



nunavut film development corporation
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2017 / 2018

Program Policy and Management Manual

Section 5: Board of Directors Orientation Package

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Nunavut Film Development Corporation Board of Directors Orientation Package October 2017

1. Background and Information

The Nunavut Film Development Corporation (NFDC) is a non-governmental organization, established by the Government of Nunavut to provide training and funding through various programs for the production and marketing of film, television and digital media.

In addition, NFDC provides a service to the Government of Nunavut through the operation of the Nunavut Film Commission. The Commission operates to attract Canadian and International production companies, broadcasters, and studios to choose Nunavut as a location destination for their productions and to provide informational support and logistical connections for such productions. In addition, the Commission promotes the formation of co-production partnerships between Nunavut and non-Nunavut production companies that can lead to a growth of the industry and production in Nunavut.

In meeting its mandate, NFDC's vision is to position Nunavut as a competitive, circumpolar production centre, where Nunavummiut and guests can create quality production that is marketed and distributed to both the domestic and global market.

Our policies and programs reflect the six guiding principles of Inuit Qaujimajatuqangit and the Inuit societal values of:

- *Pilimmaksarniq/Pijariuqsarniq* (development of skills)
- *Qanuqtuurniq* (being innovative and resourceful)
- *Piliriqatigiinniq* (working together)
- *Tunnganarniq* (fostering good spirit by being open, welcoming and inclusive), and
- *Aajiiqatigiinniq* (decision making through discussion and consensus).

As a member of the Board of Directors, you are invited to provide governance and direction to the organization, manage the CEO and work collaboratively for the betterment of NFDC as well as the industry and the people it serves.

2. Expectations and Responsibilities of Board Members.

Board Members are expected to:

- Attend and participate at board meetings
- Be on a committee
- Uphold the principles and confidentiality assigned to the organization
- Attend training sessions when offered
- Promote NFDC and the Nunavut film, television and digital media industries
- Use skills and connections to enhance NFDC's activities

Meetings

- Meetings will be held each quarter and as required
- Meetings will normally last between 2 – 3 hours
- Location normally via conference call
- Agendas will be circulated in advance of the meeting
- Minutes will be taken and circulated ASAP
- Meetings are chaired by the President and Chairperson and minute taking by NFDC's Projects Manager.

Reports and updates will be presented, strategic planning items discussed, priorities set, evaluations undertaken and direction given at regular and special board meeting

CONSENT TO ACT AS A DIRECTOR
NUNAVUT FILM DEVELOPMENT CORPORATION
(the “Corporation”)

I, _____:

1. consent to act as a director of the Corporation, such consent:
 - (a) to be effective until my written resignation is received by the Corporation or at the time specified in the resignation, whichever is later; and
 - (b) to apply to my re-election or re-appointment as a director where there is not break in my office.

2. consent to the participation by any director in any meeting of directors or of a committee of directors by means of telephonic, electronic or other communication facility that permits all participants to communication adequately with each other during the meeting;

3. acknowledge and declare that I am not less than 18 years of age and I am
 - a Canadian citizen ordinarily resident in Canada; **OR**
 - a Canadian citizen *not* ordinarily resident in Canada who is a member of a prescribed class of persons; **OR**
 - a permanent resident within the meaning of the *Immigration Act* and ordinarily resident in Canada, except a permanent resident who has been ordinarily resident in Canada for more than one year after the time at which I first became eligible to apply to Canadian citizenship; **OR**
 - none of the above.

4. undertake to advise the Corporation in writing of any change in my residency, citizenship or address forthwith after such change;

5. acknowledge that persons of unsound mind who have been so found by a court in Canada or elsewhere and persons with the status of bankrupt are disqualified from being directors of a Corporation, and declare that I am not so disqualified;

6. undertake to advise the Corporation in writing forthwith if I become disqualified to act as a director; and

7. acknowledge that the Corporation will rely upon the foregoing information.

DATED: October __, 2017

Signature

3. Decisions and Conflict Resolution

Normally the board will strive for consensus based on hearing each other's viewpoints – however, from time to time (and only as necessary), a vote might be taken. A voted decision will require a healthy majority to move it forward ($\frac{3}{4}$ of the votes - not 50% plus 1).

