

## **BY-LAW NO. 1**

A By-law relating generally to the  
activities and affairs of

### **RUN OTTAWA**

(the “**Corporation**”)

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

#### **ARTICLE 1 DEFINITIONS AND INTERPRETATION**

##### **1.1 Definitions**

In the By-laws of the Corporation, capitalized terms used by not otherwise defined will have the same meaning as in the Act. In addition:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act (“**Regulations**”), as it may be amended or replaced, any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- (e) “**Chair**” means the chair of the Corporation;
- (f) “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been duly elected by the Members or appointed to serve on the Board;
- (g) “**Meeting of Members**” includes an annual meeting of Members (an “**Annual Meeting**”) or a Special Meeting; “**Special Meeting**” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an Annual Meeting;

- (h) “**Member**” or “**Members**” means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
- (i) “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- (j) “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (k) “**Secretary**” means the secretary of the Corporation;
- (l) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (m) “**Treasurer**” means the treasurer of the Corporation; and
- (n) “**Vice-Chair**” means the vice-chair of the Corporation.

## **1.2 Interpretation**

- (a) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders and “**Person**” includes an individual, body corporate, partnership, trust and unincorporated organization.
- (b) The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

## **ARTICLE 2 BUSINESS OF THE CORPORATION**

### **2.1 Corporate Seal**

The Corporation may have a seal. If the Corporation has a seal, it shall be kept at the registered office of the Corporation and shall bear the name “Run Ottawa”.

### **2.2 Registered Office**

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

### **2.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation, as required by the By-laws or any applicable statute or law, are regularly and properly kept.

## **2.4 Financial Year**

Unless otherwise ordered by the Board, the financial year end of the Corporation shall be July 31.

## **2.5 Execution of Documents**

Contracts, documents and other instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of its Officers or Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any securities owned by the Corporation.

## **2.6 Annual Financial Statements**

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

# **ARTICLE 3 BOARD OF DIRECTORS**

## **3.1 Powers of the Board**

- (a) The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.
- (b) Without limiting the generality of the foregoing, the Board may, without the authorization of the Members:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

### **3.2 Board of Directors**

The Board will consist of a minimum of three (3) and a maximum of ten (10) Directors of whom (a) at least nine (9) shall be elected by the Members, and (b) no more than one (1) may be appointed by the Board pursuant to Section 10 of the Articles. A Director may be appointed by reason that they are deemed by the Board to have special qualifications that are necessary to assist with the direction of the Corporation, except that a Director may only be appointed by the Board in a particular year if at least three (3) Directors were elected at the previous Annual Meeting. For further certainty, nothing in this Section 3.2 precludes or limits the Board from appointing a Director or Directors to fill vacancies on the Board.

### **3.3 Terms of Directors**

- (a) Directors shall be elected for terms of up to (3) years or until their successor are elected. To the greatest extent possible, the terms of office of elected Directors will be staggered so that the terms of three (3) Directors will expire at each annual meeting. No Director shall be elected for more than two (2) consecutive terms in office.
- (b) Directors appointed pursuant to Section 10 of the Articles shall be appointed for terms expiring not later than the close of the Annual Meeting following their appointment.

### **3.4 Criteria for Directors**

Individuals who wish to seek office as a Director must meet the criteria for Director eligibility set out in Board policy.

### **3.5 Resignation or Removal of Directors**

- (a) The office Director shall be automatically vacated:
  - (i) on resignation of the Director, which shall be provided in writing to the Chair;
  - (ii) if a Director's membership in the Corporation is terminated pursuant to Sections 8.4, 8.5 or 8.6 of this By-law;
  - (iii) if the Director is declared incapable by a court in Canada or in another country;
  - (iv) if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors; or

- (v) on the Director's death;
  - (vi) if a Director fails to attend a minimum of three consecutive Board meetings or fails to attend all meetings within a calendar year, whichever is the minimum.
- (b) The Members may, by Ordinary Resolution at a Special Meeting, remove any Director from office for any reason.

### **3.6 Vacancies**

- (a) A quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
- (i) a failure to elect the minimum number of Directors provided for in the Articles; or
  - (ii) an increase in the minimum or maximum number of Directors provided for in the Articles.
- (b) If there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 3.6(a), the Directors then in office will forthwith call a Special Meeting to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (c) A Director appointed under this Section 3.6 will only hold office for the unexpired term of their predecessor.

## **ARTICLE 4 MEETINGS OF DIRECTORS**

### **4.1 Meetings of the Board**

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place for each meeting of the Board will be given in the manner provided in Section 12.1 to each Director not less than seven (7) days before the time when the meeting is to be held, or not less than forty eight hours for matters the Chair considers urgent, and shall specify any matter referred to in Section 138(2) of the Act that is to be dealt with at the meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such a meeting.

### **4.2 Place of Meetings**

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

#### **4.3 Regular Meetings**

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named. Without limiting the generality of the foregoing, the Board shall meet at least six (6) times per year.

#### **4.4 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

#### **4.5 Quorum**

A majority of the number of the Directors of the Corporation in office at the time of the meeting is held constitutes a quorum at any meeting of Directors.

#### **4.6 Votes to Govern**

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

#### **4.7 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or a committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent means of transmission.

#### **4.8 Participating in Meetings by Electronic Means**

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

#### **4.9 Board Meeting Held Entirely by Electronic Means.**

If a Director or Directors call a meeting of the Board pursuant to the Act, such Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **ARTICLE 5 COMMITTEES**

#### **5.1 Committees**

The Board may from time to time appoint any committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board.

#### **5.2 Advisory Bodies**

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

#### **5.3 Procedure**

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

### **ARTICLE 6 OFFICERS**

#### **6.1 Term**

The Officers shall be appointed by the Board and hold office for a term of one (1) year from the date of appointment or until their successors are appointed; provided, however, that no Officer shall be appointed to the same office for more than two (2) consecutive terms unless agreed to by the Board for operational efficiencies.

#### **6.2 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair – The Chair shall be a Director. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair – The Vice-Chair shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- (c) Secretary – The Secretary of the Board shall be a Director. The Secretary shall attend and be the secretary of all meetings of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings. The Secretary shall have such additional powers and duties as the Board may specify.
- (d) Treasurer – The Treasurer of the Board shall be a Director. The Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **6.3 Term of Office**

- (a) Each Officer shall continue in office until:
  - (i) their term expires;
  - (ii) the appointment of a successor;
  - (iii) the Officer’s resignation by delivery of a written resignation to the Chair;
  - (iv) the Officer ceasing to be a Director (if a necessary condition of office);
  - (v) the Officer’s removal by resolution of the Board; or
  - (vi) the Officer’s death.
- (b) If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor’s term or until their successor is appointed.



**ARTICLE 7**  
**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**7.1 Limitation of Liability**

Subject to the provisions of the Act and to this Section 7, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer, or as an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

**7.2 Advance of Costs**

Subject to this Section 7, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 7.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 7.3.

**7.3 Limitation**

The Corporation may not indemnify an individual under Section 7.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

**7.4 Derivative Actions**

The Corporation shall, with the approval of a court, indemnify and individual referred to in Section 7.1, or advance moneys under Section 7.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or any other entity as described in Section 7.1, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 7.3.

## **7.5 No Restriction**

The Corporation will also indemnify the individuals referred to in Section 7.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

## **7.6 Insurance**

The Corporation shall at all times carry an insurance policy sufficient to indemnify and save harmless Directors and Officers from liability resulting from the organization of all events and activities of the Corporation, including but not limited to protection from liability resulting from death or injury to a participant in an event or activity managed by the Corporation. The Corporation's insurance policy shall also in all cases indemnify and save harmless employees, volunteers and sponsors, partners and governmental agencies as required by the City of Ottawa, City of Gatineau, National Capital Commission, Government of Canada, Sports Canada and Athletics Canada.

# **ARTICLE 8 MEMBERSHIP**

## **8.1 Membership**

Membership in the Corporation is open to individuals who are interested in furthering the purposes of the Corporation, are above the age of eighteen (18) and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. In addition, the Board may, in its sole discretion, grant annual memberships or lifetime memberships to distinguished Members or other individuals. For greater certainty, there shall only be one class of Members in the Corporation.

## **8.2 Membership Transferability**

A membership may only be transferred to the Corporation.

## **8.3 Membership Dues**

The Board shall determine the fees for membership and the privileges associated with membership. The fees for membership shall be reviewed annually and Members will be notified of any changes to membership fees at least thirty (30) days in advance of the change.

## **8.4 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the Member dies;

- (b) a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- (c) the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member resigns pursuant to Section 8.5 of these By-laws;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

### **8.5 Resignation of Membership**

Members may resign their membership by notifying the Secretary of their resignation in writing. Members who resign shall not be refunded, in whole or in part, any membership fees paid by that Member.

### **8.6 Discipline of Members**

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

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation, including without limitation the Mission, Vision and Values;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board (but not including the Member who has made the submissions, if applicable) shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the

submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **ARTICLE 9 MEETINGS OF MEMBERS**

### **9.1 Annual Meetings**

The Annual Meeting will be held annually within six (6) months of the Corporation's fiscal year end in each year and shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine. At every Annual Meeting, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant;
- (b) elect Directors;
- (c) appoint the public accountant pursuant to Section 10.1; and
- (d) transact any other business that may be properly brought before the Members and of which notice was provided to Members in accordance with the Act and these By-laws.

### **9.2 Special Meetings and Requisition Meetings**

The Board shall have the power to call at any time a Special Meeting. In addition, the Board shall call a Meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a Meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

### **9.3 Notice of Members' Meetings**

- (a) Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
  - (i) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

- (b) Notice of any Annual Meeting shall include a statement informing the Members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail in accordance with Section 2.6.
- (c) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a Special Meeting or Annual Meeting, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "Special Business". The Chair, the Secretary, the Treasurer, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every Meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting unless they are Members of the Corporation and entitled to vote on that basis.

#### **9.4 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or 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.

#### **9.5 Quorum**

Five percent (5%) of the Members, in attendance at the meeting of the Members constitutes a quorum at any meeting of the Members.

#### **9.6 Votes to Govern**

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolutions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

### **9.7 Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **9.8 Members' Meeting Held Entirely by Electronic Means**

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **ARTICLE 10 PUBLIC ACCOUNTANT**

### **10.1 Public Accountant**

At each Annual Meeting, the Members shall appoint a public accountant to hold office until the close of the next Annual Meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may remove the public accountant by Ordinary Resolution before the expiration of such public accountant's term of office, and shall, by an Ordinary Resolution at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public account, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

**ARTICLE 11**  
**AMENDMENT OF BY-LAWS**

**11.1 Amendment of By-laws**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law amendment that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

**ARTICLE 12**  
**MISCELLANEOUS**

**12.1 Method of Giving Any Notice**

Notice of a meeting of the Board shall be given by email to the email address that each Director has designed in writing to receive notices from the Corporation. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**12.2 Invalidity of any Provisions of this By-Law**

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

**12.3 Omissions and Errors**

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

**12.4 By-laws and Effective Date**

Subject to matters requiring a Special Resolution, this By-law shall be effective when approved by the Board.

**12.5 Repeal of Prior By-laws**

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

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
Name:  
Title: