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24 April 2008

The secretariat presents its compliments to delegations participating in the first substantive session of the Preparatory Committee for the Durban Review Conference. Further to the discussion held on Monday 21 April concerning the request for accreditation by the Canadian Council for Israel and Jewish Advocacy, please find attached additional information received by the secretariat from this organisation.

DB



"Susan Davis"
<sdavis@cija.ca>
23.04.2008 23:28

To <jdougan-beaca@ohchr.org>
cc "Hershell Ezrin" <hezrin@cija.ca>, <RCClarke@ohchr.org>
bcc
Subject Formal response for distribution

Dear Mr. Dougan-Beaca:

Further to Mr. Ezrin's email message sent to you today, 23 April 2008, you will find attached our formal response from CIJA after discussions at the Board. We would appreciate it if you would confirm to us that this material will be distributed to all the parties. This letter and all of its attachments supersede and incorporate our earlier correspondence for reference purposes. We are also sending these documents by fax.

We thank you very much.

Susan Davis
Executive Vice-President
CIJA
1075 Bay Street, Suite 525
Toronto, ON, M5S 2B1
Tel: 416 925 7499, ext 231
Fax: 416 925 3531
sdavis@cija.ca
www.cija.ca



CIJA by-law.pdf 04-17-08 UN Ltr from CIJA re Iran.pdf CIJA Letters Patent.pdf 23.04.08-message HEE to UN.pdf



formal response1.pdf



23 April 2008

Mr. Jose Dougan-Beaca
Coordinator
Anti-Discrimination Unit
United Nations High Commissioner for Human Rights
Palais des Nations,
CH-1211 Geneva 10
Switzerland

Dear Sir:

The Canadian Council for Israel and Jewish Advocacy (CIJA) Board of Directors met this afternoon. This letter represents CIJA's formal response as a result of the Board's deliberations. This letter supersedes and incorporates our earlier correspondence for reference purposes. CIJA is grateful for the opportunity to respond to the concerns of the Government of Iran to the accreditation of our organization to the Preparatory Committee.

The following is our response to the four concerns raised.

- 1) "*That [your] organization does not have consultative status with the Economic and Social Council;*" We refer to your official document PC. 1 / 2 concerning the participation of and consultation with observers at the sessions of the Preparatory Committee. It establishes the criteria for application to the Durban review conference for NGO's not in consultative status with ECOSOC. There is no existing criterion linked to requiring ECOSOC status for bona fide organizations seeking accreditation to the Durban Review Conference.
- 2) "*That it has not participated in the 2001 Durban Conference against racism;*" We refer to your official document PC. 1 / 2 concerning the participation of and consultation with observers at the sessions of the Preparatory Committee. It establishes the criteria for application to the Durban review conference for NGO's having not previously attended Durban. CIJA did not exist at the time of the 2001 Durban Conference; CIJA received its letters patent on December 23, 2003. Concerning the first Durban conference, CIJA oversees and coordinates the work of the Canadian Jewish Congress (CJC), one of our current family of agencies; CJC did attend the Conference as part of the World Jewish Congress delegation. CJC is one of Canada's oldest and most distinguished human rights organizations.
- 3) "*That [your] organization is in fact a corporation which has been registered under the Ministry of Industry in its own country and*". CIJA is not a commercial corporation. Our incorporation under the laws of Canada was taken to register as a not-for-profit organization. Each year, under Canadian law, CIJA is required to provide evidence to the Federal Department of Industry that we remain a not-for-profit organization in order to maintain our registration. I confirm that we have retained such registration as a not-for-profit organization. By operation of law and according to our Letters Patent which we are sending for ease of reference (see Article IV), we are a not-for-profit organization.

- 4) "That there is no significant activity or contribution by [your] organization with regard to the themes and objectives of the Durban Review Conference and its preparatory process." The attached document lays out in highlight form examples of both the activity and contribution of CIJA in combating racism and discrimination, both in Canada and in support of a number of UN-sanctioned Initiatives.

We believe that responses provided substantiate our request for accreditation to the Durban Review Conference and the preparatory process. CIJA would be pleased to respond to any further requirements for clarification. We note that the Secretariat has supported our application.

In addition, this morning you presented additional questions from the Government of Iran. Our responses are located within the body of this letter and its attachment.

As noted, CIJA's purposes were provided in the documents sent in our initial application. And the nature of our programs and activities are also included in this material. Relevant financial information was sent with the original application. We can confirm that CIJA does not receive any monies from government sources.

In order to share a list of members of our non-profit organization, we would need to ask each member for permission to share their personal data, in accordance with privacy legislation. We can confirm that our Board members are Canadians. They live in cities across Canada and are individuals, not organizations. A copy of our by-law is attached. In any case, we know of no other group for whom this scrutiny is required.

