

BY-LAW 1 – 2023

BE IT ENACTED as a bylaw of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) as follows:

Article I Interpretation

- 1.1 In this bylaw and all other bylaws and resolutions of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) unless the context requires otherwise:
- (a) ‘Act’ means the Not-For-Profit Corporations Act, 2010, S.O. 2010, C. 15;
 - (b) ‘Board’ means the Board of Directors of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”);
 - (c) ‘Corporation’ and ‘The Society’ mean SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) as incorporated under the predecessor to the Act;
 - (d) ‘ex officio’ means a member who is a member by virtue of holding another office, and who has all the same rights as other members including the right to vote on any business at a meeting of the members;
 - (e) ‘extraordinary resolution’ means a resolution or motion of the Board that is adopted by a eighty percent majority of members present at a meeting of members of which notice specifying the intention to pass such resolution has been given;
 - (f) ‘in camera’ means the part of a meeting of the board at which guests are not in attendance and information is not made available to anyone other than the Board.
 - (g) ‘LGBTQ2+’ is a short form for Lesbian, Gay, Bisexual, Transgender, Queer, and Two-spirit;
 - (h) ‘member’ means a regular member as defined in Section 3.01;
 - (i) ‘Officers’ are President, Vice-President, Secretary, Treasurer;
 - (j) ‘Queer’ or ‘rainbow’ are terms that are taken to include any individual who is not wholly accommodated by a heterosexual cisgender identity, including the identities of lesbian, gay, bisexual, trans, transgender, transsexual, intersex, two-spirit, fluid, pansexual, non-binary, gender non-conforming, asexual and questioning, notwithstanding those members of such a group who do not self-identify as queer;

- (k) 'resolution' means a written resolution signed by all persons entitled to vote thereon or a motion adopted by simple majority of persons present at a meeting at which the motion is voted on;
- (l) 'simple majority' and 'majority' mean more than 50% of all ballots or votes cast or of all members of a particular group;
- (m) 'special resolution' means a resolution or motion of the Board that is adopted by a two-thirds majority of members present at a meeting of members of which notice specifying the intention to pass such resolution has been given;
- (n) 'SPECTRUM' means SPECTRUM – Waterloo Region's Rainbow Community Space ("SPECTRUM");

Article II Objects

- 2.1 The objects of the Corporation shall be consistent with the objects set forth in the Corporation's Letters Patent of Incorporation as amended from time to time.

Article III Membership

3.1 Members

- (a) Entitlement. The members of the Corporation shall be those persons whose application for membership has been accepted by the Board of Directors (or designate) in accordance with rules for membership in the Corporation which have been approved by resolution of the Board of Directors and those persons as may from time to time be admitted into membership in the Corporation by resolution of the Board of Directors. Each member shall be promptly informed by the Board of Directors (or designate) of their admission as a member.
- (b) Resignation. Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing which shall be effective on receipt by the Corporation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation.
- (c) Termination of Membership. The membership of a member in the Corporation is not transferable and lapses and ceases to exist:
 - 1. upon death; or
 - 2. upon dissolution of the Corporation; or
 - 3. when the member's period of membership (if any) expires; or
 - 4. when the member ceases to be a member by resignation;
 - 5. if the member is expelled in accordance with section 3.1(d).

- (d) Expulsion or Suspension of a Member: The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
1. violating any provision of the articles, by-laws, or written policies of the Corporation; or
 2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3.2 Membership Eligibility

Membership in the Corporation is open to any person who:

- (a) Self-identifies as LGBTQ2+ OR is willing to publicly declare themselves to be an ally of LGBTQ2+ people;
- (b) Lives, works, plays and/or studies within Waterloo Region;
- (c) Has paid such membership dues as may be set by the Board of Directors from time to time or has volunteered such time to the objects and undertakings of the Corporation as determined appropriate by the Board of Directors in lieu thereof with;
- (d) Has, in the opinion of the Board, a genuine interest in promoting the objectives of the Corporation.

3.3 Rights of Members

A member of the Corporation shall have the right to:

- (a) receive notice of all meetings of members;
- (b) attend and participate in all meetings of members;
- (c) sit, subject to the Board's approval, on any Committee except the Executive Committee;
- (d) vote at all meetings of members
- (e) periodically receive information about SPECTRUM and its programs.

