stamped typewritten, printed or electronically reproduced.
- (d)** Where a given number of days of notice or notice extending over any period is required to be given, the day upon which such notice is mailed or sent shall not be counted in calculating the relevant notice period.
- (e)** No error or omission in giving notice to a meeting shall invalidate such meeting or make void any proceedings taken or had at such meeting.

Article III. MEMBERSHIP OF THE CORPORATION

Section 3.01 Admission

- (a)** Membership in the Corporation shall be limited to Persons interested in furthering the Corporation's objects, mission, vision and values and shall consist of any Person whose application for admission as a Member of the Corporation has been approved by a resolution or with the authorization of the Board. The Board shall be responsible for the issuance and revocation of all such memberships in the Corporation in accordance with policies established by the Board from time to time.
- (b)** Members must reside/work within the Regional Municipality of Peel, or perform volunteer work for the Corporation.
- (c)** Employees of the Corporation and Excluded Persons may be members with non-voting rights.
- (d)** Members may be subject to a membership fee set by the Board of Directors from time to time.

Section 3.02 Resignation and Termination of Membership

- (a)** A Member of the Corporation may at any time resign by written notice to the Corporation. A resignation shall be effective at the time it is received by the Secretary of the Corporation or the date specified by the notice, whichever is later.
- (b)** No member is entitled to any refund of membership fees that may have been paid prior to his or her resignation or the termination of his or her membership, regardless of the circumstances surrounding the same.
- (c)** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist under the following circumstances:
 - i) Upon death or dissolution of the Member;
 - ii) When the Member ceases to be a Member by resignation; or
 - iii) In the event that the Member ceases to meet the qualifications set out for membership, herein;
 - iv) Where a Member is deemed, by the Board, to be acting contrary to the interests of the Corporation's objects or policies, the Board may, by at least two-thirds (2/3) of the votes cast at a meeting of the Board, pass a resolution to remove a Member from the membership

of the Corporation. Prior to a Member being removed from membership in the Corporation pursuant to this paragraph, said Member must be provided with a notice of the intent to remove the Member (at the Member's last known address) and with an opportunity to make written representation to the Board. The Board shall, however, have the authority to make the final decision about the matter and its decision shall be final and binding.

Section 3.03 Meetings of Members

- (a) Notice of meetings of Members of the Corporation, annual, general or special, shall be given at least fourteen (14) days prior to the meeting and shall include a form of proxy as required by the Act.
- (b) The notice of the meeting shall contain sufficient information concerning such business to permit the Member to form a reasonable judgment of the decision(s) to be taken.
- (c) The Secretary of the Board shall also serve as the Secretary at Members Meetings.
- (d) The Members present at any meeting shall constitute a quorum for the transaction of business, as long as at least three (3) Members are present. If within one-half (1/2) hour after the appointed time for the meeting of the Corporation, three Members are not present, the meeting shall stand adjourned and shall be continued on a day within two (2) weeks following such adjournment to be determined by the Secretary. At least forty-eight (48) hours' prior notice of the continuation of the meeting, including the time and place of the same, shall be given by the Secretary.
- (e) All meetings of the Members will be chaired by the Chair of the Board or his or her designate.
- (f) Each Member in good standing is entitled to one vote at any meeting of the Members.

Section 3.04 Annual Meetings

- (a) Annual Meetings of the Corporation shall be held within fifteen (15) months after the holding of the last preceding annual meeting.
- (b) The annual meeting of the Members shall be held at the Head Office, or such other place within the Region of Peel, in Ontario, on such day in each year and at such time as the Board may by resolution determine. The business transacted at the annual meeting shall include:
 - i) Approval of the minutes of the previous annual meeting;
 - ii) Unfinished business, if any, from the previous annual meeting;

- iii) A report from the Chair of the Board on the affairs of the Corporation from the previous year;
- iv) A report, including a review of the next year's budget as previously approved by the Board of Directors, from the Chief Executive Officer of the Corporation;
- v) A report from the Chair of the Corporation's audit committee of the auditor's report and the Corporation's financial statements;
- vi) The election of Directors;
- vii) The appointment of the auditor for the upcoming year; and
- viii) Any other item of business for which notice in writing has been given to the Secretary prior to the giving of notice of the annual meeting and is either a motion of the Board or set out in a document signed by at least ten (10) Members.

Section 3.05 Special Meetings

- (a) The Board may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10) of the Members entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more Members.
- (c) If the Board, in its sole discretion, determines that the requisition meets the qualifications in paragraph b above, the Board shall call and hold such a meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall state the purpose for which it is called.

Article IV. BOARD OF DIRECTORS

Section 4.01 Board

The affairs of the Corporation will be governed by a Board of twelve (12) elected Members. The Board will maintain up-to-date board policies, herein called Board Governance Policies, in the categories of “Ends”, “Governance Process”, “Executive Limitations” and “Board-Staff Relationship”, which shall govern both the Board and the Corporation.

Section 4.02 Elections by Board

At the first meeting after election by the Members, the Directors will elect from among themselves a Chair, Vice-Chair, and Chair of the Audit Committee

Section 4.03 Directors' Qualifications

Every Director shall be at least eighteen (18) years of age, be a Member of the Corporation in good standing or become a Member within ten (10) days after being elected or appointed as a Director and not be an Excluded Person, a current recipient or a member of the immediate family of a current recipient of the services of the Corporation.

Section 4.04 Nominations

Nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with the following process:

- (a)** The Board shall request written nominations for positions on the Board from the Members at least sixty (60) days in advance of an annual meeting, and such nominations must be signed by at least ten (10) Members in good standing (excluding the nominee) and accompanied by a written declaration by the nominee that he or she (i) meets the criteria to be a director and (ii) will serve as a Director in accordance with the By-Law and Board Governance Policies, if elected.
- (b)** The Board shall, throughout the year, identify, including through consultation with the Chief Executive Officer of the Corporation and external advisors, potential Director candidates, and determine the willingness of such candidates to serve.
- (c)** The Board shall receive and review all nominations duly made by the Members in accordance with the By-Law and candidates identified by the Board and will prepare a list of recommended nominees for consideration at the annual meeting.

- (d) The Board will ensure that the Board's recommended nominees, together with their qualifications, as well as any additional nominees nominated by the Members as aforesaid (if any) are made available to the Members of the Corporation at least fourteen (14) days prior to the annual meeting.
- (e) No nominations for Directors shall be permitted from the floor at any meeting of the Members.
- (f) Directors must be individuals and will be elected for a one year term. No Person may be elected a Director for more terms than will constitute nine (9) consecutive years of service; provided, however, that following a break in continuous service of at least one (1) year such Director may be re-elected as a Director. For greater certainty and without limiting the foregoing, nothing herein shall restrict the length of service of an ex-officio Director. Vacancies on the Board, however caused, may, as long as at least three (3) Directors remain in office, be filled by the Directors.

Section 4.05 Cessation of Office

A Director shall cease to hold office in any of the following events:

- (a) If he ceases to be a Member of the Corporation;
- (b) If he delivers a written resignation to the Chair or Secretary of the Board;
- (c) If he becomes bankrupt or ceases to have the legal capacity to contract;
- (d) If he dies;
- (e) The Members may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of the Members duly called by the Members for the purpose of passing such a resolution, remove any Director before the expiration of his or her term in office and, may, by a majority of votes cast at that meeting, elect any eligible individual in his or her stead for the remainder of the term. Despite the foregoing, not more than two (2) Directors may be removed in this manner in any fiscal year; or
- (f) A majority of Directors may pass a resolution removing a Director, for any of the following reasons:
 - i) The Director is absent for two (2) consecutive meetings of the Board without prior notice and without a reason acceptable to the Board;
 - ii) The Director is absent for three (3) consecutive meetings of the Board with prior notice but without a reason acceptable to the Board;or

- iii) The Director fails to comply with the Act, the Corporation's By-Laws, or the Board's Governance Policies, rules, regulations or procedures including, without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws and the Board's Governance Policies.
- (g)** A Director may request that his or her participation in the affairs of the Corporation be held in abeyance due to any temporary inability to fulfill the duties of a Director by written request stating the reason and likely duration of the episode. The Board may, in its sole discretion and by majority vote, direct a Director to temporarily cease his or her participation in the affairs of the Corporation. Such action will not cause a vacancy on the Board. In no event shall the cessation last longer than three (3) consecutive meetings of the Board.

Article V. POWERS AND RESPONSIBILITIES OF THE BOARD

Section 5.01 Audit Committee

The fiduciary responsibilities of the Board will be overseen by an audit committee, appointed by the Board and comprised of Members, a majority of whom shall also be Directors, having financial skills needed to oversee the finances of the Corporation as further defined in the Board Governance Policies.

Section 5.02 Directors' Duties

Every Director and Officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall:

- (a) Act honestly and in good faith with a view to the best interests of the Corporation;
- (b) Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances; and
- (c) Comply with the Act, the Corporation's By-Laws and the Board's Governance Policies.

Section 5.03 Authority

The Board shall have the general responsibility for the conduct of the affairs of the Corporation and shall administer any property of the Corporation, and may delegate such responsibility to the Chief Executive Officer according to the Board Governance Policies.

Section 5.04 Signing Officers

Signing officers of the Corporation shall be, in respect of amounts of \$5,000 or less, any two staff members designated from time to time, by the Board, as authorized signing officers and, in respect of amounts exceeding \$5,000, any two of the Secretary and either the Chair of the Board or the Chair of the Audit Committee or their respective designates.

Section 5.05 Remuneration

No Director or Officer, other than ex-officio Directors, shall receive any remuneration or profit directly or indirectly from his or her position. Reasonable expenses may be paid when incurred in the performance of a Director or Officer's duties.

Article VI. REGULAR AND SPECIAL MEETINGS OF THE BOARD

Section 6.01 Quorum

A quorum at any meeting of the Board shall be the presence in person of a majority of the Directors.

Section 6.02 Time and Place

The Board may hold its meetings at such a place or places as it may from time to time determine. The Board shall not hold fewer than eight meetings during a twelve month period following its election.

Section 6.03 Elections

At the first meeting of the Board following its election at the annual meeting, the Directors shall elect from among themselves the Chair of the Board, a Vice-Chair, and a Chair of the Audit Committee to serve a one year term. Said officers shall fulfill all obligations assigned to the positions by these By-Laws and the Board Governance Policies.

Section 6.04 Chairing Meetings

Whenever the Chair of the Board is absent from a meeting, the responsibility to chair the meeting will be delegated to the Vice-Chair or to such other Director as the Chair of the Board may designate prior to the meeting.

Section 6.05 Secretary

The Chief Executive Officer of the Corporation will be the Secretary of the Board and will serve as an ex-officio non-voting Director. In this capacity, he shall ensure all records are kept by the Corporation in the manner required by the Act.

Section 6.06 Delegation by Secretary

The Secretary may delegate the performance of his or her duties to any Person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

Section 6.07 Calling Meetings

Any meeting including any special meetings of the Board shall be called by the Secretary on the written request of the Chair of the Board or of no less than three (3) Directors.

Section 6.08 Notices

Notice of regular Board meetings shall be sent at least fourteen (14) days before the date on which the meeting is to be held.

Section 6.09 Notice of Special Meetings

Notice of a special meeting of the Board may be given by telephone and shall be given at least forty-eight (48) hours (exclusive of Saturdays, Sundays and statutory holidays observed in the Province of Ontario) in advance of the scheduled start-time of the meeting, and shall state the purpose for which it is called.

Section 6.10 No Quorum

No meeting, duly called, can be blocked by any Director's refusal or inability to attend unless a quorum cannot be achieved.

Section 6.11 First Meeting

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

Article VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01 Indemnity

Every Director or Officer 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 Claims suffered or incurred as a result of or in connection with any act, deed, matter or thing whatsoever made, done or permitted by he or she, in or about the execution of the duties of his or her office; and
- (b) all Claims that he suffers or incurs as a result of or in connection with to the affairs of the Corporation, except such Claims as are suffered or incurred as a result of or in connection with his or her own willful neglect or default.

Section 7.02 Insurance

The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

Section 7.03 Charities Accounting Act

The obligations in this Article are subject to the limitations of the Charities Accounting Act , which require that the purchase of insurance must not unduly impair the carrying out of the charitable purpose of the Corporation, and that the indemnity shall not be paid or insurance purchased if doing so would render the Corporation insolvent.

Section 7.04 Exclusion of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, 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 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 willful act or through his or her own wrongful or willful neglect or default.

Section 7.05 Good Faith

Directors and Officers shall not be liable to the Corporation for any Claims which the Corporation may suffer or incur as a result of or in connection with any act deed, matter or thing made, done or permitted to be done or omitted to be done by he or she in the performance of his or her duties and functions (or in the performance of what he or she honestly believed was in the proper performance of his or her duties and functions), provided he acted or committed such omission honestly, in good faith and without fraud or fraudulent intent.

Article VIII. ENACTMENT, REPEAL, AND AMENDMENT OF BY-LAWS

Section 8.01 Enactment

The Board may, by a majority vote, pass or amend By-Laws of the Corporation from time to time.

Section 8.02 Notice

Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director not less than fourteen (14) days before the meeting.

Section 8.03 Absence of Notice

Where written notice of intention required by 8.02 above is not provided, any proposed By-Laws or amendments to By-Laws may nevertheless be considered at the meeting, provided that discussion and voting thereon are adjourned to the next meeting, and that notice is given, in accordance with section 8.02, prior to the continuation of the adjourned meeting.

Section 8.04 When Effective

Subject to Section 8.05 below and except as expressly provided in the By-Laws or in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.

Section 8.05 Confirmation by Members

The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special meeting of the Members of the Corporation called for that purpose. The notice of such meeting shall refer to the By-Laws or amendment to be presented.

Section 8.06 Rejection by Members

The Members at a meeting referred to in section 8.05 may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.

Section 8.07 Validity of Acts

In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

ENACTED as By-Law No. 1 this _____ day of _____ 2005.

WITNESS the seal of the Corporation.

Chair

Secretary

CONFIRMED by the Members this _____ day of _____ 2005.

Chair

Secretary