

GENERAL BY-LAWS OF KARMA CO-OPERATIVE, INC.

ARTICLE I – GENERAL

Head Office

1. The head office of the co-operative shall be located at the City of Toronto at such place therein as the directors may from time to time determine.

ARTICLE II – MEMBERSHIP

1. Membership in the co-operative shall consist of those individuals, 16 years of age or over, and of those corporations who are from time to time accepted as members in the manner specified by the board of directors and whose membership has not been terminated by expulsion or withdrawal. Membership shall be open to all who agree to accept the obligations of membership as specified in the membership application and such applications to continue membership as the board may from time to time require.

Administration of Membership

2. The board of directors shall set, or shall delegate the authority to set, the forms of applications to commence, continue, and terminate membership, the initial and subsequent fees to be paid by members, and the procedures to accept memberships and resignations.

Administration by Households

3. The board of directors may authorize the administration of memberships of individuals residing at a common address as a household membership, in which the voting and other democratic rights are retained by individuals but the economic rights to make use of the services of the co-operative and the concomitant obligations are shared jointly and severally by the members of the household, and in which notices of meetings and other official documents are addressed in common to the members of the co-operative residing in the household.

Member Loans

4. The members of the co-operative shall from time to time, by resolution adopted at a general meeting, set the conditions for any loans from members which provide the owners' capital investment in the co-operative, the repayment of such loans ranking behind all other obligations of the co-operative. These conditions shall include whether the loans are mandatory or voluntary, the value of the loans, the time limit for payment of the loans if mandatory, and any interest or other compensation to be paid to the lenders. The members may also delegate to the board of directors the setting of any or all of these conditions. Upon termination of membership, any such loan is returnable in accordance with the provisions of the Co-operative Corporations Act, and shall not be abrogated except to satisfy indebtedness to the co-operative, or to satisfy the provisions of the Co-operative Corporations Act of Ontario that member loans may not be returned in these two cases;

- a) if the co-operative is insolvent or if the return of member loans would render the co-operative insolvent, or
- b) if return of member loans would in the opinion of the board of directors be detrimental to the financial stability of the co-operative.

Nothing in this section shall be construed as preventing the board of directors from borrowing other money from members, not as a mandatory condition of membership, under such other terms and conditions as are acceptable to the lenders.

Membership not Transferable

5. Neither membership in the co-operative nor the fees paid for membership shall be transferable to another member; however, loans due to be returned to or on behalf of a resigning member may, upon that member's request, be transferred to the credit of another member.

Determination of Rights of Members

6. The rights of members are of two kinds, the democratic right to vote at general meetings of the co-operative and serve on its board of directors or its committees, and the economic right to purchase its goods and services by paying money or performing work. Only those members who are not delinquent in meeting their financial and other obligations to the co-operative have these rights. These obligations include, but are not limited to, the payment of any membership fee, the payment of any mandatory member loan, the payment of any other monetary debts to the co-operative, and the performance of any work required of the member. The board of directors shall establish regulations for determining when a member has met these obligations; however, no member shall lose democratic rights unless their current membership fee has not been paid or any other obligation is overdue by one or more months. Only those members who are eligible to exercise democratic rights or whose eligibility expires four weeks or less before the date of a general meeting have the right to be notified of that meeting of the co-operative.

Membership Withdrawal

7. Upon written notice, a member may withdraw from membership. A member who, without giving notice of an intention to return to active membership, is more than six months delinquent in paying the current membership fee shall be deemed to have withdrawn from membership. Upon receipt of notice that a member has died, the member will be deemed to have resigned, and any monies ordinarily due to be repaid to a resigning member shall be paid instead to the estate of the deceased member.

Membership Expulsion

8. The co-operative may upon resolution of the board of directors expel any member pursuant to the procedures outlined in the Co-operative Corporations Act of Ontario.

ARTICLE III - MEETING OF MEMBERS

1. The annual general meeting of the members for the election of directors and the transaction of such other business as may properly be brought before an annual general meeting of members shall be held in the month of October in each year at such place and time as the directors may determine, but not later than five months after the end of each fiscal year. The time period between consecutive annual general meetings may not exceed 15 months.
2. Other meetings of the members may be convened by order of the president, vice-president, or the board at any time and at any place within the City of Toronto, and the secretary shall send the requisite notice of such meeting to the members of the co-operative. Any meeting of members other than the annual general meeting is a special general meeting.