3.4 Responsibilities of Members

The Board shall, from time to time, establish policies pertaining to appropriate conduct of members of The Corporation.

3.5 Accessibility

In recognition that the Corporation should seek to eliminate barriers that would unfairly impede an applicant from promoting the objectives of the Corporation as a member, the Board shall be empowered to waive membership dues for any member on a case by case basis by board resolution.

3.6 Membership Dues

The Board may by resolution establish membership dues or a contribution in lieu of dues to be paid or provided by members and the date by which such dues or contribution in lieu are to be paid or provided.

The Secretary shall notify or cause to be notified the members of the dues or contribution in lieu established by the Board and the date by which such dues or contribution in lieu is to be paid or provided. Any member in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or the provision of the contribution in lieu be reinstated by unanimous vote of the Board of Directors.

3.7 Application and Renewal

Applications for membership shall be submitted in the form prescribed by the Board. The Board shall, from time to time, establish policies pertaining to the procedures relating to membership application.

A decision to refuse membership on the grounds of ineligibility shall be communicated in writing to an applicant within 30 days of the submission of an

application.

3.8 Register of Members

A register of members that includes contact information for each member shall be kept at the head office.

Article IV Directors

4.1. Number of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) and no more than (15) directors, with the number then to be set in accordance with the Act. The directors, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act. A majority of the Board of Directors shall at all times be resident Canadians.

4.2 Qualifications of Directors

- (a) A Director shall be eighteen (18) or more years of age;
- (b) A person need not be a Member of the Society in order to be qualified to be elected or appointed a director provided such person becomes a Member within 10 days of being elected or appointed and remains a Member in good standing while a director;
- (c) No undischarged bankrupt may be a Director;
- (d) to be eligible to be elected as a director a person must have first provided written consent to being elected.

4.3. Nomination

The Board shall annually appoint a nominating committee of three (3) Members of the Society, in good standing. The nominating committee will prepare a slate of nominees to be presented at the following annual general meeting held for the election of directors, and to make every effort to ensure representation on the Board reflects the diversity of the LGBTQ2+ communities in the Waterloo Region.

The nominating committee shall make a public call for nominations at least 30 days prior to the general meeting at which directors are to be elected. Individuals may nominate themselves.

Each nominee will be interviewed by the nominating committee.

No less than 30 days prior to each annual general meeting of the Members, the nominating committee shall compile a list of qualified nominees for the elected positions available on the Board, having regard to the provisions of this Bylaw. The list of such nominees shall be included in the Notice of the Annual General Meeting.

4.4. Election of Directors:

- (a) The election of Directors shall be held at a meeting of the members. The Election shall be by ballot or by show of hands.
- (b) Directors shall be elected for a two-year term and shall retire in rotation. At the first meeting at which directors are to be elected after this bylaw is passed, $\frac{1}{2}$ of the number of directors to be elected shall be elected for a one-year term and $\frac{1}{2}$ shall be elected for a two-year term. At every annual general meeting thereafter four directors shall be elected to fill the places of the retiring Directors. Subject to subsection (c) retiring directors are eligible for re-election. If an election of directors is not held at the proper time the incumbent directors shall continue in office until their successors are elected.
- (c) No person shall be entitled to be elected or re-elected for more than six (6) consecutive terms of two (2) years.

4.5. Vacation of Office:

The office of Director shall ipso facto be vacated if such Director:

- (a) resigns his/her office by notice in writing to the Corporation.
- (b) misses three consecutive meetings of the Board without informing the President with an acceptable reason, unless the Board directs otherwise.
- (c) fails to continue to hold the qualifications set out in this Bylaw.

4.6. Removal of Director

Any Director may be removed from office by resolution of the members pursuant to the Act.

4.7 Filling Vacancies on Board

So long as a quorum remains, the Board has power to appoint any qualified person to fill a vacancy on the Board, howsoever caused, to hold office for the unexpired term of a person who ceases to be a Director.

4.8 Leave of Absence

The Board may grant a leave of absence of a fixed term to a director, so long as not more than two directors are on such a leave at one time.