CIJA stands for promoting tolerance, inclusion and equality and our continuing opposition to racism, xenophobia and discriminations in all its forms. CIJA remains committed through its purposes and activities to the principles of the UN Declaration of Human Rights.

During the proceedings of the PrepCom on 21 April, a question was raised about CIJA's response to earlier correspondence. Please find attached another copy of a letter I sent to you dated 17 April 2008. As noted in that letter we were not apprised of the objections of the Government of Iran or given an opportunity to respond to those objections in a timely manner.

We would be grateful if you would confirm that you have distributed this letter, our formal response to the appropriate parties.

Yours sincerely,


Hershell Ezrin

Chief Executive Officer
Canadian Council for Israel and Jewish Advocacy

The Canadian Council for Israel and Jewish Advocacy (CIJA) is the advocacy agent of the United Israel Appeal Federations Canada. CIJA is a non-partisan, not-for-profit umbrella organization for Jewish community advocacy efforts; it represents some 260,000 Canadian Jews who support the Canadian Jewish Federations and non-federated Canadian Jewish communities. CIJA oversees and directs the advocacy work of a number of agencies, including: Canadian Jewish Congress (CJC), Canada-Israel Committee (CIC), National Jewish Campus Life (NJCL), Quebec-Israel Committee (QIC), and (University Outreach Committee) UOC.

Among our articles of incorporation, the first two of CIJA's principal roles are outlined as follows:

- a) "To represent and advocate the interests of the Canadian Jewish community on matters affecting the status, rights and welfare of the Canadian Jewish community, and Jews worldwide." And;
- b) "To defend Jewish communities from anti-Semitism and discrimination while promoting human rights and a spirit of tolerance, understanding and respect for diversity among all segments of Canadian society;"

CIJA and its family of agencies have played a leadership role in educating Canadians about the need to counter racism, fighting against discrimination and opposing racism in Canada and abroad. Through its development and sponsorship of the high-profile Words & Deeds annual leadership award dinners, CIJA has played an important role in Canada during the past four years in building awareness of the importance of supporting humanitarian causes and respect for tolerance, inclusion, and civil discourse in Canadian society. Recipients of the award are those who demonstrate, by their words and deeds that the efforts of one can lead to the benefit of many. Thousands of Canadian leaders, including government officials and elected representatives from all levels of government, as well as members of diverse faith and civil society organizations have attended these events and supported CIJA's public efforts to promote tolerance, inclusion and civil discourse in Canadian society.

CIJA has provided, directly and through the work of one of its family of agencies, Canadian Jewish Congress, informational support on tolerance and understanding for the 'Fighting Antisemitism Together' (FAST) educational project in Canadian schools. By the end of June 2008, some 800,000 students and thousands of teachers in the Canadian school system will have been exposed to the program, which is funded and driven by a group of non-Jews; the program has been endorsed by educators as an effective means of teaching about the dangers of hatred and intolerance. In addition to its material on combating antisemitism, the FAST project includes educational sections on racism and anti-discrimination issues affecting many different communities, including the struggle for equal rights for the Chinese in Canada, challenges to the Canadian multi-cultural model, and attacking systemic discrimination. CJC and the Dworkin Foundation also jointly launched a multimedia educational resource created for secondary school students to teach the fundamental values of tolerance and the acceptance of diversity.

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During the past three years, another member of our family of agencies, National Jewish Campus Life, has supported SHOUT and STAND on Canadian post-secondary campuses. Both these human rights-oriented organizations speak out against intolerance, racism and xenophobia. SHOUT's mandate includes advocacy and work toward genocide awareness and the awareness of current global social injustices. STAND Canada's mandate is to mobilize a critical mass of Canadian students, citizens, and decision makers to end the crisis in Darfur, and respond to future threats of genocide.

The Canadian Jewish Congress (CJC), part of the CIJA family of agencies, is responsible for fighting racism and intolerance and fostering positive relationships with groups in other faith and cultural communities. CJC has undertaken extensive work across the country to build relationships through interfaith partnerships and dialogues.

Canadian Jewish Congress has undertaken many activities and educational initiatives to build tolerance and promote Canadian democratic values. For example, CJC ran seminars in various Canadian cities on the topic of civil discourse in a democratic society. Key leaders from a variety of ethnic and religious communities were in attendance including the Canadian Arab Federation, the National Council of Canada Arab Relations, Coalition of Canadian Muslim Organizations, Canadian Somali Congress (CSC), Islamic Society of North America-Canada (ISNA), and the Islamic Council of Imams in Canada.

