

BY-LAW NO. 2

A by-law replacing by-law number 1 and relating generally to the conduct
of the affairs of

Cameronhelps

Contents

1. Definition	4
2. Interpretation	5
3. Corporate Seal	5
4. Execution of Documents	5
5. Financial Year	5
6. Banking Arrangements	5
7. Borrowing Powers	5
8. Annual Financial Statements	6
9. Membership Conditions	6
10. Membership Dues	6
11. Membership Transferability	7
12. Notice of Members Meeting	7
13. Members Calling a Members' Meeting	7
14. Absentee Voting at Members' Meetings	7
15. Termination of Membership	9

16. Effect of Termination of Membership	9
17. Proposals Nominating Directors at Annual Members' Meetings	9
18. Cost of Publishing Proposals for Annual Members' Meetings	9
19. Place of Members' Meeting	9
20. Persons Entitled to be Present at Members' Meetings	10
21. Chair of Members' Meetings	10
22. Quorum at Members' Meetings	10
23. Votes to Govern at Members' Meetings	10
24. Number of Directors	10
25. Qualifications of Directors	10
26. Term of Office of Directors	11
27. Removal of Directors	11
28. Vacation of Office by a Director	11
29. Board may fill a Vacancy	11
30. Calling of Meetings of Board of Directors	11
31. Notice of Meeting of Board of Directors	12
32. Regular Meetings of the Board of Directors	12
33. Quorum	12
34. Votes to Govern at Meetings of the Board of Directors	12
35. Remuneration and Expenses	12
36. Committees of the Board of Directors	13
37. Appointment of Officers	13
38. Description of Offices	13

39. Vacancy in Office	14
40. Agents and Attorneys	14
41. Limitation of Liability	14
42. Indemnity	15
43. Method of Giving Any Notice	15
44. Invalidity of any Provisions of this By-law	16
45. Omissions and Errors	16
46. By-laws and Effective Date	16

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

1. Definition

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation including the letters patent incorporation the Corporation;

"**board**" means the board of directors of the Corporation and "**director**" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Corporation**" means Cameronhelps 2006 Inc continued under the Act by Articles of Continuance dated September 15th, 2015;

"**member**" means any person admitted to membership in the Corporation in accordance with Section 9 of this by-law;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

"**recorded address**" means the person's latest address as recorded in the records of the Corporation;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

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

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

3. Corporate Seal

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

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

Until changed by the board, the financial year end of the Corporation shall be April 30th in each year.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

Without limiting the borrowing powers of the Corporation as set forth in the Act the board may from time to time on behalf of the Corporation, without authorization from the members:

- a. borrow money on the credit of the Corporation;

- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

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

The board may delegate to a committee of the board, a director or officer of the Corporation, all or any of the powers conferred on the board by this section or by the Act.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. For greater clarity, the board has the sole power to grant or deny membership in the Corporation to any applicant for membership. All directors shall be members of the Corporation during the term of their respective service as directors. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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

10. Membership Dues

Unless changed by the board, no membership fees are payable by members. In the event that membership fees become payable, a notice of the fees payable shall be sent to each member by the secretary at least 21 days prior to the due date.

11. Membership Transferability

Membership in the Corporation is not transferable or assignable.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Notice of Members Meeting

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

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- c. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

Pursuant to subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

- ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - I. the meeting at which it is to be used,
 - II. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - III. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

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

15. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member fails to attend in person two (2) consecutive annual general meetings of members, which shall be deemed to sufficient evidence that such member is no longer interested in furthering the Corporation's purposes and accordingly has failed to maintain the qualifications for membership as described in these by-laws;
- d. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- e. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- f. the member's term of membership expires; or
- g. the Corporation is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

17. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented. The board may also propose nominations for the board even if the members of board represent less than 5% of the members.

18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Place of Members' Meeting

Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the board.

20. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

21. Chair of Members' Meetings

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

22. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. The minimum number of directors may not be fewer than 3, at least 2 of whom are not officers or employees of the Corporation or its affiliates.

