

A GENERAL BY-LAW relating to the conduct of the affairs of

Soroptimist Foundation of Canada (the "Corporation")

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GENERAL BY-LAW relating to the conduct of the affairs of

Soroptimist Foundation of Canada (the "Corporation")

Section 1 - General

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

1. Definitions

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;

"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;

"disbursement quota" means the minimum amount the Corporation is required to spend each year for charitable activities under section 149.1 of the Income Tax Act, Canada;

"Club" means a Soroptimist Club in Canada that is recognised by Soroptimist International of the Americas Inc.;

"Club member" means an individual member of a Club;

"Eastern Canada Region" means the region recognised by Soroptimist International of the Americas Inc. that governs all Clubs east of Manitoba;

"Endowment Fund" means the funds held to:

- a. be a source of long-term funding for the charitable activities and operations of the Corporation in future years
- b. generate growth and income for the long-term support of the Corporation
- c. optimize the rate of return from growth and income over the long-term within acceptable risk level established by the board;

"member" means a member of the Corporation, except where the context otherwise requires;

"General Fund" means the funds held to:

- a. maintain liquidity to provide the funds required for charitable activities and operations in the short term and where appropriate, over the next two years,
- b. generate growth and income for the short term within acceptable risk level established by the board

- c. optimize rate of return within the constraints of a) and b) above;

"**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 (member proposals) of the Act;

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

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

"**Soroptimist**" means an individual member of a Soroptimist Club in Canada recognized by Soroptimist International of the Americas Inc.;

"**Western Canada Region**" means the region recognised by Soroptimist International of the Americas Inc. that governs all Members west of Ontario.

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. 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.

4. Financial Year End

The financial year end of the Corporation shall be June 30 in each year.

5. 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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by special resolution of the members, the directors of the Corporation may from time to time:

- 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.

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 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.

7. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 2 - Membership

8. Membership

Each Club is a member of the Corporation. Unless otherwise provided, each Club is entitled to one vote on every question arising at all Special Meetings, General Meetings, Annual Meetings, and on mail ballots.

A Club shall not be entitled to vote during any period it is not in good standing with either Soroptimist International of the Americas, Inc., or the applicable governing region in Canada, i.e., the Eastern Canada Region or the Western Canada Region, depending on the location of the Club,

Each Club shall designate a Soroptimist from that Club to exercise the vote for the Club at any particular meeting. If no delegate from the Club is available, a Soroptimist from another Club may be appointed as a proxy for that particular meeting.

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).

9. Membership Dues

There shall be no dues payable by members for membership in the Corporation.

10. Termination of Membership

Membership in the Corporation ends when the Club is no longer recognised by Soroptimist International of the Americas Inc., or the Corporation is liquidated and dissolved under the Act.

11. Effect of Termination of Membership

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

Section 3 – Meetings of Members

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.

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 Special 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 20% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

Where any Club is voting by proxy, the individual proxyholder and the number of votes carried by that proxy holder will be recorded by the Secretary at the beginning of the meeting. When voting is by show of hands, if any voting attendee has more than one vote, it shall be noted by the Secretary. If voting by a proxy is by electronic means, only electronic facilities that can record multiple votes for one voting delegate or one proxy shall used.

A proxyholder has the same rights as any voting delegate for a Club by whom they were appointed, except where the proxyholder has more than one vote and has to vote conflicting instructions from more than one Club, in which case the proxyholder must inform the Secretary and must vote for each Club separately;

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

15. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

16. Persons Entitled to be Present at Members' Meetings

The following persons are entitled to be present at a meeting of members: those entitled to vote as delegates or proxy's at the meeting; the directors; the auditor or public accountant of the Corporation; the investment counsel of the Corporation; any Soroptimist; and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

17. Chair of Members' Meetings

In the event that the Chair of the board and the Vice-Chair of the board are absent, the board may appoint one of the other directors as chair or failing such appointment the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

18. 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 no less than one-third of the Clubs entitled to vote at the meeting. Proxy votes shall be included for the purpose of determining if there is a quorum. 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.