CJC has spoken out strongly and forcefully when other communities have been the victims of hate-motivated crimes. CJC spoke out publicly against the arson committed against the Al-Mahdi Islamic Centre in Pickering Ontario. More recently, CJC was one of the only NGOs in North America to publicly condemn the recent acts of vandalism of Muslim graves at France's largest First World War cemetery. We appreciate that this was an issue raised during the debate. For our agency taking this action, the past President of the Muslim Canadian Congress commended CJC for its sensitivity to Muslims worldwide.

CJC has also worked extensively with other ethno-cultural groups to promote understanding. CJC has a strong working relationship with the Assembly of First Nations, the quasi-governmental body representing the First Nations peoples of Canada.

CJC regularly speaks out about human rights abuses happening in various parts of the world, and works to support legal processes against those who have committed human rights abuses and crimes against humanity, including, among many others, the deportation of Nazi war criminal Michael Seifert and Rwandan war criminal Leon Mugesera. They have worked with a number of black African groups on human rights issues of importance as well as with South Asian groups. Our agencies have attended, participated in, or addressed international human rights fora such as the OSCE and the ITF.

Our agencies have also worked to fight hate on the Internet, through their "Stop Internet Hate" initiative and intervention in legal cases involving hateful content on various Canadian web sites.

Finally, CIJA recently participated in the Global Forum on Combatting Antisemitism. As an outcome of that conference CIJA has taken a lead role in one of their programs to combat antisemitism in all its guises.

Susan Davis

From: gurza [gurza@rogers.blackberry.net]
Sent: Wednesday, April 23, 2008 1:07 PM
To: jdougan-beaca@ohchr.org; RClarke@ohchr.org
Cc: Susan Davis
Subject: CIJA concluding our Bd meeting

We shall forward our board approved response today April 23rd for your dissemination to the committee members. You shall have it by the close of our business day, as per my earlier e-mail.

The draft letter forwarded earlier today has been supplemented and amplified to include important additional information.

Hershell Ezrin
Chief Executive Officer
Canadian Council for Israel and Jewish Advocacy
416-925-7499 x225



C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name .

CANADIAN COUNCIL FOR ISRAEL AND JEWISH ADVOCACY

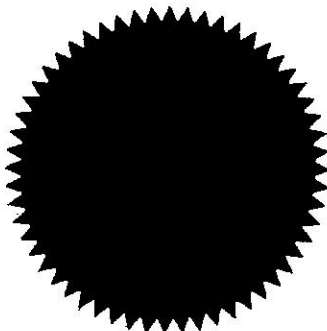
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - December 23, 2003

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 421266-5



Canada

3: THE MINISTER OF INDUSTRY

I

THE UNDERSIGNED hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of:

**CANADIAN COUNCIL FOR ISRAEL AND
JEWISH ADVOCACY**

THE UNDERSIGNED have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

<u>Applicant</u>	<u>Address</u>	<u>Occupation</u>
David Stevens	30 Humewood Drive Toronto, ON M6C 2W4	Lawyer
Suzanne Dufour	1410 Outlet Drive Oshawa, ON L1J 7Z6	Legal Secretary
Earl I. Miller	31 Avenal Drive Toronto, ON M6C 1V3	Lawyer

The said applicants will be the first directors of the Corporation.

III

1. The objects of the Corporation are:
 - (a) To represent and advocate the interests of the Canadian Jewish community on matters affecting the status, rights and welfare of the Canadian Jewish community and Jews worldwide;

- (b) To defend Jewish communities from anti-Semitism and discrimination while promoting human rights and a spirit of tolerance, understanding and respect for diversity among all segments of Canadian society;
- (c) To promote the interests of Canadian Jewry in having safety, security and prosperity for the people of Israel, and in having close relations between the peoples and governments of Israel and Canada, and to further such interests by influencing the determination and execution of Canadian foreign policy, and by conducting public relations;
- (d) To express the views of the Canadian Jewish community on matters of Canadian public policy and on matters of public interest to Canadians;
- (e) To serve as a consensus-building forum within the Canadian Jewish community so that a co-ordinated message regarding matters affecting the Canadian Jewish community, including matters relating to anti-Semitism, the safety, security and prosperity of Israel and Canada-Israel relations, emanates from the Jewish community of Canada;
- (f) To establish effective coalitions with elements of the broader Canadian community in order to broaden the support in Canada beyond the Jewish community for the protection of Jewish communities against anti-Semitism and for a safe, secure and prosperous Israel and a strong Canada-Israel relationship;
- (g) To be a leading policy setting entity and principal spokesperson on matters affecting the Canadian Jewish community, including anti-Semitism, the safety, security and prosperity of Israel and Canada-Israel relations, on behalf of the Canadian Jewish community by sustaining regular and ongoing communications with and representations to:
 - (i) members of parliament, the federal government, its ministers and parliamentary secretaries, public servants, relevant government bodies, commissions and committees, the leadership of opposition parties, the government of Israel and, when appropriate and in cooperation with local Jewish communities, members of provincial legislatures, including opposition parties ; and
 - (ii) the media;
- (h) To provide the requisite information to facilitate the implementation of specific local actions and interpret to the Canadian Jewish community the decisions and actions taken by the Corporation;
- (i) To respond to the express concerns of the Canadian Jewish community relating to anti-Semitism, the safety, security and prosperity of Israel and Canada-Israel relations, and to mobilize Jewish community action and broader stakeholder action as appropriate in regard thereto;

