

BY-LAW NO. 1

A by-law relating generally to the
transaction of the affairs of

CANADIAN PKU AND ALLIED DISORDERS INC.

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

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SECTION ONE

INTERPRETATION

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

“Act” means the *Canada Corporations Act*, or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation; and the board of directors and directors may also be called respectively the “board of trustees” and the “trustees”, and may be so referred to in any proceedings of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent and named “Canadian PKU and Allied Disorders Inc.”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “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; and

“member” means any person admitted to membership in the Corporation in accordance with Section Eight of this by-law.

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, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO

AFFAIRS OF THE CORPORATION

- 2.01 Head Office. - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.
- 2.02 Corporate Seal. - Until changed by the board, the corporate seal of the Corporation shall be in the form impressed hereon.
- 2.03 Financial Year. - Until changed by the board, the financial year of the Corporation shall end on the last day of March in each year.
- 2.04 Execution of Instruments. - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chairman of the board, president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or by the board. In addition, the board or the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.
- 2.05 Banking Arrangements. - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.
- 2.06 Voting Rights in Other Bodies Corporate. - The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07 Auditors. - The members shall at each annual meeting, either waive the appointment of an auditor, or appoint an auditor to audit the accounts of the Corporation for the previous fiscal year-end. If it has been five years since the last audit, or the fiscal year revenue is \$300,000 or more, an audit is mandatory. It is provided that the directors may fill any casual vacancy in the office of auditor if one has been appointed. The Board of Directors may, at any time, appoint an auditor to audit the accounts of the Corporation if a majority of the Board members are of the view that an audit is warranted for any reason. The remuneration of any auditor shall be fixed by the members or by the board.

2.08 Minutes. - The minutes of the board or any committee thereof shall not be available to the membership of the Corporation but shall be available to the board, each of whom shall upon request receive a copy of such minutes.

2.09 Amendment of By-laws. - Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the letters patent may be repealed or amended by-law passed by the directors and confirmed by the members by a majority of the votes cast at a meeting called for the purpose, provided that the repeal or amendment of such existing by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

2.10 Rules and Regulations. - The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

SECTION THREE

BORROWING AND SECURITY

3.01 Borrowing Power. - Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the letters patent, the board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section 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.

3.02 Delegation. - The board may from time to time delegate to a committee of the board, a director or an officer of the Corporation all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board may determine at the time of such delegation.

SECTION FOUR

DIRECTORS

4.01 First Directors. - The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board shall be until the first meeting of members. At the first meeting of members, the board then elected shall replace the first directors named in the letters patent of the Corporation.

4.02 Number of Directors. - Until changed in accordance with the Act, the board shall consist of a minimum of three and a maximum of 15 directors.

4.03 Qualification. - No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt. A director may but need not be a member.

4.04 Election and Term. - The number of directors to be elected at any time shall be the number of directors then in office unless the directors otherwise determine within the minimum and maximum number specified in Section 4.02. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. The Board will be elected to serve a three (3) year term, and may be re-elected. To ensure continuity on the Board, an election system providing for rotating three (3) year terms will be followed. In year one (1), Five (5) Board members receiving the majority of votes shall be elected for a three (3) year term. Remaining members shall be elected for a two (2) year term. In year three (3), the Board terms that are completed shall be filled by election for a three (3) year term. Thereafter all elections to fill completed terms of office shall be for a three (3) year term.

4.05 Removal of Directors. - Subject to the Act, the board or the members may by resolution passed at a meeting of the board or at a meeting of the members specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting.

4.06 Vacation of Office. - A director ceases to hold office upon death; upon removal from office by the board or by the members; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.07 Vacancies. - Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors to be elected is increased within the minimum and maximum numbers provided in section 4.02, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.08 Action by the Board. - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 4.09) at which a quorum is present. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.09 Meeting of Directors by Electronic Communication. - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as all directors consent to the use of in advance of the meeting, to which all directors have equal access and as permit all persons participating in the meeting to communicate adequately with each other. A director participating in such a meeting is deemed to be present at the meeting and, in accordance with Section 4.16, a majority of directors participating by such means shall constitute a quorum. Voting at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the board for approval. If the electronic means of communication is not secure, each director shall be so advised by the chair and a procedure to secure discussion and voting on matters before the board shall be agreed upon in advance of the meeting.

4.10 Place of Meetings. - Meetings of the board may be held at any place in or outside Canada.

4.11 Calling of Meetings. - Meetings of the board shall be held from time to time at such time and at such place as the board, the chairman of the board, the president, the executive director or any two directors may determine.

4.12 Notice of Meeting. - Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Ten to each director not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.13 First Meeting of New Board. - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.14 Regular Meetings. - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.15 Chairman. - The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, vice-chairman of the board, executive director or

president. If no such officer is present, the directors present shall choose one of their number to be chairman.

4.16 Quorum. - The quorum for the transaction of business at any meeting of the board shall consist of a majority of the directors.

4.17 Votes to Govern. - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.

4.18 Remuneration and Expenses. - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.

SECTION FIVE

COMMITTEES

5.01 Executive Committee. - Whenever the board consists of more than six directors, the board may elect from its members an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Notice of the time and place of each meeting of the executive committee or other committee of the board shall be given in the manner provided in Section Ten to each committee member not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting and such notice need not specify the purpose of or the business to be transacted at the meeting. The board may by resolution remove any member of the executive committee or other committee of the board and may fill the vacancy created by such removal. Executive committee members and members of other committees of the board shall serve as such without remuneration. However, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of committees.