4.9. Authority of the Board

The directors, acting together in their capacity as a Board, shall have the authority to exercise any and all powers prescribed by the Act, or by any other statutes or laws from time to time applicable, and without limiting the generality of the foregoing, shall have the following powers in particular:

- (a) making contracts, exercising powers, and carrying out actions it is authorized by the objects to do;
 - (b) regulating admission of members, requirements of membership, and termination of membership;
 - (c) governing and regulating the operations, management, and control of the organization and all its activities;
 - (d) appointing committees as required in the Act and as will benefit the organization;
 - (e) interpreting the intent of any bylaw, policy, procedure, resolution, or report in connection with the organization and determining any dispute in that regard.
- 4.10. No individual officer shall have authority to act on behalf of the Corporation or the Board in any respect except as provided in this bylaw or by resolution of the Board. This includes but is not limited to the authority to direct employees and agents of the corporation or to contractually or otherwise bind the corporation.
- 4.11. Every director of the Corporation shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interest of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Article V Meetings of Directors

- 5.1 A majority of the Board shall constitute a quorum. A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.
- 5.2. Meetings of the Board of Directors shall be open to the public, except those portions of any meeting that are designated in camera by Board resolution.
- 5.3. Questions arising at any meeting of the Board shall be decided by a majority of votes. In

the case of an equality of votes, the Chairperson of the meeting does not have a casting vote, and the question is defeated

- 5.4. Meetings of the Board may be summoned by the President or at the written request of any three (3) Directors. No less than seven (7) days notice shall be given of for a meeting of the Board, which notice may be given by personal delivery, fax, E-mail or any other means of electronic communication; provided that no notice need be given:
 - (a) if the board appoints a day or days in any month or months for regular meetings of the board at a place and hour designated; and
 - (b) for the meeting of the Board which shall take place immediately after the election of the Board at an Annual Meeting, at which meeting officers shall be elected or appointed by the Board.
- 5.5. Meetings of the Board shall be held at any place as determined by the Board from time to time.
- 5.6. A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.

Article VI Officers

- 6.1. Following the annual election of the Board of Directors, the Board shall elect from among its members a President (who shall also be known as the Chairperson) and Vice-President (who shall also be known as the Vice-Chairperson), and appoint a secretary, a treasurer, and such other officers as it may from time to time deem necessary, whose terms of office, subject to these Bylaws, shall be two years. In default of such election or appointment the then incumbents shall hold office until their successors are elected or appointed.
- 6.2. No person may hold more than one office.
- 6.3. No person may hold the same office for more than three consecutive terms.
- 6.4. The Board may remove at its pleasure any officer.
- 6.5. Duties of Officers:
 - (a) President: Unless otherwise agreed by the Board of Directors, the President shall:
 1. officially represent SPECTRUM on all occasions. If the President is absent, is unable or refuses to act, the Board of Directors shall assign a designate;
 2. preside as Chair of all meetings of the Board of Directors and Members.

- (b) Vice-President: Unless otherwise agreed by the Board of Directors, the Vice-President shall assume the offices and duties of the President in the event that the President is temporarily or permanently unable to carry out the President's duties. In the event that the President resigns, the Vice-President shall become the President until the next scheduled election of the President.
- (c) Secretary: Unless otherwise agreed by the Board of Directors, the Secretary shall keep an accurate account in the minute-book of all meetings.
- (d) Treasurer: Unless otherwise agreed by the Board of Directors, the Treasurer shall:
 - 1. subject to the provisions of any resolution of the Board of Directors, have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such banks or with such depository or depositories as the Board of Directors may direct.
 - 2. keep or cause to be kept the requisite books of account and accounting records.
 - 3. give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their unrestricted discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

6.6. The Board may specify other duties of the officers from time to time.

Article VII Members Meetings

7.1 Annual General Meeting

The Annual General Meeting shall be held within 90 days following the fiscal year end at such date, time and place within Waterloo Region as determined by the Board, for the purpose of:

- (a) Considering and approving the minutes of the previous annual general meeting and any general or special general meeting that may have been held since the last annual meeting;
- (b) Receiving financial statements for the preceding fiscal year;
- (c) Receiving and considering such other reports and statements as are required by the Act;
- (d) Appointing the auditor(s) for the coming fiscal year if necessary and authorizing the Board to fix their remuneration unless waiving the

appointment of auditor(s) is permitted by the Act and approved by extraordinary resolution;

- (e) Electing Directors; and
- (f) Transacting any other business properly brought before the meeting.