- (j) To engage in and/or sponsor public relations activities such as publishing advocacy materials, organizing and holding conferences and workshops, placing advertisements in or on newspapers, magazines, television, radio, internet and other media, holding of public meetings and lawful demonstrations, mounting mail and other similar campaigns directed to the media and government, all designed to attract interest in, gain support for, or influence public opinion on issues affecting the Canadian Jewish community, including issues relating to anti-Semitism, the safety, security and prosperity of Israel and Canada-Israel relations, and on matters of public policy relating thereto;
 - (k) To provide administrative and advocacy services to organizations within the Jewish community of Canada; and
 - (l) To do all things as are incidental and ancillary to the attainment of the above objects.
2. For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Canada Corporations Act* or any other statutes or laws from time to time applicable and, in particular, without limiting the generality of the foregoing:
- (a) To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable;
 - (b) To enter into arrangements with any organizations, whether incorporated or not, and any authorities, public or academic or otherwise, and to obtain therefrom or grant thereto any rights, privileges and concessions which the Corporation may think it desirable to obtain or grant, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions, so long as such activities are ancillary and incidental to the attainment of the objects of the Corporation;
 - (c) To acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto;
 - (d) To hold, manage, sell or convert any of the real or personal property from time to time owned by the Corporation and to invest and reinvest any principal in investments, and to retain any real or personal property in the form in which it may be when received by the Corporation for such length of time as may be deemed best;
 - (e) To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations of any company or corporation in which the Corporation holds shares;

- (f) In connection with any company or corporation in which the Corporation may at any time hold shares or obligations, to take up the proportion of any increased capital to which as holders of such shares or obligations it may be entitled and to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization of such company or corporation or for the amalgamation of such company or corporation or for the sale of the assets of such company or corporation or any part thereof and, in pursuance of such plan, to accept any shares or obligations in lieu of or in exchange for the shares or obligations held by the Corporation in such company or corporation; to enter into any pooling or other agreement in connection with the shares or obligations held by the Corporation in such company or corporation and, in the case of the sale thereof, to give any options considered advisable; to give consent to the creation of any mortgage, lien or indebtedness by any company or corporation whose shares or obligations are held by the Corporation; and to retain as an investment for such length of time as may be considered advisable any shares or obligations acquired by the Corporation through the exercise of the powers hereinbefore given the Corporation;
- (g) To demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Corporation, and to apply the said sums for the objects and purposes of the Corporation, and generally to sue and be sued;
- (h) To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses, as may be necessary, provided that the Corporation shall not pay any remuneration to a director in any capacity whatsoever; and
- (i) To pay all costs and expenses of, in incidentals to, the incorporation.

IV

The Corporation is to carry on its operations without pecuniary gain to its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.

V

It is specifically provided that in the event of dissolution or winding - up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations, associations, corporations or trusts in Canada as are registered charities or qualified donees under the *Income Tax Act* (Canada).

VI

The operations of the Corporation may be carried on throughout Canada and elsewhere.

VII

The place within Canada where the head office of the Corporation is to be situated is: City of Toronto, Province of Ontario.

VIII

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time


- (a) Borrow money on 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.

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

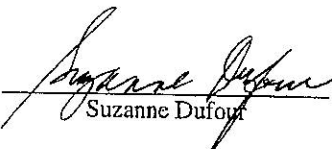
Nothing herein shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

DATED at the City of Toronto, the 19th day of December, 2003.



David Stevens



Suzanne Dufour



Earl I. Miller



CIJA

17 April 2008

Mr. J. Dougan-Beaca
Coordinator, Anti-Discrimination Unit
United Nations High Commissioner for Human Rights
Palais des Nations
CH-1211 Geneva 10
Switzerland

Dear Sir:

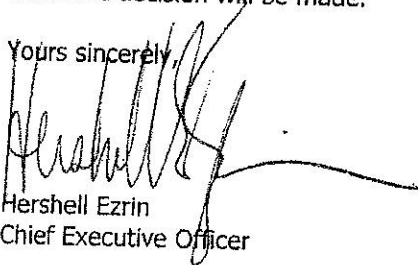
In your correspondence dated 29 February, 2008, concerning the application for accreditation of the Canadian Council for Israel and Jewish Advocacy (CIJA) to the Durban Review Conference and its preparatory committees, you advised that the Government of Iran "has decided to object to the accreditation of your organization".

