

BY-LAW NO. 1

OF

ASSOCIATION OF PROFESSIONAL THEATRE OF NEWFOUNDLAND AND LABRADOR

(the "Corporation")

November 4, 2018

CONTENTS

I	Interpretation
II	Membership in the Association
III	Directors
IV	Committees
V	Officers
VI	Protection of Directors, Officers and Others
VII	Meetings of Members
VIII	Notices
IX	Auditors
X	Business of the Corporation
XI	Registered Office
XII	Amendment of By-Laws

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

I. INTERPRETATION

1.01 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

- a) **“Act”** means the Corporations Act, R.S.N.L. 1990 c. C-36 and any act that may be substituted therefore, as from time to time amended;
- b) **“Appoint”** includes “elect” and vice-versa;
- c) **“Articles”** means Articles of Incorporation filed pursuant to the Act as from time to time amended or restated;
- d) **“Board”** means the Board of Directors of the Corporation and “director” means a member of the board;
- e) **“By-laws”** means this by-law and all other by-laws of the Corporation as amended which are, from time to time, in force and effect;
- f) **“Employee”** means any individual employed by a professional theatre, excluding theatre artists as defined within article 1.01. This may include but is not limited to box office and administrative staff, food and drink servers, and custodial and security personnel.
- g) **“Guaranteed living wage”** means a fee or salary, to be paid by a professional theatre to a theatre artist or employee, agreed upon in advance between the two parties, with a value intended to equal or surpass the cost of living for the artist or employee and their dependent(s) for the period of time that the artist or employee is employed. A guaranteed living wage may be an hourly, weekly, monthly or flat rate, or any other arrangement meeting the above conditions, provided that it is agreed to by both parties;
- h) **“Meeting of members”** includes an annual meeting of members, or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- i) **“Member”** or **“Members”** shall mean such persons as may be admitted to membership in the Corporation in accordance with these 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) **“Professional theatre”** means any performing arts organization pursuing a program common to the general interest of Association of Professional Theatres of Newfoundland and Labrador members;
- l) **“Proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of the Act;
- m) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;

- n) **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- o) **“Theatre artist”** includes any individual working professionally in the creation and production of works of theatre, including playwrights, dramaturges, producers, coaches, directors, designers, technicians, managers, choreographers, performers and assistants thereto. These individuals will normally have completed a post-secondary training program in the theatre and/or have at least of 2 years of experience in the field, during which time they will have been engaged on at least 1 professional contract.

Save as aforesaid, words and expressions defined in the Act have such meanings when used herein. Words importing the singular number include the plural and vice-versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator or other legal representative.

II. MEMBERSHIP IN THE ASSOCIATION

Subject to the articles, there shall be three classes of members in the Corporation, namely, Regular members, Associate members, and Honorary Members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

2.01 Criteria for Regular Membership

Regular membership in the Corporation shall be limited to:

- a) Incorporated organizations (with or without share capital) producing professional theatre, which offer guaranteed living wages to all engaged artists and employees (excepting students whose work with the organizations is, or is part of, that student’s training) and on-going programming, based in Newfoundland and Labrador, having at least half of its board of directors residing in Newfoundland and Labrador, and in good standing with respect to the payment of membership dues (hereinafter referred to as “Category A”);
- b) All other organizations producing professional theatre, including unincorporated theatres, theatres which operate on a production-by-production basis, or which pay artists based on a demonstrated comprehensive profit-share model, based in Newfoundland and Labrador, and in good standing with respect to the payment of

- membership dues (hereinafter referred to as “Category B”);
- c) Independent professional theatre artists, holding a permanent residence in Newfoundland and Labrador, and in good standing with respect to the payment of membership dues (hereinafter referred to as “Category C”); and
 - d) New professional theatre artists, who have graduated from a post-secondary program of study related to the creation or production of theatre no more than 24 months ago, holding a permanent residence in Newfoundland and Labrador, and who are in good standing with respect to the payment of membership dues (hereinafter referred to as “Category D”).