Requisition for Meeting

3. (a) Not less than one-twentieth of the members of the co-operative, entitled to vote at the meeting proposed to be held, may request the directors to call a special general meeting of the members for any purpose connected with the affairs of the co-operative that is not inconsistent with the Co-operative Corporations Act.

Requisition

- (b) The requisition shall state the general nature of the business to be presented at the special general meeting and shall be signed by the requisitionists and deposited at the head office of the co-operative and may consist of several documents in like form signed by one or more requisitionists.

Directors To Call Meeting

- (c) Upon deposit of the requisition, the directors shall call forthwith a special general meeting of the members for the transaction of the business stated in the requisition.

Requisitionists May Call Meeting

- (d) If the directors do not within 21 days from the date of the requisition call and hold such special general meeting, any of the requisitionists may call such meeting which shall be held within 60 days from the date of the deposit of the requisition.

Calling of Meeting

- (e) A special general meeting called under this section shall be called as nearly as possible in the same manner as other special general meetings of members are called under the co-operative by-laws.

Repayment of Expenses

- (f) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to call such special general meeting shall be repaid to the requisitionists by the co-operative, unless at such meeting the members by a majority of the votes cast reject the repayment to the requisitionists.

Business of Any Special General Meeting

4. At a special general meeting of the co-operative only the business stated in the notice calling such meeting may be transacted.

Notice of Annual and General Meeting

5. (a) Notice of any annual general meeting or other general meeting of the members of the co-operative shall be given to each member of the co-operative entitled to receive such notice under Article II 6 ["Determination of Rights of Members"].
- (b) The notice of any meeting of members shall state the proposed business to be transacted at the meeting and the availability of any further information about such business; copies of any such further information must always be made available for distribution at the co-operative's head office, in addition to any other methods by which it is made available.
- (c) Such notice shall be sent to each member electronically to the member's last known e-mail address at least 10 days prior to the date fixed for such a meeting.
- (d) Such notice shall also be posted in plain view at the co-operative's head office at least 10 days prior to the date fixed for such a meeting.

Accidental Omission of Notice

6. When notice is received generally by the members of the co-operative, the accidental omission to give notice to any member thereof or the non-receipt of any notice by any member thereof shall not invalidate any resolution passed or any proceedings taken at such meeting.

Voting Rights

7. No member shall have more than one vote at any meeting of the co-operative, and voting by proxy shall not be permitted, except that a corporate member may appoint in writing one of its officers or directors to attend and vote on its behalf at meetings of members.

Voting

8. Unless otherwise provided, all questions arising at any meeting shall be decided by a majority of votes. The chair of the meeting does not have a second or casting vote in the case of a tied vote.

Waiving Notice

9. Notwithstanding anything in these by-laws contained, no notice of any annual general meeting of members or other general meeting of members shall be necessary:
- (a) where all the members entitled to vote at such meetings are present in person, and, in the case of an annual general meeting, consent to the transaction of business, or in the case of any other general meeting, consent to the transaction of business for which such meeting is being held; or

- (b) where all members entitled to vote at such meeting who are not present either before or after the meeting waive in writing notice of the meeting, or in the case of a general meeting other than the annual general meeting, notice of the meeting and of the purpose for which it is being held.

Quorum

10. At every Annual and other General Meeting of the co-operative, 10% of the members or 30 members, whichever is the lesser, present in person, shall be necessary to constitute a quorum for the transaction of business.

Absence of Quorum

11. If at any annual or other general meeting of the co-operative a quorum is not present within 60 minutes of the time for which the meeting is called, the meeting, if convened upon requisition of the members, shall be dissolved. In any other case the presiding officer shall adjourn the meeting to a date not less than 7, and not more than 15 days thereafter, and the decision of the adjourned meeting shall be binding upon the co-operative provided that at least two members are present. Notice of the adjourned meeting shall be given by the secretary in the manner herein provided 5 days previous to the date of the adjourned meeting.

ARTICLE IV - DIRECTORS

1. The business of the co-operative shall be under direction and control of a board of ten directors who may exercise all such powers and do all such acts and things as may be exercised or done by the co-operative and are not by the by-laws of the co-operative or by statute expressly directed to be done by the co-operative at a general meeting of the members.