Conflicts will be handled between the people involved (internal) – and with assistance from key board members if required. If no resolution is possible internally a skilled outside party or technical assistant skilled in mediation and conflict resolution will be brought into assist. Conflicts will be resolved in a timely and respectful manner, where possible using the principles of inclusion and support.

Board of Director's Priorities for 2017 – 2018

- Governance and Administration – review the organization's administration and governance
- Facilitate a Territorial Stakeholders Meeting
- Training and Skills Gap analysis
- Strategic planning
- Networking



**NUNAVUT FILM DEVELOPMENT CORPORATION
(the “Corporation”)**

**CODE OF CONDUCT FOR DIRECTORS, OFFICERS, CONTRACTORS
AND EMPLOYEES OF THE CORPORATION
(the “Personnel”)**

It is in the best interest of the Corporation and the public that the following Code of Conduct for Personnel be established and implemented, and appropriate disclosure obtained from Personnel regarding conflicts of interest currently existing or which may arise in the future, in connection with the implementation and administration of the various programs and initiatives undertaken by the Corporation from time to time.

1. Now therefore, for the purposes of this Code of Conduct and any Disclosure Statement and Undertaking, and consistent with *The Corporations Act* (Canada), the following terms shall have the following meanings:
 - (a) “affiliate” means an affiliated body corporate, where
 - (i) one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person; and
 - (ii) if two bodies corporate are affiliated with the same body corporate at the same time, they are deemed to be affiliated with each other.
 - (b) “associate”, when used to indicate a relationship with any person, means

- (i) a body corporate of which that person beneficially owns or controls, directly or indirectly, share or securities currently convertible into shares carrying more than 10% of the voting rights under all circumstances or by reason of the occurrence of an event that has occurred and is continuing, or a currently exercisable option or right to purchase such shares or such convertible securities, or
 - (ii) a partner of that person acting on behalf of the partnership of which they are partners, or
 - (iii) a trust or estate in which that person has a substantial beneficial interest or in respect of which he serves as a trustee or in a similar capacity, or
 - (iv) a spouse or child of that person, or
 - (v) a relative of that person or his spouse if that relative has the same residence as that person.
- (c) “person” includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.
2. Upon accepting an appointment as an officer, employee or to the Board of Directors of Nunavut Film Development Corporation (“the corporation”), each such person shall provide to the corporation a Disclosure Statement and Undertaking in attached Form A, undertaking to conform to and be bound by this code of conduct, and detailing any business activity by the person or the person’s “associate” (as defined in paragraph 1 above) which would pose an actual or perceived conflict of interest in the person’s capacity as an officer, employee or director of the corporation.
 3. All Personnel shall file with the corporation on an annual basis an updated Form A Disclosure Statement and Undertaking, and in the event of a mid-year material change or anticipated change, an amended Form A shall be filed forthwith.
 4. All Personnel of the corporation shall act honestly and in good faith with a view to enhancing the best interests of the corporation; shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and shall comply with all relevant legislation, regulations, laws and by-laws applicable to the corporation. In addition, directors are expected to fairly and honestly weigh and endeavour to balance all competing interests in making their decisions, and notwithstanding any of the foregoing; directors hold a fiduciary duty to the corporation.
 5. Personnel covenant and agree that during the continuance of their association with the corporation and at all times thereafter, Personnel shall not, directly or indirectly, use, exploit, divulge or disclose the any individual, partnership, firm, corporation, association or other entity, any of the information, data, documents, materials, computer programs and other matters of whatever type and form relating to the business and operation of the corporation (the “Confidential Information”).

Personnel further agree to take all reasonable measures and precautions necessary to preserve the confidentiality of confidential information, and to comply with any rules or directions made or given in this regard by the corporation, from time to time.