You further state that, in accordance with the procedures laid down by the United Nations, "the comments of the Member States shall be communicated to the non-governmental organization concerned, which will be offered the opportunity to respond".

Not only have we never received any such information but we now understand from the Government of Canada that Iran has once again raised an objection, orally, at a recent UN meeting in Geneva.

We therefore request that you share with us any comments made by Iran, their grounds for objection, and when and how we will be given an opportunity to respond. Please also advise when the decision will be made.

Yours sincerely,



Hershell Ezrin
Chief Executive Officer

cc. Ms Gwyn Kutz
Director, Human Rights Division,
Foreign Affairs and International Trade Canada
Government of Canada

Canadian Council for Israel and Jewish Advocacy
Conseil canadien pour la défense et la promotion des droits des Juifs et d'Israël

1075 Bay Street Suite 525 Toronto ON M5S 2B1 Canada
www.cija.ca T: 416 925.7499 F: 416 925.3531

BY-LAW NO. 1

by-law relating generally to the organization and the transaction of
the affairs of

CANADIAN COUNCIL FOR ISRAEL AND JEWISH ADVOCACY

(the "Corporation")

Contents

One	-	Interpretation
Two	-	Transaction of the Affairs of the Corporation
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Six	-	Membership
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Eight	-	Notices
Nine	-	Auditor
Ten	-	By-laws
Eleven	-	Rules and Regulations

BE IT ENACTED as a by-law of CANADIAN COUNCIL FOR ISRAEL AND JEWISH
ADVOCACY as follows:

ARTICLE I DEFINITIONS AND INTERPRETATION

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Corporations Act* (Canada) and the Regulations thereto, as amended from time to time, and any successor legislation that may hereafter be substituted therefor, as from time to time amended;

"**board**" means the board of directors of the Corporation;

"**letters patent**" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"**meetings of members**" includes an annual meeting of members and a special meeting of members;

"**member**" means a member of the Corporation; and

"**special meeting of members**" includes a special general meeting of members.

2. Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE II TRANSACTION OF THE AFFAIRS OF THE CORPORATION

3. **HEAD OFFICE**

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, Province of Ontario.

4. **SEAL**

The corporate seal of the Corporation shall be in the form impressed hereon and shall be in the custody of the secretary of the Corporation.

5. **FINANCIAL YEAR**

The financial year of the Corporation shall end on such date in each year as the board may from time to time determine by resolution.

6. **EXECUTION OF INSTRUMENTS**

Deeds, transfers, assignments, contracts, obligations, by-laws, certificates and other instruments may be signed on behalf of the Corporation by any two directors or officers of the Corporation and all documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the board 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 person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

7. **BANKING ARRANGEMENTS**

The banking business of the Corporation shall be transacted with such banks, trust companies, brokerage firms or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

8. **CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents and in such manner as shall from time to time be

determined by resolution of the board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

9. **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, brokerage firms or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10. **BOOKS AND RECORDS**

The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members generally. Each of the directors shall be provided with a copy of the minutes of meetings of the board and of committees of the board and of such other documents or records of the Corporation as such director may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

ARTICLE III
DIRECTORS AND HONOURARY DIRECTORS

11. **NUMBER OF DIRECTORS AND QUORUM**

The affairs of the Corporation shall be managed by its board of directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the Corporation. Until changed in accordance with the Act, the Corporation shall have a minimum of three and a maximum of thirty-five

directors, of whom not less than two-fifths of the number of directors from time to time in office shall constitute a quorum, provided that the quorum shall not be less than two directors. The number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members shall be such number as shall be determined from time to time by resolution of the directors, within the minimum and maximum limits approved by the members from time to time.

12. **QUALIFICATION**

No person shall be qualified as a director unless such person is a member, mentally competent, and is eighteen or more years of age; provided that if a person who is not a member is elected a director, such person may so qualify by becoming a member within ten days after the date of election or appointment of such person.

13. **ELECTION AND TERM**

The whole board shall be elected at each annual meeting of members to hold office until the next annual meeting, but if a new board is not elected thereat, the directors then in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election. The election of directors may be by a show of hands or by resolution of the voting members, unless a ballot is demanded by any member.

14. **VACATION OF OFFICE**

The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if such director becomes bankrupt or suspends payment or compounds with such director's creditors or if a receiving order is made against such director or if such director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any similar legislation;
- (b) if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director's affairs;
- (c) on death;
- (d) if, by notice in writing to the secretary of the Corporation such director resigns such director's office; or
- (e) if such director ceases to be a member for any reason.