5.02 Other Committees of the Board. - The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

5.03 Action by Committees. - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.04 Advisory Bodies. - The board may from time to time appoint such advisory bodies as it may deem advisable.

5.05 Procedure. - Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

SECTION SIX

OFFICERS

6.01 Appointment. - The board shall from time to time appoint a president and secretary and may appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 6.02 and 6.03, an officer may but need not be a director.

6.02 Chairman of the Board. - The board may from time to time also appoint a chairman of the board who shall be a director. If appointed, the board may assign to the chairman any of the powers and duties that are by any provisions of this by-law assigned to the executive director or to the president; and the chairman shall have such other powers and duties as the board may specify.

6.03 President. - The president shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify. The president shall be a director of the Corporation.

6.04 Vice-President. - The board may also from time to time appoint one or more vice-presidents. If appointed, a vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, the vice-president shall also have the powers and duties of that office.

6.05 Executive Director. - The board may from time to time also appoint an executive director. If appointed, the executive director shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and shall have such other powers and duties as the board may specify.

6.06 Secretary. - The secretary shall be empowered by the board to carry on the affairs of the Corporation generally under the supervision of the President. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified.

6.07 Treasurer. - The board may also from time to time appoint a treasurer. The treasurer shall keep proper accounting records of the financial activities of the Corporation, and

shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise may be specified. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or such other officer as the board may from time to time determine.

6.08 Powers and Duties of Officers. - The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.09 Term of Office and Remuneration. - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. The officers shall be paid such remuneration for their services as the board may from time to time determine.

6.10 Agents and Attorneys. - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

SECTION SEVEN

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity. - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION EIGHT

MEMBERS

8.01 Members. - Subject to the Act and the letters patent, the members shall consist of the applicants for incorporation of the Corporation and of such other persons interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board.

8.02 Classes of Members. - There shall be four classes of members as follows:

- General Member (GM): any person diagnosed with PKU or other allied disorder; any person related to a person with PKU or other allied disorder and whose life is directly affected by the diagnosed disorder (such as a parent, grandparent, legal guardian, sibling, spouse or child). Only GM members 18 years or older have voting rights.
- Supportive Member (SM): any person who supports the Vision and Mission of CanPKU and is interested in advancing its objectives. SM members have NO voting rights.
- Professional Member (PM): any professional (doctors, researchers, nurses, nutritionists, among others) related, interested and/or working on PKU and other genetic and/or metabolic disorders (professional members). PM members have NO voting rights.

• Corporate Member (CM): any corporation interested in helping and supporting CanPKU (corporate members). CM members have NO voting rights.

8.03 Qualifications and Rights. - Any person may be admitted to membership if such person complies with the requirements of section 8.01 hereof. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.

8.03 Qualifications and Rights. Any person may be admitted to membership if such person complies with the requirements of section 8.01 hereof. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of the members.

8.04 Term of Membership. - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

8.05 Membership Fees. - The fees (if any) payable by members shall from time to time be fixed by resolution of the board. A notice of the fees payable at any time shall be sent to each member by the secretary promptly before the due date.

8.06 Resignation. - Members may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

8.07 Termination for Non-payment. - If membership fees are levied by the directors, the membership of any member who is in arrears may be terminated by or under the authority of the board if such arrears of fees are not paid within a designated time; and if such arrears are not paid by such designated time the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

8.08 Removal. - Upon thirty days' notice in writing to a member of the Corporation, the members may, after giving the member an opportunity to be heard, pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

SECTION NINE

MEETINGS OF MEMBERS

9.01 Annual Meetings. - The annual meeting of members shall be held at such time in each year and, subject to section 9.03, at such place as the board, the chairman of the board, the president or the executive director may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor if applicable and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings. - The board shall call a special meeting of members on written requisition of members carrying not less than 25% of the voting rights. The board, the chairman of the board, the president or the executive director shall have power to call a special meeting of members at any time.

9.03 Place of Meetings. - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the board shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

9.04 Notice of Meetings. - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Ten not less than 14 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

9.05 Meeting Without Notice. - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

9.06 Chairman, Secretary and Scrutineers. - The chairman of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is

present at the meeting: chairman of the board, president, or a vice-president who is a member or represents a member. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

9.07 Persons Entitled to be Present. - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

9.08 Quorum. - The quorum for the transaction of business at any meeting of members shall be two persons present in person and each entitled to vote thereat or a duly appointed proxy so entitled representing a majority of the members.

9.09 Right to Vote. - Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a voting member.

9.10 Proxies. - At any meeting of members a proxy holder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxy holder would be entitled to exercise if present at the meeting. A proxy holder need not be a member. An instrument appointing a proxy shall be in writing and, if the appointor is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

9.11 Votes to govern. - Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

9.12 Show of hands. - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

9.13 Ballots. - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

9.14 Casting vote. - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to an additional or casting vote.

9.15 Adjournment. - The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

9.16 Meeting of Members by Electronic Communication. - If all the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone or other communications facilities as all members consent to the use of in advance of the meeting, to which all members have equal access and as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting is deemed to be present at the meeting and, in accordance with Section 9.08, two members participating by such means shall constitute a quorum. Voting at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the members for approval. If the electronic means of communication is not secure, each member shall be so advised by the chair and a procedure to secure discussion and voting on matters before the board shall be agreed upon in advance of the meeting.

SECTION TEN

NOTICES

10.01 Method of Giving Notices. - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 14 days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address on the Corporation's books of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

10.02 Computation of Time. - In computing the date when notice must be given under any provision requiring a specified 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.

10.03 Omissions and Errors. - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 Waiver of Notice. - Any member (or a duly appointed proxy holder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