6. Except as permitted or requested by the Chair, the Vice-Chair, the Chief Executive Officer or a resolution of the directors, or as required or permitted by the corporation by-laws, Personnel other than the Chair and the Chief Executive Officer shall not grant interviews to the media or others, and shall not make speeches or otherwise publicly discuss or disseminate information as to the corporation's affairs or policies.
7. Personnel shall not accept gifts or other benefits that could be construed as an attempt to secure from the corporation for a third party any special concession, favour or other benefit.
8. Personnel shall not place themselves in a position where they have a conflict of interest or duty between the corporation and another party, and if a situation arises whereby a real or perceived conflict exists, the person involved shall immediately report the matter to the Chair, who may rule that the situation be disclosed to the directors and officers of the corporation, and that the person not be involved in any decision-making process relating to the situation in question.
9. Without limiting the generality of the obligations contemplated by above noted paragraph 8:
 - (a) Any person who is a member of the Personnel group who:
 - (i) is a party to a material contract or proposed material contract with the corporation, or
 - (ii) is a director or an officer of or has a material interest in any "person" (as defined in paragraph 1 above), who is a party to a material contract or proposed material contract with the corporation,shall disclose in writing to the corporation the nature and extent of that person's interest;
 - (b) The person concerned shall not vote on any resolution pertaining to the contract or proposed contract except as permitted by the Corporations Act or other applicable statute;
 - (c) The disclosure required by subsection (a) shall be made, in the case of a director:
 - (i) at a meeting at which a proposed contract is first considered;
 - (ii) if the director who was not then interested in a proposed contract, at the first meeting after becoming so interested;

- (iii) if the director becomes interested after a contract is made, at the first meeting after becoming so interested; or
 - (iv) if a person who is interested in a contract later becomes a director, at the first meeting after becoming a director;
- (d) The disclosure required by subsection (a) shall be made, in the case of a person who is a member of the Personnel group but is not a director:
 - (i) forthwith after becoming aware that the contract or proposed contract is to be considered or has been considered at a meeting of directors;
 - (ii) if that person becomes interested after a contract is made, forthwith after becoming so interested; or
 - (iii) if that person is interested in a contract and later becomes an officer, forthwith after becoming an officer.



NUNAVUT FILM DEVELOPMENT CORPORATION

**DISCLOSURE STATEMENT AND UNDERTAKING FOR DIRECTORS, OFFICERS, CONTRACTORS
AND EMPLOYEES OF THE CORPORATION**

Dated _____, 201__.

TO: Nunavut Film Development Corporation

I, _____, being a present or prospective officer, contractor, employee or member of the board of Nunavut Film Development Corporation (“the corporation”), state and declare:

1. I have read and understand the Code of Conduct of the corporation, and hereby undertake to conform to and be bound by such code.
2. As outlined in The Code of Conduct for Directors, Officers, Contractors and Employees of the Corporation, I do not have any situation or matter where I could have an actual or perceived conflict of interest, except:

Signature

Date

4. Confidentiality and Information Sharing

Confidentiality

Most of the matters of an organization being discussed by the Board of Directors will be internal to that organization and confidential in nature. Each NFDC board member is expected to keep information confidential and agreement should be reached (by the board) about if and when certain information is to be shared.

Board members are required to not circulate information unless it is in the public domain - if in doubt the best action is to ask for advice.

The board will discuss and develop a policy to support the need to report and share information but also to avoid having internal matters shared by individuals rather than in a comprehensive, timely, professional and planned way.

Information Sharing

A communication framework has been drafted and will be reviewed with the board of directors to assist with the need to determine what information is shared as public domain – industry relevant or internal to NFDC.

Normally the board will ask the CEO to be responsible for timely and accurate information sharing and document transferring. Board minutes will be taken and sent to board members after meetings and any documentation required will be circulated in a timely manner.

It is expected that as a director, board members will represent Nunavut Film in good faith and keep positive and professional all conversations related to board and organizational matters.

5. Operations and Core Functions

The film, television and media industry in Nunavut is made up of three distinct yet complementary types of production – non-commercial, commercial and service production. NFDC's mandate is to sustain and grow a competitive Nunavut owned and controlled film, television and digital media industry, to assist in the development of creative and technical talent necessary to sustain industry growth and to foster existing and establish new relationships with national and international co-financing partners.

NFDC's operations, as outlined in the Contribution Policy, will focus on the following five core functions:

1. Deliver the Film, Television and Digital Media Development Fund in order to promote the growth of Nunavut's current and emerging industry sectors;
2. Promote the growth of Nunavut's current and emerging film, television and digital media industry sectors through liaison and public relations activities with industry associations, the private sector and stakeholders;
3. Develop strategic plans and priorities to support labour force development and skills training;
4. Collect statistical information for annual reporting of program funding outcomes, including the development of an industry tracking framework and social impacts/benefits tracking framework, to document and evaluate the development of the film, television and digital media industry; and
5. Operate the Nunavut Film Commission.

