

**THE CATHEDRAL HILL FOUNDATION**

**BY-LAW NO. 1**

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# THE CATHEDRAL HILL FOUNDATION

## BY-LAW NO. 1

### ARTICLE 1 - INTERPRETATION

- 1.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- (a) "Act" means the *Canada Corporations Act*, as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
  - (b) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
  - (c) "Corporation" means THE CATHEDRAL HILL FOUNDATION;
  - (d) "Letters Patent" means the Letters Patent for the Corporation as may be amended from time to time;
  - (e) "Meeting of Members" includes an annual and a special meeting of members;
  - (f) "Member" means a person having a membership in the Corporation in good standing (referred to individually as a "Member" and collectively the "Members");
  - (g) "Person" includes bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
  - (h) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act;
- 1.2 **Interpretation.** In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.
- 1.3 **Headings.** The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- 1.4 **Conflict with By-laws.** To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Letters Patent of the Corporation, the provisions of the Act, or the Letters Patent shall govern.

- 1.5 **Invalid Provisions.** The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

## **ARTICLE 2 - CORPORATE SEAL**

- 2.1 **Corporate Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

## **ARTICLE 3 - MEMBERS**

- 3.1 **Categories of Membership.** Membership in the Corporation shall be limited to persons who are Directors of the Corporation from time to time. Members shall be entitled to receive notice of, attend and vote at all meetings of the Members.
- 3.2 **Membership Fees.** There shall be no membership fees or dues unless otherwise directed by the board of directors of the Corporation (referred to herein individually as a "Director" and collectively as "Directors" or the "Board of Directors").
- 3.3 **Resignation.** Any of the Members may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the secretary of the Corporation.
- 3.4 **Removal.** Any Member may be removed as a Member by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting of the Members, provided that such member shall be granted an opportunity to be heard at such meeting.
- 3.5 **Membership Not Transferable.** The interest of a Member in the Corporation is not, directly or indirectly, transferable.

## **ARTICLE 4 - BOARD OF DIRECTORS**

- 4.1 **Number and Qualification.** The property and business of the Corporation shall be managed by the Board of Directors, which shall be composed of not less than three (3) and not more than ten (10) Directors. The number of Directors shall be an even number to be fixed by the Members from time to time. Directors shall be individuals, at least eighteen (18) years of age and have power under law to contract. A Director must be a Member of the Corporation.
- 4.2 **Composition.** Christ Church Cathedral and The Incorporated Synod of the Diocese of Ottawa shall have the right to appoint an equal number of Directors to the Board of Directors. The Bishop or his appointee shall be an ex-officio non-voting member of the Board of Directors but shall have a casting vote in the event of a tie. The Bishop shall not be counted as part of any requisite number of persons required to constitute a quorum, majority proportion or number required to effect any decision of the Corporation.
- 4.3 **Provisional Board of Directors.** The applicants for incorporation named in the letters patent of the Corporation shall, on incorporation of the Corporation, become the first

Board of Directors of the Corporation (the "Provisional Board of Directors"), whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of the Members, the Board of Directors then elected shall replace the Provisional Board of Directors.

4.4 **Appointment and Term of Directors.** The Directors (other than the Bishop) shall be appointed by Christ Church Cathedral and The Incorporated Synod of the Diocese of Ottawa at each annual meeting of the Members for a term of one (1) year.

4.5 **Vacation of Office of Director.** The office of a Director shall be automatically vacated:

- (a) if the Director resigns his or her office by delivering a written resignation to the secretary of the Corporation;
- (b) if the Director is found by a court to be of unsound mind;
- (c) if the Director becomes bankrupt or is unable to pay his/her debts as they become due;
- (d) if, at a special general meeting of the Members, a resolution is passed by at least sixty-six and two thirds percent (66 2/3%) of the Members present at such meeting that the Director be removed from office; or
- (e) if the Director dies,

provided that if any vacancy shall occur for any reason contained in this paragraph, the Board of Directors by majority vote may fill the vacancy. If a meeting of the Members fails to elect the number or minimum number of the Directors required by the letters patent or by-laws of the Corporation, or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Board of Directors, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of Directors is elected or remains in office, as the case may be.

4.6 **Resignation.** A retiring Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board of Directors or the Members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.

4.7 **Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

#### **ARTICLE 5 - POWERS OF BOARD OF DIRECTORS**

5.1 **Management.** The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as

otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time.

- 5.2 **Finances.** The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may determine.
- 5.3 **Employees.** The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.
- 5.4 **Remuneration.** The Board of Directors may fix a reasonable remuneration for all of the Officers, agents and employees of the Corporation.
- 5.5 **Borrowing.** The Board of Directors may from time to time:
- (a) borrow money upon the credit of the Corporation;
  - (b) limit or increase the amount to be borrowed;
  - (c) issue debentures or other securities of the Corporation;
  - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
  - (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board of Directors may delegate such powers to the Officers or the Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. 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.

## ARTICLE 6 - OFFICERS

- 6.1 **Officers.** The officers of the Corporation shall be a president (the "President"), a vice-president (the "Vice-President"), a secretary (the "Secretary") and a treasurer (the "Treasurer") and any such other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an "Officer" and, collectively, as the "Officers"). Any two or more offices may be held by the same person. The Officers shall be appointed from among the Directors.
- 6.2 **Appointment.** The Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the Members at which the Board of Directors is appointed.
- 6.3 **Term.** The Officers shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. Any Officer may be removed by resolution of the Board of Directors at any time.

## ARTICLE 7 - DUTIES OF OFFICERS

- 7.1 **President.** The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.
- 7.2 **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.
- 7.3 **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- 7.4 **Secretary.** The Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors or President, under whose joint supervision he/she

shall be. The Secretary shall be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in such resolution. The Secretary shall also perform such other duties as may be determined by the Board of Directors from time to time.

- 7.5 **Other Officers.** The duties of all other Officers shall be such as the terms of their appointment require, or as may be determined by the Board of Directors from time to time.

### **ARTICLE 8 - COMMITTEES**

- 8.1 **Committees.** The Board of Directors may establish, by resolution, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

### **ARTICLE 9 - MEETINGS OF THE BOARD OF DIRECTORS**

- 9.1 **Meetings - Number and Notice.** Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Provided further that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall, upon written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors. There shall be at least two (2) meetings per year of the Board of Directors.
- 9.2 **Quorum.** A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board of Directors.
- 9.3 **Consensus Procedures Governing Voting.** Each Director shall be entitled to exercise one (1) vote at each meeting of the Board of Directors. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 9.4 **Participation by Telephone or other Electronic Means.** If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a Director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

#### **ARTICLE 10 - MEETINGS OF THE MEMBERS**

- 10.1 **Meetings.** Meetings of the Members shall be either an annual meeting or a special meeting. The annual or any special meeting of Members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board of Directors may determine. The Members may resolve that a particular meeting of Members be held outside Canada.
- 10.2 **Quorum.** A majority of the Members present in person or by proxy at any meeting of the Members shall constitute a quorum at any such meeting.
- 10.3 **Business at Annual Meeting.** At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business which the Members under applicable law are so authorized to transact, at any meeting of the Members.
- 10.4 **Special Meeting.** The Board of Directors and the Chairperson shall have power to call, at any time, a special meeting of the Members. The Board of Directors shall call a special meeting of the Members on written requisition of one-third of the Members or one-third of the Directors.

- 10.5 **Notice.** Notice for every meeting of Members shall be in writing and shall be forwarded to each Member of the Corporation by regular mail or by other electronic means at least fourteen (14) days prior to the date of the meeting. Notice of any meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such meeting. Notice of each meeting must remind the Member that the Member has the right to vote by proxy. No error or omission in giving notice of any meeting of members or any adjourned meeting of members, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 10.6 **Proxies.** The Members shall have the right to exercise one (1) vote each at each meeting of the Members. Any Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of the Members in the manner and to the extent authorized by the proxy. A proxyholder need not be a Member.
- 10.7 **Voting.** Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Members, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 10.8 **Participation by Telephone or other Electronic Means.** If all Members entitled to vote consent thereto in advance, generally or in respect of a particular meeting, and all Members have equal access, a Member may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

**ARTICLE 11 - MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

- 11.1 **Minutes.** The minutes of meetings of the Board of Directors and the Executive Committee shall not be available to the Members of the Corporation, but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

**ARTICLE 12 - NOTICE**

- 12.1 **Address for Notice.** For the purpose of sending notice to the Members, a Director or an Officer for any meeting or otherwise, the address of the Members, Director or Officer shall be his/her last address recorded on the books of the Corporation.

**ARTICLE 13 - INDEMNITY AND INSURANCE**

- 13.1 **Indemnification.** Every Director and Officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,
- (a) all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or Officer, in or about the execution of the duties of his or her office, and
  - (b) all other costs, charges and expenses that such Director or Officer sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 13.2 **Directors' and Officers' Liability Insurance.** The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

**ARTICLE 14 - EXECUTION OF DOCUMENTS**

- 14.1 **Execution of Contracts.** Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any director or officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have the power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid, or by any individual appointed by resolution of the Board of Directors.

**ARTICLE 15 - HEAD OFFICE**

- 15.1 **Head Office.** The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

**ARTICLE 16 - FINANCIAL YEAR**

- 16.1 **Financial Year.** Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

**ARTICLE 17 - AMENDMENT OF BY-LAWS**

- 17.1 **Amendment of By-laws.** The by-laws of the Corporation not embodied in the Letters Patent of the Corporation may be repealed or amended by by-law enacted by the Board of Directors and sanctioned by an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

**ARTICLE 18 - AUDITORS**

- 18.1 **Auditors.** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

**ARTICLE 19 - BOOKS AND RECORDS**

- 19.1 **Books and Records.** The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by applicable law, are regularly and properly kept.

**ARTICLE 20 - RULES AND REGULATIONS**

- 20.1 **Rules and Regulations.** The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation, when they shall be confirmed, and failing such confirmation, at such annual meeting of the Members, shall cease to have any force and effect.

ENACTED by the Board of Directors as of the 21<sup>st</sup> day of *April*, 2010.