2.02 Criteria for Associate Members

Associate membership in the Corporation shall be limited to:

- a) Students currently enrolled in a post-secondary program of study related to the creation or production of theatre, or members of groups or incorporated organizations engaged in the production or presentation of community or student theatre, attending a program of study in Newfoundland and Labrador and/or holding a permanent residence in Newfoundland and Labrador, and who are in good standing with respect to the payment of membership dues (hereinafter referred to as “Category E”);
- b) Groups, incorporated organizations, or educational institutions engaged in the production or presentation of community or student theatre based in Newfoundland and Labrador, or any venue/platform in Newfoundland and Labrador engaged in the presentation of works of theatre, and who are in good standing with respect to the payment of membership dues (hereinafter referred to as “Category F”).

2.03 Honorary and Lifetime Members

The Board may appoint honorary (non-voting) and lifetime (voting) members at their discretion.

2.04 Application Procedure for Membership

Any organization or individual wishing to become a member of the association shall complete an application, approved by the Board of Directors and intended to verify the criteria listed in articles 2.01 and 2.02:

- a) Applications for Category A memberships shall include incorporation documentation, financial statements, and, upon request, documented demonstration of the payment of guaranteed living wages to artists;
- b) Applications for Category B memberships shall include financial statements, bank records, copies of agreements or other evidence as is possible for the company to produce, showing the payment of fees to artists and demonstrating either a

- guaranteed wage or a comprehensive profit-share model;
- c) Applications for Category C memberships shall include a professional Curriculum Vitae or resume showing professional theatre work, and will require a reference to be provided by a current member of the association;
 - d) Applications for Category D memberships shall include a professional Curriculum Vitae or resume showing the completion of a post-secondary program of study related to the creation or production of theatre no more than 24 months prior to the date of application, and will require a reference to be provided by a current member of the association;
 - e) Applications for Category E memberships shall include a Curriculum Vitae, resume, or signed letter from a director or instructor, indicating participation in the creation or production of student or community theatre; and
 - f) Applications for Category F memberships shall include a summary of the organization's history.

2.05 Membership Renewal

Renewing members will not need to complete the application process annually. The Board of Directors and/or Executive Director may request additional information to confirm the eligibility of renewing members at their discretion. Expired memberships shall not be eligible for renewal, but an individual or organization wishing to rejoin may reapply.

2.06 Membership Transferability

Membership in the Corporation is not transferable or assignable.

2.07 Notice of Members Meeting

Notice of the time and place of a regular meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of no less than thirty days before the day on which the meeting is to be held.

2.08 Membership Dues

An initial schedule of annual membership dues for the above membership categories shall be proposed and approved by the Board of Directors. Thereafter, any changes to the schedule must be proposed by the Chair and passed by ordinary resolution at the

annual general meeting.

Dues shall be payable the first day of each fiscal year of the Corporation. Any members failing to pay dues within 1 (one) month of the beginning of the Corporation's fiscal year shall automatically cease to be a member.

2.09 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members, on written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.10 Voting

Each Regular Member of the Corporation shall have 1 (one) vote at a meeting of members. Associate Members will not be afforded a vote. New members must complete a membership application and pay membership dues no less than thirty days before they may vote at any meeting of members.

2.11 Absentee Voting at Members' Meetings

Any voting member may appoint in writing another voting member as their proxy to vote for them at any annual or special general meeting. Each member at a meeting may present only one (1) proxy representing one (1) vote.

2.12 Termination of Membership

Notwithstanding the foregoing, a person shall cease to be a member of the Corporation;

- a) if the Board by a resolution passed by at least three quarters of the directors, terminates an individual's membership.
- b) in the case of a member that is a corporation, the corporation is dissolved;
- c) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- d) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- e) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- f) the member's term of membership expires; or
- g) the Corporation is liquidated or dissolved under the Act.

2.13 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. Termination or suspension of membership for any reason shall not relieve any Member of its obligations to pay any annual or special dues or fees then due or accruing due.

2.13 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;
- 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' 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 will 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.

III. DIRECTORS

3.01 Proposals Nominating Directors at Annual Members' Meetings

Directors shall be representatives of members of the Corporation, and shall themselves be members of the Corporation. They shall be 18 years of age or older.