Qualifications of Directors

2. The qualifications of each director shall be:
- (a) that they are a member who is entitled to vote at general meetings of the co-operative and at least 18 years of age
 - (b) that they are not more than one month in arrears in payment of their loan
 - (c) that they are not an employee of the co-operative other than an officer mentioned in Article V Section (1)
 - (d) that they are not engaged in any business which, in the opinion of the directors, is in direct conflict with that of the co-operative.

Election and Term of Office of Directors

3. (a) At each annual general meeting, a number of directors equal to half the size of the board shall be elected to hold office for a term of two years, and immediately following this election additional directors shall be elected for a term of one year if required to fill any vacancies remaining on the board, unsuccessful candidates in the first election being eligible in the second.

Limitations on Duration of Service as Director

- (b) Any person who has served as a director for any part of each of six consecutive board service years shall not be eligible to serve as a director during any part of the seventh consecutive year. A "board service year" is the time between successive annual general meetings. No member may be elected to serve as a director unless they are eligible to complete the term for which they are elected.

Nominations, and Chairperson for Elections

4. (a) At least two months prior to each annual general meeting, the board shall appoint a member of the co-operative as chairperson of the nominating committee with authority to choose additional committee members.
- (b) The nominating committee shall recommend to the annual general meeting the name of at least one candidate for each vacancy on the board to be filled at the meeting.
- (c) All nominations made in advance of the meeting are to be made to the nominating committee in writing supported by a letter from the nominee by which they consent to stand for office and specifies the term of office (two years, one year, or both) covered by that consent.
- (d) Prior to the meeting, the nominating chairperson shall prepare official ballots for the election of directors that can be distributed to each member eligible to vote at the time of meeting registration, on which votes can be clearly indicated, and from which votes can be counted efficiently.
- (e) The nominating chairperson shall ordinarily be chairperson for the purpose of the election at the annual general meeting. In the event that the nominating chairperson is nominated and is agreeable to stand for election to the board of directors or the nominating chairperson for any reason declines to conduct the election, then the nominating chairperson shall stand down, and the meeting shall choose a new chairperson for the purpose of conducting the elections from among voting members who are not on the board of directors or candidates for election to the board.
- (f) The nominating chairperson shall present the nominations received by them in advance of the meeting, and in addition the chairperson of elections shall call for nominations from the floor. Only those nominations from the floor which are accepted in person or for which written acceptance is submitted shall be accepted.
- (g) The chairperson for elections shall, when all nominations have been completed, declare nominations to be closed. Whenever, after the close of nominations, the number of candidates nominated is not larger than the number of directors to be elected by that ballot, the chairperson shall declare those candidates to be elected by acclamation.
- (h) At any annual general meeting at which a by-election for one-year terms is to be held, the by-election shall follow the election of directors to full two-year terms. Nominations for the by-election shall not be closed until after the election of directors to full terms has been completed, and any unsuccessful candidate in the said election may be nominated for the by-election.

Ballot

5. Elections shall be by secret ballot. Any ballot which contains votes for more or fewer duly nominated candidates than the number required to be elected shall be void.

Vacation of Office

6. The office of a director shall be vacated:
 - (a) if they become bankrupt or suspends payments or compounds with their creditors or makes an authorized assignment or is declared insolvent;
 - (b) if they cease to have the necessary qualifications for office;
 - (c) if they are absent without leave of the directors from three consecutive regular meetings of the board;
 - (d) if by notice in writing to the co-operative they resign their office; or
 - (e) if by resolution passed by at least a majority of the votes cast at a general meeting called for that purpose, they are removed from office.

Filling Vacancies

7. Whenever any vacancy occurs on the board of directors, the remaining members thereof, so long as there is a quorum in office, may appoint a member to the said board to serve until the next commencement of term. At the annual general meeting of members following the occurrence of a vacancy, if there remains a year on the term of office of the director causing the vacancy, the members shall elect a candidate to fill the remainder of the term in a by-election following the election of directors to full two-year terms.