15. **REMOVAL OF DIRECTORS**

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a special meeting of members called for that purpose, remove any director before the expiration of such director's term of office and may, by majority vote, elect any person in such director's stead for the remainder of such director's term.

16. **VACANCIES**

Vacancies on the board may be filled for the remainder of the directors' term of office either by the members at a special meeting of members called for the purpose or, providing that the remaining directors constitute a quorum, by the board.

17. **CALLING OF MEETINGS**

Meetings of the board may be formally called by the board, the president, the vice-president, the secretary or by any two directors. Notice of the time and place of every meeting so called shall be given to each director at least 48 hours prior to the meeting if other than by mail. Notice by mail shall be sent to each director at least 14 days prior to the meeting. No notice of a meeting shall be necessary, however, if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held. The directors may consider or transact any business, either special or general, at any meeting of the board.

18. **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.

19. **REGULAR MEETINGS**

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

20. **PLACE OF MEETING**

Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada or, if the board so determines and all absent directors consent, at some place outside Canada.

21. **CHAIRMAN AND SECRETARY**

The president or, in the absence of the president, a vice-president who is a director, shall chair any meeting of directors; and, if no such officer is present, the directors present shall choose one of their number to chair such meeting. The secretary of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the secretary, the directors present shall choose one of their number to act as secretary of the meeting.

22. **VOTES TO GOVERN**

At all meetings of the board, every director personally present shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote. All votes taken at any meeting of the board shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

23. **MEETINGS BY TELEPHONE**

Where all the directors have consented thereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear such other. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

24. **MEETINGS BY OTHER ELECTRONIC MEANS**

The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented to meetings by electronic means.

25. **INTEREST OF DIRECTORS IN CONTRACTS**

Subject to the provisions of paragraph 26 hereof and of any applicable general or special law, no director shall be disqualified by virtue of holding office as a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

26. **DECLARATION OF INTEREST**

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

27. **REMUNERATION**

The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members, and in the performance of such other duties on behalf of the Corporation as are undertaken by them. No confirmation by the members of any such payment shall be required. Provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be 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.

28. **COMMITTEES**

The board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee shall report to the board on a timely basis concerning its activities. Any such committee shall consist of two or more directors and may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the board and their remuneration, if any, shall be as determined by the board from time to time.

29. **POWERS OF THE BOARD**

The board 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, subject to the provisions of the Act, the by-laws of the Corporation and the letters patent, shall exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. Without limiting the generality of the foregoing, the making of grants, contributions and scholarships and otherwise rendering financial assistance for the purposes set forth in the letters patent, shall be within the exclusive power of the board. The board shall review all requests for funds, shall require that the requests specify as to the use of such funds, and upon approval of such application, shall authorize the proper officers to pay such funds to the approved grantee. The board, in its sole and absolute judgment, may refuse to make any grant, contribution or scholarship requested of the Corporation. The board may from time

to time adopt such rules and regulations as it may deem advisable to carry out the business of the Corporation. The 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 and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

30. **HONOURARY DIRECTORS**

Subject to the provisions of paragraph 12 hereof, the board may, from time to time, appoint a person or persons as honorary directors. Honorary directors shall be entitled to notice of and attend at all meetings of the board but shall not have the right to vote or any other powers or duties of a director and shall not be counted towards a quorum. Honorary directors shall retain such status until the first meeting of the board following the next annual meeting of members, at which time they shall be eligible for reappointment.

**ARTICLE IV
OFFICERS**

31. **APPOINTMENT OF PRESIDENT**

From time to time, the board shall appoint a president who shall be a director.

32. **APPOINTMENT OF OTHER OFFICERS**

From time to time, the board shall appoint a secretary and may appoint one or more vice-presidents, a treasurer and such other officers as the board may determine. The officers so appointed may, but need not be, directors and one person may hold more than one office, save that the president may not hold the office of secretary.

33. **TERMS OF EMPLOYMENT AND REMUNERATION**

The terms of employment and remuneration of officers appointed by the board shall be fixed by the board by resolution. Any remuneration payable to an officer of the Corporation shall be reasonable in amount and the fact that any officer is a member or a director of the Corporation shall not preclude such officer from receiving a reasonable remuneration for services rendered as an officer of the Corporation. The board may remove, at its pleasure, any officer of the Corporation, whether with or without cause, whenever in its sole judgment the best interests of the Corporation will be served thereby. Otherwise, each officer appointed by the board shall hold office for a term of one year or until a successor is appointed, save that the term of office of any officer who is a director shall expire if and when such officer shall cease to be a director.

34. **PRESIDENT**

Subject to the authority of the board, the president shall be charged with the general management, direction and supervision of the affairs and operations of the Corporation. The President shall have such other powers and duties as the board may prescribe.

35. **VICE-PRESIDENT**

During the absence or disability of the president, the president's duties shall be performed and the president's powers shall be exercised by the vice-president or, if there is more than one, by the vice-presidents in order of seniority. A vice-president shall have such other powers and duties as the board or the president may prescribe.

36. **SECRETARY**

The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered, in books 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 and directors; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and the corporate seal except when some other officer or agent has been appointed for that purpose. The secretary shall perform such other duties as the board or the president may prescribe.

37. **TREASURER**

The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall deposit all monies or other valuable effects in such financial institution(s) and all securities with such registered securities dealers as the board may from time to time designate. The treasurer shall disburse the funds of the Corporation as may be directed by the board and shall take proper vouchers for such disbursements. The treasurer shall render to the board, whenever required, an account of all the treasurer's transactions as treasurer and of the financial position of the Corporation. The treasurer shall perform such other duties as the board or the president may prescribe.

38. **DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. 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 president otherwise directs.

39. **VARIATION OF DUTIES**

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

40. **AGENTS AND ATTORNEYS**

Subject to the provisions of the Act and the by-laws of the Corporation, the board shall have power to appoint, from time to time, agents or attorneys for the Corporation in or

out of Canada with such powers of management or otherwise and such duties as the board considers necessary or desirable in order to further the objects of the Corporation.

41. **FIDELITY BONDS**

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish surety bonds for the faithful discharge of their respective duties, in such form, in such amount, and with such surety as the board may from time to time prescribe. The expense of such bond shall be borne by the Corporation.

42. **RESIGNATION**

Any officer may resign from such office by delivering a written resignation to the board.

43. **HONOURARY OFFICERS**

The board may appoint from time to time honorary officers who shall serve in an advisory capacity only.

**ARTICLE V
PROTECTION OF DIRECTORS,
HONOURARY DIRECTORS AND OFFICERS**

44. **LIMITATION OF LIABILITY**

No director, honorary director, officer or honorary officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or honorary director or officer or honorary officer or employee of the Corporation, 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 by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, 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 such director, honorary director, officer or honorary officer, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such director's, honorary director's, officer's or honorary officer's office or in relation thereto unless the same shall happen through the wilful neglect or default of such director, honorary director, officer or honorary officer.

45. **INDEMNITY**

Every director, honorary director, officer and honorary officer of the Corporation, and the heirs, executors and administrators of such directors, honorary directors, officers or honorary officers 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 whatsoever that such director, honorary director, officer or honorary officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director, honorary director, officer or honorary officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director, honorary director, officer or honorary officer in or about the execution of the duties of such director, honorary director, officer's or honorary officer's office; and
- (b) all other costs, charges and expenses that such director, honorary director, officer or honorary officer sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by the wilful neglect or default of such director, honorary director, officer or honorary officer.

ARTICLE VI MEMBERSHIP

46. MEMBERS

The membership of the Corporation shall consist of, and be limited to, the applicants for incorporation of the Corporation and such other eligible persons as are admitted to membership in the Corporation by resolution of the board. Each director of the Corporation shall automatically become a member of the Corporation upon the appointment or election of such person as a director and the receipt by the Corporation of such person's written application for membership. Membership may be conditional upon the payment of a fee, assessment or other charge as provided for herein. There shall, at all times, be a minimum of three members.

47. ELIGIBILITY

Any individual, firm or corporation shall be eligible to apply for membership if, in the opinion of the board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant is interested in furthering the objects of the Corporation.

48. TERM OF MEMBERSHIP

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) if an individual, upon death or if a corporation, partnership, trust or other legal entity, upon its dissolution, winding-up or other termination, or
- (b) upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

49. **RESIGNATION**

A member may resign from membership in the Corporation by delivering a written resignation to the head office of the Corporation addressed to the board or to the secretary of the Corporation.

50. **REMOVAL**

Any member who shall violate any provision of the by-laws of the Corporation or do any act which is, in the reasonable opinion of the board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the board, or of a duly authorized committee of the board, may be expelled from the Corporation by a resolution passed by at least two-thirds (2/3) of the directors present at a meeting of the board at which such matter is considered. No such resolution shall be put before the board until after the member in question has been notified in writing of

- (a) the allegations against such member, and
- (b) the time and place of the meeting of the board at which such resolution will be tabled and is afforded an opportunity for a hearing before the board. Such notice shall be given at least one week prior to the date of the meeting of the board at which such resolution shall be put before the board.

51. **APPLICATION FOR MEMBERSHIP**

An application for membership shall (i) be in such form and executed in such manner as the board may prescribe; and (ii) contain or be accompanied by such information and material as the by-laws or the board may require.

An application for membership with any accompanying material shall be submitted to the Secretary, who shall make a preliminary review of the same and either:

- (a) if such review discloses substantial compliance with the requirements of the by-laws, include such application with all others to be considered by the board at its next meeting, and inform the applicant of the required annual dues and assessment (if any); or
- (b) if such review discloses any substantial non-compliance with the requirements of the by-laws, notify the applicant as to the nature of such non-compliance.

The board shall, in its discretion, either disapprove the application or approve the application, and upon approval of an application by the board and the receipt of all applicable fees from the applicant, the applicant shall be admitted as a member.

52. **REGISTER OF MEMBERS**

The Secretary shall keep a register of the names and business addresses of all members and of their respective annual dues and assessments (if any).

53. **NOMINEES**

Members who are corporations, partnerships or other entities required to be represented by nominee in order to cast a vote shall appoint, in writing, a nominee who may represent such member for all purposes hereof. An appointment of a nominee pursuant to the terms hereof may be terminated by notice in writing signed by the member appointing the nominee or nominees, as the case may be, and delivered to the secretary of the Corporation.

**ARTICLE VII
MEETINGS OF MEMBERS**

54. **ANNUAL MEETING**

The annual meeting of the members shall, subject to the provisions of the Act, be held at such time and on such day in each year as the board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

55. **SPECIAL MEETINGS**

The board, the president, or any two directors, shall have the power to call a special meeting of members at any time. A group of members entitled to, in aggregate, a minimum of ten percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

56. **PLACE OF MEETINGS**

Subject to the provisions of paragraph 58 hereof, meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in Canada.

57. **NOTICE OF MEETINGS**

Subject to the provisions of paragraph 68 hereof, notice of the time and place of each meeting of members shall be given in writing to the members in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held, if other than by mail to each member of record at the close of business on the day on which the notice is given. Notice by mail shall be given at least 14 days before the day on which the meeting is to be held. Notice of a special meeting of members shall state the general nature of the matters to be considered at such meeting in such a manner as to email to

enable the recipients thereof to form a reasoned judgment concerning the matters to be considered at such meeting. Notice of each meeting of members must remind the member that such member has the right to vote by proxy. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive. No public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

58. **MEETINGS WITHOUT NOTICE**

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to such meeting being held, and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

59. **CHAIRMAN, SECRETARY AND SCRUTINEERS**

The president or, in the absence of the president, a vice-president who is a director of the Corporation, shall be chair of any meeting of members; if no such officer is present within fifteen minutes of the time fixed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to chair the meeting. If the secretary of the Corporation is absent, the chair 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 chair with the consent of the meeting.

60. **PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors 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 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 with the consent of the meeting.

61. **QUORUM**

A quorum for the transaction of business at any meeting of members shall be ten percent of the members, who may be present in person or represented by proxy, provided that such quorum shall consist of not less than two persons.

62. **RIGHT TO VOTE**

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 member of the Corporation. Notwithstanding the foregoing, no member who is in arrears in respect of any dues or assessments payable to the Corporation shall be entitled to attend or vote either in person or by proxy at any meeting of members.

63. **PROXIES**

At any meeting of members a proxy 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 such person would be entitled to exercise if present at the meeting. A proxy need not himself be a member. An instrument appointing a proxy shall be in writing and 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.

64. **VOTES TO GOVERN**

At any meeting of members, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.

65. **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 poll 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 poll thereon is so required or demanded, a declaration by the chair 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.

66. **POLLS**

After a show of hands has been taken on any question, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each voting member present in person or represented by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

67. **NO CASTING VOTE**

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to an additional or casting vote.

68. **ADJOURNMENT**

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place. Any business as

may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. No notice shall be required of the continuation of an adjourned meeting.

ARTICLE VIII NOTICES

69. METHOD OF GIVING NOTICE

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws of the Corporation or otherwise to a member, director, officer or auditor of the Corporation shall be sufficiently given if delivered to such person's last address as recorded in the books of the Corporation or if mailed by prepaid mail addressed to such person at such person's last address as recorded in the books of the Corporation or if sent to such person at such person's said address by any means of transmitted or recorded communication or if sent to such person by fax transmission, if such person has provided the Corporation with a fax number or if sent to such person by email if such person has provided the Corporation with an email address. The secretary may change the address, fax number and email address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by the secretary to be reliable. 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 when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch; and, a notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent.

70. 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.

71. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer or auditor of the Corporation 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.

72. WAIVER OF NOTICE

Any member (or such member's duly appointed proxy or representative), director, officer or auditor may waive any notice required to be given to such member under any provision of the Act or the letters patent or the by-laws of the Corporation, and such