7.2 Special General Meetings

The President or Secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by one-tenth of the members in good standing and stipulating the purpose of such meeting. A Special General Meeting shall be held within 60 days of the request at a date, time and place within Waterloo Region as determined by the Secretary. The business to be conducted at the meeting shall be limited to that referred to in the Notice of the meeting.

7.3 Notice and Agenda

Notice for any meeting of members shall be given to each member at least twenty-one days before the date fixed for the annual general meeting, and at least ten days before a special general meeting. All notices shall contain the date, time, place, agenda and proposed business of the meeting, including the text of any special resolution or bylaw to be considered.

Notices delivered by mail, electronic mail or personal delivery shall be deemed to satisfy the requirement for member notification.

No error or omission in giving notice of an Annual General, Special General, Directors, or any other meeting will invalidate the meeting or make void its proceedings.

7.4 Decisions in Lieu of Meetings

If all voting members agree to and sign a resolution or special resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

7.5 Quorum

A quorum for the transaction of business at any Annual General or Special General Meeting shall be the lesser of 20% of members in good standing or 15 members.

If the number of members in good standing at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

7.6 Voting Procedures

Resolutions at an Annual General or Special General Meeting may be passed by simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution or extraordinary resolution. Generally, the President does not have a vote, but, in the event of a tie, the President casts the deciding vote. At member meetings, questions will be decided by a show of hands unless a poll is demanded.

Provided the Corporation has implemented a process by which votes may be verified as having been made by members entitled to vote and the Corporation is not able to identify how each voting member voted, voting members may vote by mail or by telephonic or electronic means.

7.7 Proxy

At the Annual General Meeting and Special General Meetings, a member, in good standing, is entitled to a vote by proxy on any matter.

7.8 Procedure

The procedures at all meetings shall be governed by a set of rules as determined by the Board. Notwithstanding, all officers and members shall endeavor to understand, practice, promote and facilitate an anti-oppression framework within the context of meetings of the Corporation.

7.9 Minutes

The Secretary or a delegate shall take and keep a written record of the business conducted at each meeting of members and meeting of the Board of Directors. A copy of this record shall be maintained in such format and at such location as is permitted by the Act.

7.10 Virtual Meetings

Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

The directors may determine that any meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

Article VIII Board Committees

8.1 Executive Committee

The Board may establish an Executive Committee, consisting of the President, Vice-President, Secretary, and Treasurer. The Executive Director may be invited to attend and participate in meetings of the Executive Committee, but shall not have a vote.

Subject to any limitations imposed by the Board and by the Act, between Board meetings the Executive Committee may exercise all the powers of the Board in the management and direction of the affairs of the Society. The Executive Committee may operate in any manner that it deems best for the interests of the organization when the Board has not given specific directions.

Meetings of the Executive Committee may be called by the President or the Executive Director and be held at any place and in any manner that suits the agenda. The Executive Committee shall keep minutes of its meetings, including all actions taken by it, which minutes shall be presented to the Board at its next meeting for ratification. Subject to any regulations imposed by the Board, the Executive Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

8.2 Standing Committees

(a) Nominating Committee.

The Nominating Committee is established and has a mandate as described in Section 4.3. Meetings of the Nominating Committee may be called by the Chair of the Committee and be held at any place and in any manner that suits the agenda. Subject to any regulations imposed by the Board, the Nominating Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

(b) The Board shall constitute as standing committees of the Board a Financial Management Committee, Fundraising and Development Committee, Human Resources Committee and triennially a Strategic Planning Committee, the terms of reference of which shall be as prescribed by the Board, from time to time. The Committees shall meet at the call of the Chair of the Committees.

8.3 Other Committees

The Board may establish such other committees, standing or ad hoc, as the Board of Directors shall from time to time deem necessary to carry on the work of the Society, the terms of reference of which shall be as determined from time to time by the Board. Such other Committees shall meet at the call of the Chair of the Committees.

