

BYLAW #1
(January, 2018)

A Bylaw relating generally to the conduct of the affairs of

EMMANUEL HEALTH INC.

IT IS HEREBY ENACTED as a Bylaw of the Emmanuel Health Inc. as follows:

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this Bylaw and all other Bylaws of the Corporation, the following defined terms shall have the meanings ascribed below:

- (a) **"Act"** means *The Non-Profit Corporations Act*, 1995, S.S. 1995, c. N-4.2, together with the regulations made pursuant thereto and any statute or regulations enacted in substitution therefor, all as amended from time to time;
- (b) **"Annual Meeting of the Member"** means the required Annual Meeting of the Member as described in Section 5.5(a);
- (c) **"Articles"** means the articles of the Corporation from time to time in force and effect;
- (d) **"Board"** means the board of directors of the Corporation;
- (e) **"Bylaws"** means all bylaws of the Corporation from time to time in force and effect;
- (f) **"CEO"** means the chief executive officer of the Corporation as selected by the Board and ratified by the Member from time to time;
- (g) **"Chair"** means the position of chair of the Board as further defined in Article 8;
- (h) **"Claim"** means claims, losses, damages (direct, indirect, consequential or otherwise), suits, judgments, causes of action, legal proceedings, executions, demands, penalties or other sanctions of every nature and kind whatsoever, whether accrued, actual, contingent or otherwise, and any and all costs arising in connection therewith including legal fees and disbursements on a solicitor and his own client basis (and also including all such legal fees and disbursements in connection with any and all appeals)
- (i) **"Corporation"** means Emmanuel Health Inc.;

- (j) **"Directors"** means the members of the Board, collectively, and **"Director"** means any one of them;
- (k) **"Fiscal Year End"** means March 31 of each year;
- (l) **"Local Council"** has the meaning set out in Section 9.2;
- (m) **"Meeting of the Member"** means any meeting of the Member, including the Annual Meeting of the Member;
- (n) **"Member"** means the member of the Corporation;
- (o) **"Officers"** means officers of the Corporation appointed pursuant to Article 8, collectively, and **"Officer"** means any one of them;
- (p) **"Person"** includes any individual, corporation, limited or unlimited liability company, partnership, joint venture, trust, government or governmental body, Indian band or other incorporated or unincorporated association or organization, and any trustee, executor, administrator or other legal representative; and
- (q) **"Vice-Chair"** means the position of vice-chair of the Board as further defined in Article 8.

1.2 Terms

All terms defined in the Act and which are not otherwise defined in this Bylaw shall have the same meaning given to such terms in the Act.

1.3 Headings

The division of this Bylaw into articles, sections, paragraphs, subsections and clauses, and the insertion of headings, are for convenience of reference only and shall not affect the construction or interpretation of this Bylaw.

1.4 Conflict with Articles or Act

- (a) To the extent there is any conflict between the provisions of the Bylaws and the provisions of the Articles, the provisions of the Articles shall govern.
- (b) To the extent there is any conflict between the provisions of the Bylaws or the Articles and the provisions of the Act, the provisions of the Act shall govern.

ARTICLE 2

OBJECTS, MISSION, AND POWERS OF THE CORPORATION

2.1 Objects and Mission

The objects and mission of the Corporation are:

- (a) to act as the parent corporation for one or more organizations providing health care services, including hospitals and long-term care homes, to the residents of Saskatchewan;
- (b) to be guided in all matters relating to the operations of the Corporation by the Health Ethics Guide, approved by the Catholic Health Alliance of Canada and the Canadian Conference of Catholic Bishops as revised from time to time; and
- (c) all things necessary and incidental to and reasonably connected with the above.

2.2 Reserve Powers of the Member

Notwithstanding anything else in this Bylaw, the Member shall have the rights and powers listed below.

- (a) The Member must approve any changes to the Bylaws or the Articles prior to such changes coming into effect.
- (b) The Member must approve the mission, vision and values of the Corporation.
- (c) The Member must approve in advance any borrowing of funds by the Corporation.
- (d) The Member must approve in advance the acquisition or sale of any significant assets of the Corporation.
- (e) Annually, the Member must appoint the Corporation's auditor.
- (f) The Member must appoint the Directors and Officers.
- (g) The Member has the power to remove Directors and Officers at any time in a manner consistent with the Bylaws and the Act, and to fill any vacancies in the roster of Directors or Officers.
- (h) The Member must approve the appointment of the CEO and, for greater certainty, if the Member does not approve the Board's selection of CEO, such person cannot be hired by the Corporation as CEO.
- (i) Approve in advance the assumption or acquisition of control or ownership of any Person by the Corporation.

2.3 Powers

Without restricting in any way the authority to operate given to the Corporation under the Act and the Articles, the Corporation may exercise any of the following powers:

- (a) hold and vote securities, including membership interests, in any corporations, partnerships, or other Persons;

- (b) receive, maintain, invest, transfer and expend funds for the purpose of attaining its objects as described in Section 2.1;
- (c) solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;
- (d) acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
- (e) acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its objects, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
- (f) employ and pay such assistants, clerks, agents, representatives, independent contractors, and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;
- (g) co-operate, liaise, and contract with other charitable organizations, institutions or agencies which have similar objects to that of the Corporation;
- (h) demand and compel payment of all sums of money and claims to any real or personal property in which the Corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its name;
- (i) borrow money on the credit of the Corporation with the approval of the Board and the approval of the Member;
- (j) draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments; and
- (k) pay all costs and expenses of, or incidental to, the Corporation or the Corporation's activities.

2.4 Assumption of Ownership of Subsidiaries

If the Corporation wishes to assume or acquire control or ownership of any Person, such a decision must be approved by the Member at a special Meeting of the Member.

2.5 Execution of Contracts and Cheques

- (a) Cheques, bank drafts, promissory notes, contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any person or persons on behalf of the Corporation as designated by resolution of the Board.

- (b) All cheques, bank drafts, promissory notes, contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formalities.
- (c) Any person or persons on behalf of the Corporation as designated by resolution of the Board may affix the corporate seal to any document or instrument being signed, but its absence shall not affect the validity of the document or instrument.

2.6 Not For Profit

The Corporation shall be operated on a not-for-profit basis.

ARTICLE 3 REGISTERED OFFICE AND SEAL

3.1 Registered Office

The Corporation may from time to time by resolution of the Board designate a location within Saskatchewan as the registered office of the Corporation.

3.2 Corporate Seal

The corporate seal of the Corporation, if any, shall be such as the Board may adopt by resolution from time to time.

ARTICLE 4 MEMBER AND MEMBERSHIP

4.1 Member

The sole Member is The Saskatchewan Catholic Health Corporation as of the date hereof.

4.2 Membership Certificates

Membership certificates are not necessary. However, the Board may, subject to compliance with the Act, approve the form of and issue Membership certificates to the Member. Such certificates shall be signed by any Officer of the Corporation so authorized.

4.3 Transfer of Memberships Not Permitted

Membership in the Corporation shall not be transferred or assigned, except as authorized by the Member.

4.4 Termination of Membership

- (a) A Member's membership interest in the Corporation is terminated when:
 - (i) the Member resigns by submitting a resignation, in writing, to the Board;

- (ii) the Member ceases to exist; or
 - (iii) the Member assigns its membership interest in the Corporation.
- (b) A Member's rights, privileges, and interests in the Corporation cease upon termination of Membership in the Corporation.

ARTICLE 5

MEETINGS OF THE MEMBER

5.1 Time and Place of Meetings of the Member

- (a) The Member may call a Meeting of the Member at any time, and shall do so when required by the Act or the Bylaws.
- (b) The Annual Meeting of the Member shall be held every year within 90 days of the Fiscal Year End of the Corporation.
- (c) Meetings of the Member shall be held in Saskatchewan, at a location determined by the Member, or any other location approved by the Member.

5.2 Notice

- (a) A notice of the Meeting of the Member shall be delivered to the Member, the Directors, the CEO, and the auditor of the Corporation no later than 15 days, and not more than 50 days, prior to the Meeting of the Member.
- (b) The notice of Meeting of the Member shall state the purpose for which the meeting is being called.
- (c) The notice of an Annual Meeting of the Member shall also indicate if there will be any special business considered at the meeting and, if so, such special business shall be described in sufficient detail so as to permit the Member to form a reasoned judgment thereon.
- (d) Notice for a Meeting of the Member or any other notice to the Member required by the Act or the Bylaws shall be provided:
 - (i) in the manner as permitted by the Act;
 - (ii) by mail to the Member's last known address; or
 - (iii) by email to the Member's last known email address.

5.3 Quorum of Member

A quorum for the transaction of business at any Meeting of the Member shall be the Member.

5.4 Chair of Meeting and Voting Procedure

The Member shall select an individual to preside as chair of each Meeting of the Member.

5.5 Annual Meeting of the Member

- (a) The business transacted at the Annual Meeting of the Member shall include:
 - (i) consideration of the Corporation's financial statements;
 - (ii) consideration of the report of the Corporation's auditor, if any;
 - (iii) appointing Directors as or when required pursuant to the Bylaws; and
 - (iv) appointing the Corporation's auditor for the ensuing year pursuant to Article 10.
- (b) If any business other than the business specified in Section 5.5(a) is to be conducted at the Annual Meeting of the Member, the meeting shall be considered a special and Annual Meeting of the Member and thus the Corporation shall adhere to the notice provisions specified at Section 5.2(c).
- (c) Notwithstanding Section 5.5(a) and Section 5.5(b), appointing a new auditor for the ensuing year is considered to be special business and thus the meeting is a special and Annual Meeting of the Members and the Corporation shall adhere to the notice provisions specified in Section 5.2(c). For greater certainty, reappointing an incumbent auditor is not considered to be special business, and thus does not require special notice as specified in Section 5.2(c).

5.6 Resolution in Lieu of Meeting

- (a) Except as prohibited by the Act, a resolution in writing delivered to the Corporation and signed by the Member is as valid as if it had been passed at a Meeting of the Member.
- (b) Resolutions in writing contemplated in Section 5.6(a) may be delivered by mail, by courier or messenger, facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (c) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (d) A copy of every such resolution in writing shall be kept with minutes of the Meeting of the Member.

5.7 Adjournments

- (a) Any Meeting of the Member may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Provided that an adjournment referenced in Section 5.7(a) is less than 30 days, no notice of such adjournment is required unless the Member decides otherwise.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Role of Board

Subject to the Articles, the Act and any unanimous member declaration, the Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not expressly directed or required by the Act or other statute, the Articles, the Bylaws or any special resolution of the Corporation to be done in some other manner.

6.2 Composition of the Board

- (a) In accordance with the Articles, there shall be a Board consisting of not less than 3 and nor more than 21 Directors.
- (b) The exact number of Directors to be appointed at any given time shall be determined by the Member from time to time.

6.3 Qualifications of Directors

- (a) Each Director shall meet the qualifications for Directors stated in the Act.
- (b) A majority of the Directors shall be a resident Canadian.

6.4 Election, Term and Removal of Directors

- (a) Directors shall be appointed by the Member for a term as specified by the Member, but such term shall not last longer than the conclusion of business of the sixth Annual Meeting of the Member following a Director's appointment to the Board, not including the Annual Meeting of the Member at which that Director may have been appointed.
- (b) Subject to Section 6.4(e), no Director shall serve on the Board for a period that lasts longer than the sixth Annual Meeting of the Members following a Director's appointment to the Board, not including the Annual Meeting of the Member at which that Director may have been appointed.

- (c) It is not necessary that all Directors appointed at a meeting hold office for the same term.
- (d) A Director not appointed for an expressly stated term ceases to hold office at the close of the first Annual Meeting of the Member following such Director's appointment, not including the Annual Meeting of the Member at which that Director may have been appointed.
- (e) Any time a Director is also serving as an Officer shall not count towards such Directors maximum consecutive time they are permitted to serve on the Board pursuant to Section 6.4(b).
- (f) A Director who has previously served the maximum amount of consecutive time on the Board as set out in Section 6.4(b) may be reappointed as a Director at any time two years after ceasing to be a Director.
- (g) Subject to the Act, the Member may by ordinary resolution at a special Meeting of the Member remove any Director from office.

6.5 Vacancy on the Board

- (a) Only the Member may fill a vacancy among the Directors.
- (b) Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board.

6.6 Expenses Reimbursed

- (a) Directors shall not be paid an honorarium or other compensation for fulfilling their role as Directors.
- (b) Notwithstanding Section 6.6(a), Directors are entitled to have reasonable expenses that they have incurred in the course of fulfilling the duties as Directors reimbursed by the Corporation in accordance with policies established by the Board from time to time.

ARTICLE 7 MEETINGS OF THE BOARD

7.1 Time and Place of Board Meetings

- (a) Except with the consent of all Directors, Board meetings shall be held within Saskatchewan.
- (b) The Chair shall call Board meetings from time to time, and shall call a Board meeting upon the request of any 2 Directors.

- (c) Except as otherwise provided by the Act and the Bylaws, the Directors may regulate their meetings as they think fit.

7.2 Notice of Board Meetings

- (a) Notice of the time and place of each Board meeting shall be given to each Director not less than 48 hours before the time when the meeting is to be held in the manner described in the Act or by email to the Director's last known email address or by mail to the Director's last known mailing address.
- (b) The CEO shall also receive notice of Board meetings. Such notice shall be delivered to the CEO's work address or email address.
- (c) Board meetings may be held at any time without formal notice if all the Directors are present or if all the absent Directors waive notice.
- (d) Provided a quorum of Directors is present, the Board may hold a Board meeting immediately following the Meeting of the Member at which one or more Directors are appointed to the Board, without notice to the newly appointed Directors.

7.3 Quorum of Directors

- (a) The Board shall not transact business at a Board meeting unless a majority of the Directors present are resident Canadians, except where:
 - (i) a resident Canadian Director who is unable to be present approves in writing or by telephone or other communication facilities, the business to be transacted at the meeting; and
 - (ii) a majority of resident Canadians would have been present had that Director been present at the meeting.
- (b) Subject to Canadian resident requirements set out in Section 7.3(a), the quorum for the transaction of business at any Board meetings shall consist of a majority of the Directors then in office.
- (c) No business shall be transacted at any Board meeting unless the requisite quorum is present at the commencement of such meeting.
- (d) If a quorum is not present at the place fixed for the meeting within 30 minutes of the time fixed for the Board meeting, or, if quorum is lost at any point during a Board meeting, the meeting shall, without further action, stand adjourned. Unless otherwise agreed, the meeting will be reconvened on the same day of the following week at the same place and at the same time, and those Directors present at the adjourned meeting shall constitute a quorum for the purposes of the adjournment.

7.4 Chair of Meeting and Voting Procedure

- (a) The chair of any Board meeting shall be:
 - (i) the Chair; or
 - (ii) if the Chair is not available, the Vice-Chair; or
 - (iii) if the Vice-Chair is not available, the Directors present shall endorse one of their number to preside as chair of the meeting.
- (b) Each Director is entitled to one vote on each matter considered during a Board meeting.
- (c) Every decision of the Board shall be decided by a simple majority of the Directors present at the meeting unless otherwise specified by the Act, the Articles or this Bylaw. In the case of an equality of votes, no person is entitled to a second or casting vote. For greater certainty, any question before the Board that receives a tie vote has not been approved by the Board.
- (d) Voting by proxy is not permitted at any Board meeting.
- (e) All votes at any Board meeting shall be taken by a show of hands unless any Director present demands the vote be taken by ballot. If such a demand is made, the vote shall be taken by ballot in such manner as the chair of the meeting shall direct. Such a demand may be withdrawn at any time prior to the taking of the ballot.

7.5 Resolution in Lieu of Meeting

- (a) Any resolution consented to by the signatures of all the Directors entitled to vote on that resolution is as valid and effective as if passed at a Board meeting duly called, constituted and held for that purpose.
- (b) Resolutions in writing contemplated in Section 7.5(a) may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing and may be delivered by mail, by courier or messenger, facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (c) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (d) A copy of every such resolution in writing shall be kept with minutes of the Board meetings.

7.6 Participating in Meetings by Electronic Means

- (a) If all the Directors consent, one or more Director may participate in a Board meeting by means of a telephone or other communication facility that permits all participants to hear each other during the meeting.
- (b) Directors participating in a meeting by such means described in Section 7.6(a) shall be deemed for all purposes to be present at the meeting.

7.7 Adjournment

- (a) Any Board meeting may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Provided that an adjournment referenced in Section 7.7(a) is less than 30 days, no notice of such adjournment is required unless the Directors decide otherwise.
- (c) The Directors who formed a quorum at the original meeting are not required to form the quorum at the subsequent meeting.
- (d) If there is no quorum present at the subsequent meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

ARTICLE 8 OFFICERS

8.1 Officers

- (a) The Member shall appoint Officers from among the Directors as necessary, but at least annually.
- (b) Unless otherwise determined by the Member, the Member shall appoint the following Officers:
 - (i) Chair; and
 - (ii) Vice-Chair.
- (c) A Director may be appointed to any office of the Corporation.
- (d) All Officers shall be appointed by the Member to a one-year term, and may be reappointed for any number of additional terms. Officers may be removed by the Member from such office at any time during their term.

8.2 Duties of Officers

- (a) The Chair shall:

- (i) supervise the business and affairs of the Board;
 - (ii) prepare the agenda for each Board meeting;
 - (iii) call Board meetings pursuant to Section 7.1(b);
 - (iv) preside at all meetings of the Board, when present; and
 - (v) have other powers and duties from time to time prescribed by the Board which are incidental to the office of Chair and as assigned by the Board from time to time.
- (b) The Vice-Chair shall:
- (i) preside over meetings of the Board in the absence of the Chair;
 - (ii) at the request of the Chair, assist the Chair in performing any other of the Chair's duties;
 - (iii) generally oversee the financial affairs of the Corporation; and
 - (iv) any other duties as assigned by the Board.

8.3 Variation of Duties

From time to time the Member may vary, add to, or limit the powers and duties of any Officer.

8.4 CEO to assist the Board

- (a) The CEO shall be responsible to assist the Board in relation to the following duties as well as any other duties as assigned by the Board:
- (i) record and keep minutes of Board meetings and Meetings of the Member and any resolutions passed thereat, or cause such minutes to be recorded and kept;
 - (ii) maintain or cause to be maintained copies of the Board's correspondence;
 - (iii) maintain or cause to be maintained the minute book for the Corporation;
 - (iv) file or cause to be filed the annual return, notice of a change of Directors, and any other documents required by the Corporate Registry of Saskatchewan; and
 - (v) ensure any notices required in this Bylaw or under the Act are delivered.
- (b) For greater certainty, the CEO shall not be a Director and thus shall not have the right to vote on any question put before the Board or count towards quorum at Board meetings.

- (c) At the request of the Board, the CEO shall leave the room for any portion of the Board meeting. During such time, the Chair shall designate someone to take minutes of that portion of the meeting as may be necessary.

ARTICLE 9 COMMITTEES OF THE BOARD

9.1 Committee Appointments and Procedures

- (a) The Board has the right to establish such committees as it deems necessary from time to time.
- (b) The Board shall prescribe the composition and duties of all committees and appoint or remove committee chairs and committee members as necessary.
- (c) If a committee of all Directors is struck, a majority of the members of the committee must be resident Canadians.
- (d) Committee members shall hold their offices at the will of the Board.
- (e) The procedures of any committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.
- (f) Notwithstanding the above, and as required by the Act, the Corporation shall have an audit committee consisting of at least 3 Directors, a majority of whom are not Officers or employees of the Corporation or officers or employees of any affiliate of the Corporation.