19. Voting 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.

20. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means, including a proxy, is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

21. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

22. Annual Meeting of Members

An Annual Meeting of the members shall be held once in every calendar year, and there shall be no more than fifteen months between any two consecutive meetings.

The Annual Meeting may be held in conjunction with the region fall meeting, alternating between East and West each year within six (6) months of the fiscal year end in compliance with the Canada Not-for-profit Corporations Act.

The Notice of the Annual Meeting shall specify the general nature of the business to be transacted, the location of the meeting, provide information on registration procedures, if any, and any other information deemed necessary by the board.

The business of the Annual Meeting shall be to

- c. receive the financial statements of the Corporation,
- d. receive the budget projection for the current year and the next five years,
- e. approve the budget for the current year for operations and charitable spending,
- f. receive the report of the auditor or public accountant,
- g. appoint the auditors or public accountant of the Corporation,
- h. receive the report of the investment counsel of the Corporation,
- i. receive the report of the board,
- j. conduct elections as may be required, including election of directors, and a member at large of the nominating committee, and
- k. conduct any other business which may be properly transacted at an Annual Meeting, or as required by law.

The Annual Meeting may be adjourned, from time to time and from place to place.

23. General Meetings of Members

A General Meeting of members may be convened by the board whenever the need arises.

Section 4 - Directors

24. Election of Directors

Directors shall be elected at the Annual Meeting of members, except as provided herein to fill vacancies. Any election of directors at a meeting of members shall be by secret ballot.

25. Qualifications of directors

A director must be a Soroptimist who is at least 18 years of age, who is competent and not a bankrupt. A director may hold an office or position of leadership or be on a committee with a Club, Eastern Canada Region, Western Canada Region, Soroptimist International of the Americas Inc., or any other level of the Soroptimist organisation.

26. Nominating Committee for members of the Board

There shall be a nominating committee to nominate candidates for election as director of the Corporation. The members of the nominating committee shall consist of the immediate past Chair of the Corporation, one Soroptimist from a Club from each of the Eastern Canada Region and the Western Canada Region as appointed by the respective region, and a member of the committee at large to be elected at the Annual Meeting of the members. Any vacancy on the nominating committee can be filled by the board.

The nominating committee shall seek out suitable candidates who shall be Soroptimists in good standing for nomination to be directors of the Corporation and shall select a slate of candidates to fill any vacancy on the board, including a vacancy created during the term of a director or upon the expiration of the term of a director, in accordance with the by-laws.

In addition, 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.

27. Number of Directors

The board shall be authorized to fix the number of directors comprising the board, from time to time, as may be appropriate.

28. Term of Office of Directors

The directors shall be elected to hold office for a regular term of three years, expiring not later than the close of the third Annual Meeting of members following the election.

No director shall serve for more than two consecutive terms, but after a period of two years has elapsed after the end of a consecutive term, may be eligible for a further term or terms. A director appointed by the board to fill any vacancy on the board during the year is eligible to serve a consecutive term.

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

29. Vacancy in Board of Directors

If a vacancy on the board occurs for any reason during the year, the board may appoint a director to fill such vacancy, who shall hold office until the next Annual Meeting of the members. At the next Annual Meeting of members, if the appointment is approved by the members, the director appointed by the board, or another person so elected to fill the vacancy, shall hold office for the remaining unexpired term of their predecessor, other than the appointed director.

30. Termination of Office of Director

The office of a director shall be vacated forthwith:

- a. if she resigns her office by delivering a written resignation to the Chair of the board or, if the resigning director is the Chair, by delivering the written resignation to the Secretary,
- b. if she is no longer a member of a Club,
- c. if she is incapable,
- d. if she becomes bankrupt,
- e. if she is convicted of a criminal offence,
- f. if, at a meeting of the Corporation, a resolution that she be removed is passed by a special resolution of the members, or
- g. upon her death.