8.4 Provisions relating to all Committees

- (a) A chair for each committee shall be appointed by the Board of Directors.
- (b) A committee may admit as a member any individual, including individuals who are not members of the Corporation, at the discretion of the Committee chair.
- (c) No less than 48 hours notice of Committee Meetings shall be given, in the same manner as notice of Directors' Meetings,
- (d) The Secretary or such other person designated by the Board shall keep an up-to-date list of committees and their members, including complete contact information for each member.
- (e) No member may serve as the chair of a committee for more than three consecutive years except if the position is granted by virtue of an office.
- (f) Subject to any regulations imposed by the Board, committees have the power to fix their quorum at not less than a majority of their members.
- (g) The chair of each committee shall report or assign a delegate to report to the Board of Directors on the activities of the committee at each Board Meeting.
- (h) Committees shall keep a written record of their meetings, a copy of which shall be maintained in such format and at such location as is permitted by the Act, and which shall be made available to the Directors.

Article IX Indemnification

9.1 Limitation of Liability

No Director or Officer or Past Director or Past Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by, for or on behalf of, the Society, or for the insufficiency or deficiency of any security in, or upon which, any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his own neglect or default provided nothing herein shall relieve any Director or Officer, or past Director or Officer for any breach of duty to act in accordance with the Corporations Act.

9.2 Indemnity of Directors and Officers

Every Director, Officer, Past Director, Past Officer of the Society and his personal representatives, heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses that are occasioned by his own wilful neglect or default.

9.3 Liability Insurance

The Society shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

Article X Amendment of Bylaws

- 10.1 The bylaws of the organization may be repealed or amended in accordance with the Act.

Article XI Books and Records

- 11.1 The Board shall ensure that all books and records of the organization required by the Act or bylaws are regularly and properly maintained. The following records shall be open to inspection at the head office of the Corporation within fourteen days of a request by any member who has given such a request in writing: Objects, Bylaws, Minutes of Member Meetings, Register of Members, Register of Officers, Policies adopted by the organization, and Financial Statements.

Article XII Privacy and Confidentiality

- 12.1 The Secretary shall ensure that all records which contain any personal information of volunteers or individuals who access the services of the Society are maintained securely and appropriately given the nature of the personal information.

The Secretary shall ensure that all records which contain any personal information of volunteers or individuals who access the services of the Society are destroyed when the records are no longer required for the purpose for which they were created or for legal reasons.

- 12.2 The Board shall from time to time prescribe Non-Disclosure Agreements and other instruments for the protection of sensitive information collected and used in the regular operation of the Corporation, and shall have the power to require that officers, employees and volunteers be subject to such instruments.

No officer shall divulge to any individual information that was presented during an in camera session of the Board.

Any discussion by the Board of matters relating to personnel shall be discussed in an in camera session.

Article XIII Financial Procedures

- 13.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safe keeping.

- 13.2 Fiscal Year

The fiscal year of the Corporation is August 1 to July 31.

- 13.3 Audit

At each Annual General Meeting the membership shall appoint an auditor if required under the Act to audit the accounts of the Corporation, or if the appointment of an auditor is waived by extraordinary resolution in accordance with the Act two persons to review the accounts of the Corporation, to hold office until the following Annual General Meeting. The report of the auditor or reviewers on the accounts of the Corporation shall be presented to the membership at the Annual General Meeting at the conclusion of their term.

The Board may fill any vacancy in the office of auditor or reviewer if such a vacancy exists between Annual General Meetings.

- 13.4 Remuneration

Directors and volunteers shall not receive remuneration for acting in those capacities on behalf of the Corporation. Directors, Officers and volunteers may be reimbursed for out of pocket expenses incurred in the discharge of their duties as determined by the Board.

Directors are not prevented from serving the Corporation in other capacities and receiving compensation, subject to any established conflict of interest policies.

13.5 Other Procedures

The Board of Directors shall from time to time establish financial policies and procedures to govern the affairs of the Corporation in a way that promotes transparency, accountability and generally accepted accounting practices.

Article XIV Dissolution of the Corporation

- 14.1 Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.

Passed by the Board of Directors on the 19th day of March, 2023.

President

Secretary