Regular Meetings

8. Regular meetings of the board of directors shall be held at least monthly on such days as the directors determine.

Place of Meeting and Notice Thereof

9. Meetings of directors may be held at such place within the City of Toronto as the directors may from time to time determine. A meeting of directors may be convened by the president or vice-president or any three directors at any time, and the secretary by direction of the president or vice-president or any three directors shall convene a meeting of directors. Notice of such meeting shall be delivered personally, by telephone, by mail, or by electronic mail to each director not less than two days prior to the day for which the meeting is scheduled. Separate notice need not be provided for each individual meeting when a schedule of meetings has been provided to each director. Meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director.
 In the case of the first meeting of the board of directors to be held immediately following an annual general meeting, or in the case of a director elected to fill a vacancy on the board, it shall not be necessary to give notice of such meeting to the newly elected director or directors in order to legally constitute the meeting, provided that a quorum of directors is present.

Leave to be Absent from Directors' Meetings

10. The board of directors may, by formal resolution, grant leave to any director to be or to have been absent from a regularly scheduled meeting of the board. Such leave may be granted only for the purpose of conducting other business on behalf of the co-operative or as compensation for the time spent conducting such other business. The director whose absence is the subject of the resolution may participate in the discussion and vote on the resolution.

Participation in a Meeting by Telecommunications

11. Where all the directors participating in a meeting of the board of directors have consented, any director may participate in the meeting by means of conference, telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a director so participating in a meeting shall be deemed to be attending that meeting.

Quorum

12. When there are ten directors holding office, six directors shall constitute a quorum at any meeting of the board of directors. When there are fewer than ten directors holding office, five directors shall constitute a quorum at any meeting of the board of directors.

Conflict of Interest

13. Any director who has a financial interest in a matter under consideration by the board, beyond the interest which all members share in that matter, must declare that interest to the board, not participate in the discussion or voting on the matter, and not be counted in determining whether a quorum is present to decide the matter.

Voting

13. Questions arising at any meeting of the directors shall be decided by a majority of votes. Each member of the board is entitled to one vote. The chair of the meeting is not required to abstain from voting, nor does the chair have a second or casting vote in the case of a tied vote.

Remuneration of Directors

14. The directors will serve without pay, except that the board by resolution, confirmed by an annual general meeting or a special general meeting called for that purpose, may award special remuneration to any director undertaking special services on behalf of the co-operative other than the work ordinarily required of a director. The directors shall also be entitled to be paid their traveling or other expenses incurred by them in connection with the business of the co-operative.

Indemnification

15. (a) Subject to subsection 15(b), every director and officer of the co-operative and their heirs, executors, administrators, and other legal personal representatives shall from time to time be indemnified and saved harmless by the co-operative from and against,
- (i) any liability and all costs, charges, and expenses that they sustain or incur in respect of any action, suit, or proceeding that is proposed or commenced against them for in respect of the execution of the duties of their office; and
 - (ii) all other costs, charges, and expenses that they sustain or incur in respect of the affairs of the co-operative.
- (b) No director or officer of the co-operative shall be indemnified by the co-operative in respect of any liability, costs, charges or expenses that they sustain or incur in or about any actions, suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the co-operative Corporations Act or under any other statute unless, in an action brought against them in their capacity as a director or officer, they have achieved complete or substantial success as a defendant.

ARTICLE V-OFFICERS

Election and Removal of Officers

1. The board of directors shall annually, or oftener as may be required, elect a president, a vice-president, a secretary, and a treasurer. None of the said officers except the president and vice-president need be a member of the board of directors; those two offices shall be deemed to be vacant whenever the office-holders cease to be Directors. Any two of the aforesaid offices may be held by the same person, except those of president and vice president. A vote of the majority of the board of directors shall be necessary for the election of the said officers. The board of directors may from time to time elect or appoint such other officers and agents as it shall deem necessary. All officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the board. All officers shall be subject to removal by resolution of the board of directors at any time with or without cause provided that a majority of the board shall vote in favour thereof.

Remuneration of Officers

2. The remuneration of all officers elected or appointed by the board shall be determined from time to time by resolution of the board of directors. The fact that any officer or employee is a director or member of the co-operative shall not disqualify them from receiving such remuneration as may be determined.

Duties of Officers May be Delegated

3. In the case of the absence or inability to act of the president, vice-president, or any other officer of the co-operative or for any other reason that the board of directors may deem sufficient the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board concurs therein.

The President

4. The president shall if present preside at all meetings of members and directors. They shall sign all instruments which require their signature and shall perform all duties incident to their office and shall have such other powers and duties as may from time to time be assigned to them by the board. The president may appoint an assistant to the chair who may act as the principal facilitator of a meeting of the members or directors, with authority limited by approval of the chair, and with compensation for this position fixed by the board.

The Vice-President

5. The vice-president shall be vested with all the powers and shall perform all the duties of the president in the absence or disability or refusal to act of the president. The vice-president shall also have such other powers and duties, if any, as may from time to time be assigned to them by the board.

The Secretary

6. The secretary shall issue or cause to be issued notices for all meetings of the board of directors and members when directed to do so; have charge of the minute books of the co-operative; sign with the president or other signing officer or officers of the co-operative such instruments as require their signature; and perform such other duties as the terms of his engagement call for or the board of directors may from time to time properly require of them. If the title of more than one office established by the board contains the word "secretary", then this position shall be titled the "corporate secretary".

The secretary or some other officer specially charged with the duty shall keep or cause to be kept a book or books or other suitable records wherein shall be kept recorded:

- (a) a copy of the Letters Patent and of any Supplementary Letters Patent issued to the co-operative and the by-laws of the co-operative duly authenticated;
- (b) the names, alphabetically arranged, of all persons who are or have been members of the co-operative;
- (c) the post office address of every such person, while such member;
- (d) the names, post office addresses and callings of all persons who are or have been directors of the co-operative, with the date at which each person became or ceased to be such a director;
- (e) the amounts paid and remaining unpaid respectively on the membership loan and fees of each member.

The Treasurer

7. The treasurer shall have the care and custody of all funds and securities of the co-operative and shall deposit the same in the name of the co-operative in such credit unions, banks, or other depositories as the board of directors may direct. They shall at all reasonable times exhibit their books and accounts to any director of the co-operative upon application at the office of the co-operative during business hours. They shall sign or countersign such instruments as require their signature and shall perform all duties incident to their office or that are properly required of them by the board. They shall be required to give such bond as the board of directors in their uncontrolled discretion may require, and 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 co-operative to receive any indemnity thereby provided.

General Manager

8. The board of directors may from time to time appoint a general manager who shall not be one of the directors of the co-operative and may delegate to them full authority to manage and direct the affairs of the co-operative (except such matters and duties as by law must be transacted or performed by the board of directors or by the members in general meeting) and to employ, discharge and fix the wages or salaries of temporary agents and employees of the co-operative or may delegate to them lesser power. The general manager shall conform to all lawful orders given them by the board of directors of the co-operative. They shall at all reasonable times give to the directors, or any of them, all information they may require regarding the affairs of the co-operative.

Vacancies

9. If any office becomes vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution may elect or appoint an officer to fill such vacancy.

ARTICLE VI – BORROWING POWERS

1. The directors may from time to time:
 - (a) borrow on the credit of the co-operative;
 - (b) issue, sell or pledge securities of the co-operative; and
 - (c) charge, mortgage, hypothecate or pledge all or any or the real personal property of the co-operative including book debts, rights, powers, franchises; and
 - (d) undertake to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the co-operative.

In Addition To Other Powers

2. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the co-operative possessed by its directors or officers independently of a borrowing by-law.

ARTICLE VII - AUDITORS

1. The members at each annual general meeting shall appoint an auditor who is familiar with co-operative accounting practice. The auditor when appointed shall hold office until the next annual general meeting, and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The remuneration of the auditor shall be fixed by the directors.
2. The auditor shall at all reasonable times have access to the books, accounts and vouchers of the co-operative and may require from the directors and officers such information and explanations as may be necessary for the performance of their duties.

3. The auditor shall make a report to the members on the financial statement to be laid before the co-operative at each annual general meeting during their term of office and shall state in their report whether in their opinion the financial statement referred to therein presents fairly the financial position of the co-operative and the results of its operations for the period under review.

ARTICLE VIII - CHEQUES, DRAFTS, AND NOTES

1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons whether or not officers of the co-operative and in such manner as the board of directors may from time to time designate.

ARTICLE IX - CUSTODY OF SECURITIES

1. All shares and securities owned by the co-operative shall be placed for safe keeping (in name of co-operative) with a credit union, chartered bank or trust company or with such other corporation as may be determined from time to time by the board of directors.

ARTICLE X-EXECUTION OF INSTRUMENTS

1. Contracts, documents or any instruments in writing requiring the signature of the co-operative may be signed by the president or vice-president and the secretary or the treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the co-operative without any further authorization of formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, person or persons, on behalf of the co-operative either to sign contracts, documents or instruments in writing, generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XI - FISCAL YEAR

1. The financial or fiscal year of the co-operative shall terminate on the last day of May in each year.

ARTICLE XII - SIGNATURE OF NOTICES

1. The signature to any notice to be given by the co-operative may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

Proof of Service

2. A certificate of the secretary, or other duly authorized officer of the co-operative in office at the time of the mailing of the certificate, as to facts in relation to the mailing or delivery of any notice to any member, director or officer, or publication or any notice, shall be prima facie evidence thereof and shall be binding on every member, director or officer of the co-operative as the case may be.

ARTICLE XIII - AMENDMENT

1. Amendment of these by-laws requires:

- (a) passage by the board of directors; and
 - (b) confirmation with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the co-operative duly called for that purpose.
2. Whenever the Co-operative Corporations Act or regulations under that act require the filing of by-laws amendments with agencies of the Ontario Government, it shall be the duty of the secretary to file a copy of the amended by-laws, certified by the president and secretary, within the time limit required by the act or the regulations.

ARTICLE XIV – INTERPRETATION

1. In these by-laws of the co-operative, the singular shall include the plural, and the plural the singular, and the word "person" shall include firms and corporations.
2. Notwithstanding any accidental reference to persons of one gender, all rights and responsibilities specified in the by-laws apply equally to persons of all gender identities.
3. Wherever reference is made in these by-laws to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to said statute or section as the case may be.
4. Whenever these by-laws require a document to be submitted or distributed in writing, other than a document which requires the handwritten signature of the issuer to authenticate it, the document may be conveyed electronically in accordance with the provisions of the Ontario Electronic Commerce Act, provided that both the issuer and the recipient agree to its electronic conveyance.

Amendment history

Originally enacted the 19th day of May, 1972, confirmed by general meeting 10th of July, 1972.

Amended

1 March 1973, 26 September 1977, 18 September 1978, 19 September 1979, 29 September 1980, 28 April 1981, 6 September 1982, 2 May 1988, 16 October 1989, 21 October 1991¹, 25 October 2004²,

(II 3, VI 1) (IV 1 and 3) (III 5) (VI 4) (II 1, 3, 4, 7, 8; III 1, 3, 5; 1 2, 3, 4, 6, 8, 11; V 1, 4-8; VI 1, 2, 4-7; VIII 1-3; XIV 1,2) (VI 1) (II 7, 8, 9; II 1, 4, 5; IV 2, 3, 4, 7; VI 1; VII 1; XIV 2) (IV 13 added) (II rewritten to include old VI; VII-XV renumbered as VI-XIV) (IV 1 and IV 3 amended) (III 5 subdivided and enlarged; IV 4 modified and enlarged; IV 5 clarified; V 4 enlarged) (II 4 amended; IV 3(b) amended; IV 10 amended and renumbered as 13; IV 10, 11, and 12 added; XIV subdivided and XIV 4 added; all references to corporate seal deleted; numerous other clarifications and updates made to wording without substantive change in meaning) (II 6 amended) (XI 1 amended)

18 October 2010³, 17 October 2011, 20 October 2014, 28 October 2019

We hereby certify that this is a true copy of this by-law, including all amendments duly passed by the members as of 28 October 2019, as edited on 18 November 2020, further amended by the board 10 March 2021, to be passed by all members at the 2021 Annual General Meeting.

President

Secretary



Signature: _____

Signature: _____

Printed name: Andrea Dawber

Printed name: James O'Reilly

1 See the Board minutes of 14 December 1992 for a clarification of the ambiguous members' resolution appearing in the A.G.M. minutes of October 1991.

2 See the Board minutes of July 2008 for a clarification of the ambiguous members' resolution appearing in the A.G.M. minutes of October 2004.

3. See the attachment to the Board minutes of 7 September 2010 for complete information about the amendments.