Section 5 – Meetings of Board

31. 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.

32. Notice of Meeting of Board of Directors

Notice of the time and place or manner for the holding of a meeting of the board shall be given to every director of the Corporation

- a. not less than fifteen (15) days before the time when the meeting is to be held by telephonic or electronic or other communication facility at the director's recorded address for that purpose,
- b. Within the same period required for notice of meetings of members if to be held in person.

33. 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. 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) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

34. Quorum and Voting at Meetings of the Board of Directors

A majority of directors shall constitute a quorum. 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. Expenses of Board Members and Officers

Directors and officers shall not receive any remuneration for their services to the Corporation. Reasonable expenses for travel, food, and lodging, in association with attendance at meetings of the board, and meetings of members, and other out-of-pocket expenses which have been approved by the Chair and the Treasurer shall be paid or reimbursed.

36. Indemnification of Directors, Officers and Others

Every director, former director, officer of the Corporation or any other person or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

providing such person acted honestly and in good faith with a view to the best interests of the Corporation.

37. Validity of Acts of Director or Officer

An act of a director or an officer is valid despite an irregularity in their election or appointment or a defect in their qualification.

Section 6 – Officers and Committees of the Board

38. 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.

39. 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 must be a director unless these by-laws otherwise provide.

40. Officers of the Corporation

The board shall appoint the following officers of the Corporation: the Chair of the board, the Secretary, and the Treasurer. The board may appoint a Vice-Chair of the board, and such other officers as it designates. The term for appointment of officers shall be determined by the board from time to time. All officers of the Corporation must be directors.

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, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** –The Chair of the board, shall, when present, preside at all meetings of the board and of the members. The Chair shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. Subject to b. if there is a Vice-Chair, in the absence or disability of the Chair, one of the directors, or another officer of the Corporation, by decision of the board, shall perform the duties and exercise the powers of the Chair. The Chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** – 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 and of the members. The Vice-Chair shall have such other duties and powers as are assigned by the Chair, or the board may specify.
- c. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the board, and meetings of 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, and such other duties as are assigned by the Chair and outlined in the policies and procedures.
- d. **Treasurer** – The treasurer shall be responsible for the fiscal affairs of the Corporation, shall ensure that all appropriate regulations are followed, appropriate records are maintained, that the board and the Clubs are kept apprised regularly of the fiscal affairs of the Corporation, and perform such other duties as are assigned by the Chair and outlined in the policies and procedures.

41. Officer Vacancies

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

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

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

Section 7 – Endowment and General Funds

42. Endowment Fund and General Fund

The funds of the Corporation shall be held either in the Endowment Fund or the General Fund. Both the Endowment Fund and the General Fund Funds may have investment accounts and bank accounts.

43. Amount to be Spent on Charitable Activities or for Charitable Purposes

The funds of the Corporation are to be used to support charitable activities or purposes, and the operations of the Corporation, both in the present and in future years. The amount spent on charitable activities or for charitable purposes in any particular year shall be restricted for this purpose but shall be no less than the amount set out in a. below. In determining the amount to be spent on charitable activities or for charitable purposes in any particular year the following factors will be taken into account:

- a. the disbursement quota for the year,
- b. the current and new charitable programs of the Corporation,
- c. any charitable commitments of the Corporation,
- d. the value of the funds and other assets of the Corporation,
- e. any change in the value of the assets of the Corporation over prior years,
- f. donations received and reasonably expected to be received,
- g. the amount of capital that will be available to support future charitable activities and operations, and
- h. any other factor reasonably relevant in the opinion of the board or the members.

Section 8 – By-laws

44. Policy and Procedures Manual

The board shall maintain a Policy & Procedures Manual which is consistent with these by-laws.

45. Invalidity of Provisions of this By-law

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

46. 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.

47. 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 directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Approved at Special Members Meeting June 15, 2022

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

Dated this 27 day of June

Approved by Members June 15, 2022

Filed with Corporations Canada
July 2022

Chair

Secretary