25. Qualifications of Directors

In addition to the requirements of section 126 of the Act, a director shall be a member of the Corporation.

26. Term of Office of Directors

At the first election of directors by the members following the approval of this by-law:

1/3 of the directors shall be elected for a 1-year term.

1/3 of the directors shall be elected for a 2-year term.

1/3 of the directors shall be elected for a 3-year term.

Thereafter, newly elected directors shall be elected to replace those directors whose terms have expired for 3-year term by the members at each annual meeting of members. A director may be elected to serve 3 consecutive terms of office provided however that no director shall serve as a director for longer than 9 consecutive years.

27. Removal of Directors

The members may by resolution passed at a meeting of members specially called for such purpose remove any director from office. The board may remove a director from office if such director is absent from 3 consecutive board meetings or from 4 board meetings in any 12 month period. The vacancy created by a removal of a director from office may either be filled at the same meeting or later filled by a majority vote of the board.

28. Vacation of Office by a Director

A director cease to hold office when the director, dies, resigns, is removed or ceases to qualify as a director in accordance with these by-laws.

29. Board may fill a Vacancy

A quorum of the board may, by majority vote, appoint a qualified individual to fill a vacancy on the board arising for any reason other than the expiry of a director's term of office. In the absence of a quorum of directors remaining on the board or if the vacancy has arisen from a failure by the members to elect the minimum number of directors, the board shall immediately call a special meeting of members to fill the vacancy. A director so appointed or elected shall serve the unexpired term of office of the director being so replaced.

30. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

31. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

32. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named provided that the board shall meet no less frequently than once every 3 months. A copy of any resolution of the board fixing the place and time of such 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 except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

33. Quorum

A quorum for the transaction of business at any meeting of the board shall consist of a majority of the directors based on 50% plus 1 of the total number of directors included in the board at that time.

34. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

35. Remuneration and Expenses

The directors shall serve without remuneration for their services as directors. No director shall directly or indirectly receive any profit from his or her position. The directors shall only be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties as directors. Nothing in these by-laws shall preclude any director from serving the Corporation in any other capacity.

36. Committees of the Board of Directors

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

37. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

38. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** – The chair of the board shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** – The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **President** – The president may or may not be a director of the Corporation. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – The secretary shall may be or may be not a director. The secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- e. **Treasurer** – The treasurer shall be a director. The treasurer shall have be responsible for maintaining proper accounting records of the financial activities of the Corporation and shall give the board an account of all financial transactions and a statement of the financial position of the Corporation when so requested by the board. The treasurer shall have such further powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

39. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment);
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

40. Agents and Attorneys

The board may appoint agents or attorneys for the Corporation. Subject to the Act, the board may give to such agents and attorneys whatever powers it determines are necessary.

41. Limitation of Liability

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted or performed by the director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations, or from any liability arising from a breach of such duty.

42. Indemnity

Subject to the Act, the Corporation shall indemnify a director or officer; a former director, or officer; and the person's heirs and legal representatives, against all expenses reasonably incurred by the director or officer in respect of any action or proceeding to which they are made by a party by reason of being or having been a director or officer of the Corporation if:

- a. The director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in these by-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

The Corporation shall carry and maintain insurance to cover any such claim.

43. Method of Giving Any Notice

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

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to

be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

44. Invalidity of any Provisions of this By-law

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

45. Omissions and Errors

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

46. By-laws and Effective Date

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

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

First Effective Date

This by-law shall come into force effective the 10th day of April 2017.

As approved by the members the 9th day of April 2017.

Chair of the Board

Secretary

First Effective Date

This by-law shall come into force effective the 10th day of April 2017.

As approved by the members the 9th day of April 2017.

A handwritten signature in black ink, appearing to be 'AUM', with a long horizontal stroke extending to the right.

Chair of the Board

A handwritten signature in black ink, appearing to be 'G', with a long horizontal stroke extending to the right.

Secretary