The Governance Committee shall each year of an election prepare a slate of one or more candidates listed alphabetically for the Board of Directors, and transmit same to each Member with the notice calling the annual meeting. The Governance Committee will do whatever is within their power to adequately represent a diversity of regions, gender, sexuality, ability, and ethnicity on their slate of nominations.

The Governance Committee shall be appointed by the Board of Directors and shall be composed of at least two (2) directors and at least three (3) other members of the corporation. One such appointment shall be the Past Chair who shall chair the Governance Committee. No member of the Governance Committee may appear on the nominations slate.

Any two (2) voting members may nominate as Director any other Member qualified to hold office as Director by written nomination, which shall include the consent to nominate by the nominee, forwarded to the Executive Director at least twenty-one (21) days prior to the annual Meeting.

Each such nomination shall indicate the position for which the nominee is being named. All such nominations shall be added to the slate prepared by the Governance Committee and sent to each member prior to the Annual General Meeting.

Nominations from the floor at the meeting called for the election shall not be precluded by virtue of the nominations procedure outlined in this Section.

Subject to the articles, the members will elect the directors at the first meeting of the members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

3.02 Composition of the Board of Directors

The Board shall be composed of not less than ten (10) and not more than twelve (12) members: 4 members from Category A; 3 members from Category B; 1 member from Categories C or D; and 2 at large members which may come from any membership category. Associate members (Categories E and F) are not eligible to serve as directors.

3.03 Allowance for the Appointment of Directors

In the event that a gap in diversity of regions, genders, sexualities, race, or persons who self-identify as disabled and/or Deaf in the Board of Directors is identified by the board

or by the membership, the Board of Directors may appoint no more than two (2) directors from regular membership to satisfy the requirements of the aforementioned diversity.

3.04 Number and Quorum

The number of directors shall be no less than ten (10) and no more than twelve. The quorum for the transaction of business at any meeting of directors shall be equal to 51% of the number of serving directors.

3.05 Election and Term of Office

Directors shall be elected at each annual meeting of members of the Corporation for terms of three years and each director shall hold office until the close of the third annual meeting following his or her election. If an election of directors is not held at an annual meeting of members, the directors then in office shall continue in office until their successors are elected. Retiring directors are eligible for re-election.

3.06 Vacation of Office

A director ceases to hold office if they die, are removed from office by the members, cease to be qualified for election as a director or resign by a written resignation received by the Corporation. A written resignation of a director becomes effective at the time it is sent to the Corporation, or at the time specified in the resignation, whichever is later.

3.07 Removal of Directors

The members may, by a vote of 75% or better, at a general or special meeting of members remove any director or directors from office. A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed, failing which it may be filled by the directors.

3.08 Vacancies

Subject to the Act, a quorum of directors may fill a vacancy among the directors. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor. The Directors may also appoint additional directors provided that the maximum number permitted by the Articles is not exceeded.

3.09 Action by Directors

The directors shall manage the business and affairs of the Corporation. The powers of the directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors. Where there is a vacancy in the board of directors, the remaining directors may exercise all the powers of the board so long as a quorum remains in office, where a quorum is no less than 51% of existing Directors. The Secretary of the Board shall post Board Agendas and Board Minutes to the membership, excepting instances where privacy or confidentiality may be compromised by such action.

3.10 Meeting by Telephonic or Electronic Means

If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting.

3.11 Place of Meetings

Meetings of directors may be held at any place within the province of Newfoundland and Labrador.

3.12 Calling of Meetings

Meetings of the directors shall be held at such time and place as the Chair may determine.

3.13 Notice of Meeting

Notice of the time and place of each regular meeting of directors shall be given either at the end of the immediately preceding meeting of directors or by written notice not less than four days before the day of the meeting. Meetings of the directors may be held at any time without notice if all the directors have waived or are deemed to have waived

notice.

3.14 First Meeting of New Board

No notice shall be necessary for the first meeting of newly elected directors held immediately following their election at a meeting of members.

3.15 Regular Meetings

The directors may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held.

3.16 Chair of the Board

The Chair of the Board, or in his or her absence, the Vice-Chair or in the absence of both the Chair and the Vice-Chair, a director chosen by the Chair shall be the Chair of any meeting of directors.

3.17 Voting to Govern at Meetings of the Board of Directors

Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall have a second or casting vote.