6. Grants and Program Funding Overview

Nunavut Film Development Corporation (NFDC), is a non-governmental organization, established by the Government of Nunavut's Department of Economic Development and Transportation (ED&T) to undertake administration of the Government of Nunavut's Film Television and Digital Media Development Policy. In 2017-2018 NFDC received \$326,000 for the organization's Operations and Management and \$1,235,000 for the Film Television and Digital Media Development Program.

Under the Film Television and Digital Media Development Policy, producers, film makers and production companies can submit funding applications under the following categories:

- Entry-Level Experience Fund
- Industry Development and Training Fund
- Short Film Fund
- Creative Content Development Fund
- Market Endowment Fund
- Inuktut Versioning Fund for Existing Programs
- Nunavut Spend Incentive Program

A new Partnership Agreement (Contribution Agreement) needs to be signed each fiscal year between NFDC and ED&T. The CA is valid for one fiscal year from April 1 to March 31. The terms for a CA is 50% first payment, 20% second payment, 20% third payment and 10% fourth and final payment. The first payment is payable upon the Minister's signature while the remaining payments are payable after the reporting deliverables of the CA are submitted to and approved by ED&T.

7. Budget and Financial Overview

A formal audit is done each year and audited statements are available and form part of the AGM and annual report. All accounts and budgets are current, with the exception of outstanding program funds owed to Nunavut Film from ED&T.

Responsibility for the day-to-day financial management of NFDC rests with the CEO who will provide the board with information as required. A bookkeeping service contracted on a monthly basis to pay invoices, reconcile the bank account and prepare quarterly financial statements assists the CEO.

The responsibility for the annual budget rests with the Board of Directors.

BY-LAW NO. 1

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

NUNAVUT FILM DEVELOPMENT CORPORATION

(the "Corporation")

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

SECTION 1 - GENERAL

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 Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "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;
- (f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Head Office

The head office of the Corporation shall be located at the City of Iqaluit, in the Territory of Nunavut, at the place therein where the activities of the Corporation may from time to time be carried on. The Corporation may establish such other offices and agencies elsewhere within Canada as the board of directors may deem expedient by resolution.

1.5 Financial Year

The financial year of the Corporation shall end on the 31st day of March in each year, unless otherwise determined by resolution of the directors.

1.6 Banking Arrangements

All cheques, drafts or orders for the payment of money and all notes, acceptances, bills of exchange or other evidence of indebtedness issued in the name of the Corporation may be signed by any one of the President, or the Vice-President, or the Secretary-Treasurer, or any other bank signing officer designated by the board from time to time, whether or not officers of the Corporation, provided that the board by resolution may generally, or specifically with respect to any financial institution, require the signature of two (2) or more signing officers as designated by the board.

1.7 Execution of Documents

Contracts, documents or instruments in writing requiring the signature of the Corporation shall require two (2) signatures of any two (2) directors and/or officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Notwithstanding the foregoing, the board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign any specific contracts, documents or other instruments in writing. The seal of the Corporation may be affixed, but shall not be required unless required by applicable law, to any instruments or documents in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

1.8 Rules

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 expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

1.9 Amendment of By-laws

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

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 2 - MEMBERSHIP

2.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and who have been elected or appointed to the board of directors of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.3 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

2.4 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws;

- (c) 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;
- (d) the member is expelled in accordance with Section 2.3 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

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.

2.5 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) if the member is not in attendance, without just cause, at more than two duly called consecutive meetings of the members;
- (d) 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 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 president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. 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. If no written submissions are received by the board, the board may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.2 Chair of the Meeting

In the event that the Chairperson of the Board and the Vice-Chairperson of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.3 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be three (3) members 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.

3.4 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, who shall not otherwise be entitled to vote, shall have a casting vote.