9.2 Local Councils

- (a) The Board may establish one or more Local Council(s), each of which shall be a committee of the Board.
- (b) All members of any Local Council shall be appointed by the Board and shall serve for terms and under conditions as prescribed by the Board. The members of a Local Council do not need to be Directors.
- (c) If a Local Council is established, it shall abide by the terms of reference approved by the Board for such Local Council, as amended from time to time.

ARTICLE 10 THE CORPORATION'S AUDITOR

10.1 Appointing an Auditor

The Member shall at each Annual Meeting of the Member appoint an auditor to hold office until the close of the next such meeting. Such an auditor shall meet the qualifications prescribed by the Act.

ARTICLE 11 IRREGULARITIES

11.1 Irregularities

- (a) No errors or accidental omission in giving notice for a Meeting of the Member, a Board meeting, or any other notice required under the Act or Bylaws shall invalidate such meeting or invalidate or make void any proceedings taken or held at such meeting, and any Member or Director may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken at such meeting.
- (b) Irregularities or errors in process or otherwise made in good faith shall not invalidate acts or decisions made during any Meeting of the Member or Board meeting.

ARTICLE 12 NOTICES

12.1 Deemed Delivery Date

- (a) A notice delivered by messenger or courier shall be deemed to be given when delivered personally or to the appropriate recorded address.
- (b) A notice mailed shall be deemed to be given 6 days after it is deposited in a post office or public letter box.
- (c) A notice sent by facsimile or email shall be deemed to have been given when sent.

12.2 Computation of time

In computing the date when notice must be given under any provision of the Bylaws requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.3 New Notice Information

Any Officer may change or cause to be changed the recorded address of the Member, any Director, any Officer, the auditor or any member of a committee in accordance with any information believed to be reliable.

ARTICLE 13 INDEMNITY

13.1 Indemnity

- (a) The Corporation shall indemnify and save harmless every:
 - (i) Director and former Director; and
 - (ii) Officer and former Officer,and their respective heirs, executors, administrators and personal representatives, from and against:
 - (iii) all Claims and associated costs, charges and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her to be done in or about the execution of the duties of his or her office; and
 - (iv) all other costs, charges and expenses which such person sustains or incurs in respect of or in relation to the affairs of the Corporation, except the costs, charges or expenses occasioned by his or her own wilful neglect or default.
- (b) The indemnity authorized by this Section 13.1 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Section.
- (c) The indemnification set out in Section 13.1 shall not apply to any Director or Officer who is acting outside their authority as set out in the Bylaws and Articles, or contrary to their duties as set out in the Act.

13.2 Indemnification Agreements

In addition to the indemnification described in Section 13.1, the Corporation shall enter into indemnification agreements with each of the Directors of the Corporation, and may enter into indemnification agreements with any other Person, including Officers or the Member, at the Corporation's discretion.

13.3 Insurance

The Corporation may, if the same is available on commercially reasonable terms, obtain Director's and Officer's liability insurance, commercial general liability insurance and/or any other insurance in such amounts and upon such terms as the Board may determine.


ARTICLE 14
AMENDMENTS TO BYLAWS

14.1 Amendments to Bylaws

- (a) The Board may by resolution propose to amend, repeal or make any Bylaws that regulate the activities and affairs of the Corporation subject to the approval by the Member.
- (b) The Directors shall submit any Bylaws or any amendments or repeals thereof to the next Meeting of the Member and the Member may, by ordinary resolution, approve, reject, or amend the Bylaw, or any amendment or repeal thereof.
- (c) A Bylaw or an amendment or a repeal thereof is not effective until the same has been approved by the Member.
- (d) A Member may make a proposal to make, amend or repeal a Bylaw in accordance with the Act.

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THIS BYLAW #1 HAS BEEN ADOPTED BY THE BOARD THIS 12th DAY OF JANUARY, 2018.


Chair of the Board

THIS BYLAW #1 HAS BEEN RATIFIED BY THE MEMBER THIS 12th DAY OF JANUARY, 2018.


Chair of the Board