3.18 Conflict of Interest

Any director holding a vested interest in the outcome of any matter presented to the Board will be required to recuse themselves from voting on that matter. A vested interest shall be defined as a stake in the matter which may result in financial gain for that director, the director's immediate family, or the organization that the director represents. A director's failure to recuse themselves from a vote where a conflict of interest is present shall delegitimize that vote.

The existence of a conflict of interest on a single matter discussed at any meeting of directors shall not affect that director's right to vote on all other matters at the meeting.

3.19 Expenses

The directors shall not receive any stated remuneration for services, but by approval of the Board expenses incurred on behalf of the Corporation may be allowed.

IV. COMMITTEES

4.01 Committees of Members

The directors may appoint one or more committees of members and delegate to them any of the powers of the directors except those which under the Act a committee of directors has no authority to exercise. Committees must include at least one director, and may include members of the Corporation who are not on the Board, and, in special cases, a specialist or expert who is not a member of the Corporation may be appointed to a committee by the Board. A majority of the members of any such committee shall be residents of Newfoundland and Labrador.

4.02 Standing Committees

The Board shall have the following standing committees each of which shall be responsible to the full Board for its work towards ensuring general oversight of APTNL in the areas or matters assigned to it by this Section and shall report regularly to the full Board on the committee's activities. The chairperson of each Standing Committee shall be appointed from among the Directors. Other members of each standing committee, including, unless otherwise designated by these By-Laws, shall be appointed from among the Directors, members, or volunteers not otherwise affiliated with APTNL. A quorum of any standing committee shall consist of at least fifty per cent (50%) plus one (1) of the voting members of the committee present at any meeting thereof duly called.

- a) An Executive Committee, which shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer. A paid executive director, when such a position is filled, shall sit on this committee but will not be afforded a vote. The Executive Committee, through communication at least once quarterly with all Directors not serving on the Executive Committee, shall keep the Board apprised of all the Executive Committee's decisions and activities.
- b) A Finance Committee, which shall work towards, and make recommendations to the Board for the purpose of, ensuring APTNL's fiscal stability and long-term economic health. The Finance Committee shall consist of the Treasurer, who shall serve as Chairperson; and two (2) others, not more than one (1) who can be a volunteer who is not in any other way affiliated with APTNL.
- c) A Governance Committee, which shall provide general oversight of APTNL's governance. The committee addresses issues relating to bylaws and policy and ensures compliance with legal requirements. The Governance Committee also acts

as nominating committee for the Board of Directors. The Governance Committee shall consist of the Chair of the board and at least two (2) other Directors; and such other volunteers who are not Directors and whom the Board may appoint to serve on the committee.

- d) A Membership Committee, which shall address issues such as recruitment of members, assessment of applications, dues, member retention activities, and from time to time may recommend Honorary and Life Membership to APTNL. The Membership Committee shall consist of at least two (2) Directors; and such other volunteers who are not Directors and whom the Board may appoint to serve on the committee.
- e) An Advocacy Committee, which shall address issues such as government relations and public awareness of the value of the performing arts. The committee discusses advocacy issues relating to APTNL strategic plans, shares information with the membership and empowers the membership regarding advocacy issues. The committee shall consist of (2) directors from the board of directors and not more than three (3) volunteers from the membership.

4.03 Caucuses

Three committees shall be in place from the outset of the association and shall remain in place until such time as they are repealed or replaced by a vote at an annual meeting of members:

- a) Category A
- b) Category B
- c) Categories C & D

These three committees shall be hereinafter referred to as “caucuses.” Each caucus shall be chaired by a director from the appropriate membership category (i.e., Category A Caucus shall be chaired by a director from membership Category A), and all members in good standing within that membership category will be invited to participate in caucus meetings.

Caucuses will meet in advance of each annual meeting of members. Each caucus shall appoint a representative to present the issues discussed at the caucus meeting to the annual meeting of members.

4.04 Transaction of Business

The powers of a committee appointed by the directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee. Meetings of a committee may be held at any place in or outside of Canada. Committee decisions must be approved by the Board of Directors before they are enacted.

4.05 Procedure

Unless otherwise determined by this By-law or by the Directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its Chair and to regulate its procedure.

4.06 Advisory Bodies

The directors may from time to time appoint such advisory bodies, as it may deem advisable.

V. OFFICERS

5.01 General

Subject to the articles, the directors will elect the Chair of the Board, a Vice-Chair, a Secretary, a Treasurer and such other officers as the directors may determine. One person may hold more than one office.

The election of Chair shall be held separately from, and prior to, the election of Vice-Chair, Secretary and Treasurer, respectively.

The board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide.

5.02 Term of Office

Any officer may be removed by the directors at any time by a vote of no less than 75% of board membership. Otherwise, each officer shall hold office until their successor is appointed or their earlier resignation.

5.03 Chair of the Board

The Chair of the Board shall, when present, preside at all meetings of members and directors and shall have such other powers and duties as the directors may determine.

The Chair shall be a member of the Board of Directors, and shall have general supervision of its business and affairs and such other powers and duties as the directors may specify.

5.04 Vice-Chair

The Vice-Chair shall preside at any such meetings of members and directors as are not attended by the Chair. In the absence of the Chair, the Vice-Chair shall inherit any powers or duties as have been assigned to the Chair by the directors and membership.

The Vice-Chair shall be a member of the Board of Directors and shall have such powers and duties as the directors may specify.

5.04 Secretary

The Secretary shall give, or cause to be given, all notices required to be given to its members, directors, auditors and members of committees; shall attend and be secretary of all meetings of members, directors and committees appointed by the directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; shall be the custodian of all records, books, documents and other instruments belonging to the Corporation; and shall have such other powers and duties as the directors or the Chair may determine.

5.05 Treasurer

The Treasurer shall keep proper books of account and accounting records with respect to all financial and other transactions of the Corporation; shall be responsible for the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Corporation; shall render to the directors when required an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and they shall have such other powers and duties as the directors or the Chair may determine.

5.06 Executive Director as Chief Executive Officer

The executive director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The

executive director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and shall be responsible for communication between Board and Membership. In the absence of an Executive Director, the Board of Directors shall appoint an interim communications manager.

5.07 Other Officers

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.

5.08 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation, by a vote of no less than 75% of board membership. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment), or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

VI. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 No Personal Liability

The directors and officers of the Corporation shall not be personally liable for their acts or decisions on behalf of the Corporation and the Corporation agrees to indemnify and hold harmless its directors and officers with respect to any acts or decisions of the directors or officers made or taken in good faith.

6.02 Insurance

The Corporation may purchase and maintain such insurance for the benefit of every

director, officer and employee of the Corporation to the extent permitted by the Act and as the Board may from time to time determine.

VII. MEETINGS OF MEMBERS

7.01 Annual Meetings of Members

The annual meeting of the members shall be held at such place in the Province of Newfoundland and Labrador and at such time in each year as the membership determines at the annual meeting previous, for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, electing directors, appointing an auditor or auditors and for the transaction of such other business as may properly be brought before the meeting. To the best of its ability, the Board of Directors shall propose an annual meeting of members to take place in a different region of the province each year, with annual meetings to be held in St. John's no more frequently than once every two (2) years.

7.02 Other Meetings of Members

The directors and the Chair of the Board shall each have power at any time to call a special meeting of members to be held at such time and at such place as they may determine.

7.03 Notice of Members' Meetings

Notice of the time and place and subject of a special meeting of members shall be given not less than ten days nor more than fifty days before the meeting to each member, to each director and to the auditor of the Corporation. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon and shall include the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, shall be deemed to be special business.

7.04 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be the regular, associate, honorary and lifetime members of the Corporation, 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 person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

The Board of Directors may determine at their discretion a portion of any Members' Meeting in which only voting members will be present.

7.05 Chair and Secretary

The Chair of the Board, or in his or her absence a person chosen by a vote at the meeting shall be Chair of meetings of members. If the Secretary of the Corporation is absent, the Chair shall appoint a person, who need not be a member, to act as Secretary of the meeting.

7.06 Quorum at Meeting of Members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 30 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.07 Right to Vote at Meetings of Members

The persons entitled to vote at a meeting of members shall be the regular members of the Corporation.

7.08 Votes to Govern at Meetings of Members

At any meeting of members every resolution shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands unless a poll or secret ballot is demanded, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and, unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

7.09 Participation by Telephonic or 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.

7.10 Members' Meetings 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.

7.11 Adjournment of Members' Meetings

The Chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned it is not necessary to give notice of the adjourned meeting other than by announcement at the meeting that is adjourned.

VIII. NOTICES

8.01 General

A notice or document required by the Act, the regulations thereunder, the articles or the by-laws of the Corporation to be sent to a member, director, officer or member of a committee of the Corporation may be sent by prepaid mail addressed to, or may be delivered personally to, or may be sent by electronic mail to, the member, director, officer or committee member, at his or her latest address as shown in the records of the Corporation. A notice or document if mailed to a member or director of the Corporation shall be deemed to have been received on the third day after it is deposited in a post office or public letterbox. A notice or document if sent by electronic mail to a member or director of the Corporation shall be deemed to have been received one hour after it is sent. If the Corporation sends a notice or document to a member in accordance with this section and the notice or document is returned because the member cannot be found the corporation is not required to send any further notices or documents to the member until they inform the corporation in writing of their new address.

8.02 Computation of Time

In computing the time when a notice or document must be given or sent under any provision requiring a specified number of days' notice of any meeting or other event, the day on which the notice or documents is given or sent shall be excluded and the day on which the meeting or other event occurs shall be included.

8.03 Errors

The no-receipt of any notice or document by any member, director or other person or any error in any notice or document not affecting the substance hereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

8.04 Proof of Service

A certificate of the Secretary or other duly authorized officer of the Corporation, or of any agent of the Corporation, as to facts in relation to the mailing or delivery or sending of any notice or document to any member or director of the Corporation or to any other person or publication of any such notice or document, shall be conclusive evidence thereof and shall be binding on every member or director or other person as the case

may be.

8.05 Signature to Notice

The authorized signature to any notice or document given by the Corporation may be printed or otherwise mechanically reproduced thereon.

8.06 Waiver of Notice

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Attendance of any director at a meeting of the directors or of any member at a meeting of members is a waiver of notice of such meeting, except where they attend for the express purpose of objecting to the transaction of any business or grounds that the meeting is not lawfully called.

8.07 Notice of Resolutions

Notice of any resolutions to be brought to an annual meeting of members must be sent to the Board thirty days in advance of the meeting. Notice of any board resolutions must be posted to the membership thirty days in advance of the meeting.

IX. AUDITORS

9.01 Appointment

The members shall, at each annual meeting, appoint an external auditor to review the financial statements

of the Corporation, in accordance with Canadian generally accepted standards for review engagements, to hold office until the next annual meeting, at a remuneration to be fixed by the Board of Directors.

X. BUSINESS OF THE CORPORATION

10.01 Bank Accounts, Cheques, Drafts and Notes

The Corporation's bank accounts shall be kept in such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the directors may by resolution and from time to time determine. Cheques on bank accounts, promissory notes, orders for the payment of money and other instruments of a like nature may be signed by such officer or officers, person or persons as the directors may by resolution and from time to time name for that purpose.

10.02 Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

10.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers as defined by the Board of Directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

10.04 Fiscal Year

The fiscal year of the Corporation shall initially be determined by the Board of Directors. The Board of Directors may change the fiscal year end as required by ordinary resolution.

10.05 Annual Financial Statements

The Corporation shall make the annual financial statements available free of charge to any member who requests it.

XI. REGISTERED OFFICE

11.01 The registered office of the Corporation shall be in the place within Newfoundland and Labrador specified in the Articles of Incorporation and at such location therein as the directors may from time to time determine.

XII. AMENDMENT OF BY-LAWS

12.01 Any of these by-laws may be amended from time to time by a special resolution of the members present and entitled to vote at any annual or special meeting duly called and for which notice of such special business has been given in accordance with these by-laws.

XIII SEVERABILITY

13.1 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.

XIV EFFECTIVE DATE

14.1 This By-Law shall come into force and take effect, subject to confirmation by the Members in accordance with the Act, upon enactment by the Directors of the

Corporation.

ENACTED by the Board of Directors the th day of 201 .

Chair

Secretary