3.5 Annual General Meeting

The annual meeting of the members of the Corporation shall be held on such day in each year and at such time as the directors may determine at any place within Nunavut, and where possible may be held at the same time and place as meetings of the directors, provided that the annual meeting shall not take place within thirty (30) days following the date on which the financial year of the Corporation ends. At each annual meeting, in addition to any other business that may be transacted, the report of the directors on the activities of the Corporation and the financial statements and the report of the public accountant shall be presented, and the members shall appoint or confirm directors where required in accordance with the by-laws.

3.6 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.

4. BOARD OF DIRECTORS AND DIRECTORS MEETINGS

4.1 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

4.2 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required. Directors shall hold office for a term of years not exceeding three (3) years, which terms of office may be staggered among the directors, as determined by the members from time to time, or until they cease to be qualified as a director.

4.3 Calling of Meetings

A meeting of directors may be convened by the Chairperson of the Board, the Vice-Chairperson of the Board, or by any two (2) directors.

4.4 Notice of Meetings

Notice of meetings of the board of directors shall be provided by e-mail or fax not less than forty-eight (48) hours before the meeting or it if written notice is provided by regular mail, not less than 10 days before the meeting; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting; provided further that meetings of directors may be held at any time without notice if all the directors are present or if all of the absent directors waive notice before or after the date of such meeting. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

4.5 Directors Meeting Held Entirely by Electronic Means

The directors may determine that a directors 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.

4.6 Quorum

A majority of the directors appointed shall constitute a quorum. If a quorum is present at the opening of a meeting of directors, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.7 No Remuneration

Directors shall not receive any remuneration for acting as a director, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation that is reasonably commensurate with the services provided.

4.8 Votes to Govern

At any meeting of directors, every question 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 question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, who shall not otherwise be entitled to vote, shall have a casting vote.

4.9 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 5 - OFFICERS

5.1 Description of Offices

The directors shall, from among themselves, appoint a Chairperson of the Board, who may also serve as the President of the Corporation (or a President may be

separately appointed) and a Vice-Chairperson of the Board, who may also serve as the Vice-President of the Corporation (or a Vice-President may be separately appointed).

The directors shall also appoint, not necessarily from among themselves, a Secretary-Treasurer, and the directors may also appoint an Executive Director, and may from time to time appoint such other officers and agents as they shall deem necessary who shall have such authority and perform such duties, subject to the Act, as may from time to time be prescribed by the directors. No officer other than the Chairperson of the Board and the Vice-Chairperson of the Board need be a director of the Corporation.

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 president 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.

5.2 Chairperson of the Board

The Chairperson of the Board shall, when present, preside as chairperson at all meetings of the directors, the committees of directors and the members. The Chairperson of the Board shall not normally be entitled to vote. In the event of an equality of votes, and only in the event of an equality of votes, the Chairperson of the Board shall have a casting or deciding vote.

5.3 Vice-Chairperson of the Board

If the Chairperson of the Board is absent or is unable or refuses to act, the Vice-Chairperson of the Board shall, when present, preside as chairperson at all meetings of the directors, the committees of directors and the members.

5.4 President

The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board. The President shall be vested with and may exercise all of the powers and shall perform all of the usual duties associated with the office of the President.

5.5 Vice-President

The Vice-President shall be vested with all of the powers and shall perform all of the duties of the President in the absence or inability or refusal to act of the President.

5.6 Secretary-Treasurer

The Secretary-Treasurer shall give or cause to be given notices for all meetings of the board or committees of directors and members when directed to do so and have charge of the seal of the Corporation. The Secretary-Treasurer shall keep or cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such banks or other financial institutions as may be designated from time to time by the board. The Secretary-Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board, receiving proper vouchers thereof and render to the board at its regular meetings or whenever required an account of the financial position of the Corporation.

5.7 Executive Director

The board may from time to time appoint an Executive Director, and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day to day operations and administration of the Corporation. The Executive Director shall conform to all lawful orders given by the directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

5.8 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. 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.

SECTION 6 - NOTICES

6.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

6.2 Invalidity of any provisions of this by-law

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

6.3 Omissions and Errors

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

SECTION 7 - EFFECTIVE DATE

7.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 27th day of February 2014, and confirmed by the members of the Corporation by special resolution on the 27th day of February 2014 Dated as of the 27th day of February 2014.

Name and Title of Officer: