

ORNGE

BY-LAW NO. 1E

ARTICLE 1 INTERPRETATION

1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

"**Act**" means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

"**Authorized Signatory**" has the meaning specified in Section 2.2.

"**Corporation**" means Ornge.

"**Minister**" means the Minister of Health and Long-Term Care.

"**Ontario Board Member**" has the meaning ascribed thereto in section 3.3 hereof.

"**Performance Agreement**" means the agreement between the Corporation and Her Majesty the Queen in Right of Ontario as represented by The Minister of Health and Long-Term Care dated March 19, 2012.

"**person**" means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

"**recorded address**" means (i) in the case of a member, the member's latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person's latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

"**show of hands**" means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender

includes all genders. In this by-law the words "including", "includes" and "include" means "including (or includes or include) without limitation".

1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

1.4 Conflict With Unanimous Member Agreement.

If there is any conflict or inconsistency between any provision of a unanimous member agreement and any provision of this by-law, the provision of such unanimous member agreement will govern.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Financial Year.

The financial year of the Corporation ends on such date of each year as the directors determine from time to time.

2.2 Execution of Instruments and Voting Rights.

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, (i) by any two of the directors and officers, provided that no individual shall execute, acknowledge, or verify any instrument in more than one capacity or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an "Authorized Signatory"). Voting rights for securities held by the Corporation may be exercised on behalf of the Corporation by any two Authorized Signatories. In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

2.3 Banking Arrangements.

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

ARTICLE 3 DIRECTORS

3.1 Number of Directors.

If the articles specify a minimum and a maximum number of directors, the number of directors is, at any time, the number within the minimum and maximum determined from time to time by ordinary resolution or, if an ordinary resolution empowers the directors to determine the number, by the directors. No decrease in the number of directors will shorten the term of an incumbent director. Where the number of directors has not been determined as provided in this section, the number of directors is the number of directors holding office immediately following the most recent election or appointment of directors, whether at an annual or special meeting of the members, or by the directors pursuant to the Act.

3.2 Term of Office of Directors.

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election unless:

- (a) Any such individual was elected to complete the unexpired term of a former director, in which case such individual shall be elected for the remainder of such term; or
- (b) Prior to the annual meeting at which such individual is elected as a director, the directors determine that, in the interests of providing for a staggered board, the vacancy which he or she has been elected to fill shall be for a term expiring at the end of the first annual meeting following his or her election.

3.3 Directors designated by the Lieutenant Governor in Council or the Minister.

In accordance with the Performance Agreement, the members have agreed to elect as directors from time to time one or more individuals (qualified to act as directors under the Act) designated by the Minister or the Lieutenant Governor in Council (an “**Ontario Board Member**”).

3.4 Place of Meetings.

Meetings of directors may be held at any place in or outside Canada.

3.5 Number of Meetings.

There shall be at least four meetings of directors per year or such greater number of meetings as is determined, from time to time, by the directors.

3.6 Calling of Meetings.

The Chair, the Secretary or any two directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

3.7 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

3.8 Notice of Meeting.

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 48 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of members.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

3.9 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

3.10 Quorum.

A majority of the number of directors in office, or such greater or lesser number as the directors may determine from time to time, constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors and except as otherwise provided in Section 3.11, a quorum of directors may exercise all the powers of the directors.

3.11 No Quorum Present.

In the event that there is no quorum of directors within a reasonable period of the time appointed for a meeting of the directors, the names of those directors who are present shall be recorded by the secretary and informal discussions may be held. Any decisions made at such an informal meeting are to be tabled at the immediately succeeding meeting of the directors for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum of directors during a meeting, those directors remaining may hold an informal discussion and, so long as two directors continue to be present, may call a subsequent meeting of the directors in accordance with Section 3.6. Any decisions made after they ceased to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

3.12 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

3.13 Chair.

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

- (a) the Chair; or
- (b) the Vice-Chair.

If no such officer is present within 15 minutes *from* the time fixed for holding the meeting, the directors present shall choose one of their number to chair the meeting.

3.14 Secretary.

The Secretary will act as secretary at meetings of directors. If the Secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

3.15 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

3.16 Persons Entitled to be Present.

The only persons entitled to attend meetings of the directors shall be the directors and others who are entitled or required under any provision of the Act or the articles or the by-laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the

invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only elected directors will have the right to vote and all of the directors will have the right to speak at such meetings although others present at such meetings, in accordance with the Act or the articles or the by-laws of the Corporation, shall be allowed to speak with the consent of the meeting.

3.17 Rules of Order.

The directors shall be entitled to adopt, from time to time, such rules of order as it deems appropriate to govern the conduct of each directors' meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the articles or the by-laws of the Corporation, the provisions of the Act, or the articles or the bylaws of the Corporation shall prevail.

3.18 Remuneration and Expenses.

The directors shall receive no remuneration for acting as such but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their traveling and other expenses properly incurred by them in attending meetings of the directors, of any committee thereof, or of the members of the Corporation or otherwise properly incurred by them in connection with carrying out the activities of the Corporation.

ARTICLE 4 COMMITTEES

4.1 Committees of Directors.

The directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.

4.2 Audit Committee Chair

The chair of the audit committee of the Corporation shall be an Ontario Board Member.

4.3 Proceedings.

Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.3 to Section 3.17 inclusive apply to committees of directors, with such changes as are necessary.

ARTICLE 5 OFFICERS

5.1 Appointment of Officers.

The directors shall appoint a Chair, a Vice-Chair, a Secretary and a Treasurer. The directors shall also appoint a President and Chief Executive Officer, subject to approval of the candidate by the Minister. The directors may also appoint such other officers of the Corporation as they deem appropriate from time to time. Except as otherwise provided herein, an officer may but need not be a director and one person may hold more than one office.

5.2 Powers and Duties.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

5.3 Chair.

The Chair shall, when present, preside at directors meetings and members meetings in accordance with Section 3.13 and Section 8.8, respectively. The Chair will have such other powers and duties as the directors determine. The Chair shall be a director.

5.4 Vice-Chair.

The Vice-Chair shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair is absent, unable or unwilling to act. The Vice-Chair will have such other powers and duties as the directors determine. The Vice-Chair shall be a director.

5.5 President and Chief Executive Officer.

The President and Chief Executive Officer of the Corporation will have general powers and duties of supervision of the business and affairs of the Corporation. The President and Chief Executive Officer will have such other powers and duties as the directors determine. The President and Chief Executive Officer may designate one or more executive vice presidents, senior vice presidents or other titled positions, none of whom shall be a director or member, but each of whom shall be an employee of the Corporation.

5.6 Secretary.

The Secretary will have the following powers and duties: (i) the Secretary will give or cause to be given, as and when instructed, notices required to be given to members, directors, officers, public accountants and members of committees of directors; (ii) the Secretary may attend at and

be the secretary of meetings of directors, members, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; (iii) the Secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose; and (iv) the Secretary shall sign such documents, contracts or instruments in writing as require his or her signature. The Secretary will have such other powers and duties as the directors determine or as are incident to the office of the Secretary.

5.7 Treasurer.

The Treasurer of the Corporation will have the following powers and duties: (i) the Treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the Treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the Treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The Treasurer will have such other powers and duties as the directors determine.

5.8 Term of Office.

- (a) Each person appointed to the office of President and Chief Executive Officer, Treasurer and Secretary, where the person appointed as Secretary is not a director at the time of appointment, shall serve at the pleasure of the directors.
- (b) The person appointed to the office of Secretary, where the person appointed is a director at the time of the appointment shall hold office for a term expiring at the conclusion of the second annual meeting of the members held following his or her appointment to such office; provided that at the pleasure of the directors, such person may be re-appointed to such position for one or more additional two year terms.
- (c) The person appointed to the office of Chair shall be appointed for a term expiring at the conclusion of the second annual meeting of the members held following his or her appointment to such office; provided that at the pleasure of the directors such person may be re-appointed to such position for one or more additional two year terms. Notwithstanding any other provision herein, in the event that the person holding the office of Chair ceases to do so prior to the expiration of the term for which he or she was appointed for any of the reasons set out in Sections 5.9(a) to (c), the directors shall appoint another person to hold the office of Chair for a two year term or if the directors so provide at the time of such appointment, for the balance of the unexpired term of his or her predecessor, following which such person shall be eligible for re-appointment for one or more additional two year terms.
- (d) The provisions of Section 5.8(c) shall apply with equal effect to the person holding the office of Vice-Chair; provided that:

- (i) where the directors determine it is desirable for the initial term of the person appointed to the office of Vice-Chair to be aligned with that of the Chair, the directors may appoint such person for an initial term of less than two years; and
- (ii) where a person ceases to hold the office of Chair in any of the circumstances described in Section 5.9(a) to (c);
 - (A) the person holding the office of Vice-Chair shall immediately assume the office of the Chair but only for so long as it shall take for the directors to appoint a person to the office of Chair and for the duly appointed successor to take office; and
 - (B) during any such interim period, the directors may if they choose, appoint an interim Vice-Chair;

provided that both the person appointed as Vice-Chair and the person appointed as interim Vice-Chair shall be eligible to be appointed to fill the vacancy in the office of the Chair and if the person holding the office of Vice-Chair prior to such vacancy arising is appointed to fill the vacancy pursuant to Section (c), the directors shall thereafter appoint a person to fill the vacancy then existing in the office of the Vice-Chair.

5.9 Vacancies.

Notwithstanding Section 5.8, the office of an officer shall automatically be vacated upon:

- (a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later;
- (b) That officer being removed by the directors in accordance with Section 5.10;
- (c) That officer's death; or
- (d) Other than in the circumstances contemplated above, the election or appointment of a successor to the office of that officer.

If an office shall become vacant in any of the circumstances described in Section 5.9(a) to (c), the directors may, subject to the provisions of Section 5.8(c) and Section 5.8(d) elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office, except that the appointment of a person to fill a vacancy in the office of the President and Chief Executive Officer shall be subject to approval of the candidate by the Minister.

5.10 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

5.11 Remuneration of Officers.

The officers shall be paid such remuneration for their services provided to the Corporation as the directors may from time to time determine. The remuneration of any employees or agents shall be as such as the terms of their engagement call for or as the directors may specify.

ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

6.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.3 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

**ARTICLE 7
MEMBERS**

7.1 Membership Conditions.

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be limited to the individuals who are the directors of the Corporation from time to time. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

7.2 Transferability and Termination of Membership.

Membership in the Corporation shall not be transferable and shall automatically terminate upon the occurrence of any one of the following events:

- (a) Upon the death of such member;
- (b) Upon the resignation of a member in accordance with Section 7.4; or
- (c) Upon such member ceasing to be a director.

7.3 Membership Dues.

There shall be no dues or fees payable by a member, except such dues and fees, if any, as shall from time to time be fixed by directors.

7.4 Resignations.

A member may resign as a member by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary. The resignation of a member shall be effective at the date that the members resignation is received by the Corporation or the time specified in the resignation, whichever is later.

**ARTICLE 8
MEETINGS OF MEMBERS**

8.1 Calling Annual and Special Meetings.

The directors and each of the Chair or the Secretary have the power to call annual meetings of members and special meetings of members. Annual meetings of members and special meetings of members will be held on the date and at the time and at the place in Canada as the person(s) calling the meeting determine, A meeting of members may be held at a place outside Canada if the place is specified in the articles or all the members entitled to vote at the meeting agree that the meeting is to be held at that place.

8.2 Electronic Meetings.

Meetings of members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other

during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

8.3 Notice of Meetings.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 3.5 days before the day on which the meeting is to be held.

The accidental omission to give notice of any meeting of members to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

8.4 Waiver of Notice.

A member, a director or the public accountant and any other person entitled to attend a meeting of members may waive notice of a meeting of members, any irregularity in a notice of meeting of members or any irregularity in a meeting of members. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

8.5 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members are those persons entitled to vote at the meeting, the directors, the officers, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or this by-law to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting or the persons present who are entitled to vote at the meeting.

8.6 Quorum.

A quorum of members is present at a meeting of members if not less a majority of the members entitled to vote at the meeting are present in person. No business shall be transacted at any meeting of the members unless a quorum is present at the commencement of and throughout the meeting.

8.7 Absentee Voting at Members' Meetings.

Pursuant to the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

8.8 Chair, Secretary and Scrutineers.

The chair of any meeting of members is the first mentioned of the following officers that is present at the meeting:

- (a) the Chair; or
- (b) the Vice-Chair.

If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present who are entitled to vote shall choose a member who is present, to chair the meeting.

The Secretary will act as secretary at meetings of members. If the Secretary is absent, the chair of the meeting will appoint a person, who need not be a member, to act as secretary of the meeting.

If desired, the chair of the meeting may appoint one or more persons, who need not be members, to act as scrutineers at any meeting of members.

8.9 Rules of Order.

Each meeting of members shall be governed by such rules of order as have then most recently been adopted by the directors pursuant to Section 3.17 or if none have been adopted, such rules of order as are approved at such meeting; provided that in the event of a conflict between such rules of order and one or more provisions of the Act, the articles or the by-laws, the provisions of the Act, the articles or the by-laws of the Corporation shall prevail.

8.10 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of members shall be decided by a show of hands, unless a ballot on the question is required or demanded. Subject to the Act and other applicable law, the chair of the meeting may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a meeting of members. The requirement or demand for a ballot may be made either before or after any vote on the question by a show of hands. A ballot will be taken in the manner the chair of the meeting

directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the members upon the question.

In the case of a vote by a show of hands, each person present who is entitled to vote has one vote. If a ballot is taken, each person present who is entitled to vote is entitled to the number of votes in accordance with the class or group of membership which such person is entitled to vote at the meeting.

8.11 Votes to Govern.

Any question at a meeting of members shall be decided by a majority of the votes cast on the question unless the articles, the by-laws, the Act or other applicable law requires otherwise. In case of an equality of votes either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting is not entitled to a second or casting vote.

8.12 Adjournment.

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

ARTICLE 9 MISCELLANEOUS

9.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

9.2 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

9.3 Amendment.

In accordance with the Act, a special resolution of the members is required to make any amendment to Section 7.1, Section 8.3 or Section 8.7 of this by-law.

**ARTICLE 10
EFFECTIVE DATE**

10.1 Effective Date.

This by-law comes into force when made by the directors in accordance with the Act.

10.2 Repeal.

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

CERTIFIED to be By-Law No. 1E of the Corporation, as made by the directors of the Corporation on July 31, 2012.

This by-law was made by resolution of the directors on _____, 2012.

Ian W. Delaney
Chair

Stephen Patterson
Secretary