

TELCO COMMUNITY VOLUNTEERS
(the "Corporation")

BY-LAW NO. 1

being a by-law relating generally to the transaction
of the affairs of the Corporation

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

1. INTERPRETATION

1.1 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act*, or any statute that may be substituted therefor, as from time to time amended;

"appoint" includes "elect" and vice versa;

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

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Corporation" means the corporation without share capital continued under the Act by articles;

"articles" means the articles of continuance of the Corporation, as from time to time amended and supplemented by articles of amendment;

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

"member" means any person admitted to membership in the Corporation in accordance with section 9 of this by-law.

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

2. AFFAIRS OF THE CORPORATION

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.

2.2 Corporate Seal

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 Financial Year

Until changed by the board, the financial year of the Corporation shall end on the last day of June in each year.

2.4 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, or any other office created by by-law or by the board. In addition, the board or the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.5 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.

2.6 Voting Rights in Other Bodies Corporate

The signing officers of the Corporation under section 2.4 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.7 Public Accountant – Appointment and Remuneration

Unless the Corporation meets the requirements of subsection 182(1) of the Act for a given year and a resolution has been passed by all the members entitled to vote at an annual meeting not to appoint a public accountant, pursuant to subsection 181(1) of the Act, the members shall at each annual meeting appoint a public accountant to prepare the financial documents and reports required by the Act and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the public accountant. The public accountant shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the public accountant shall be fixed by the board.

2.8 Qualification

Pursuant to subsection 180(1) of the Act, any person appointed as the public accountant must meet the following requirements:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province;
- (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191 of the Act; and
- (c) subject to subsection 180(6) of the Act, be independent of the Corporation, its affiliates, or the directors or officers of the Corporation or its affiliates as that term is understood for the purpose of subsection 180(2) of the Act; in particular, neither the public accountant nor a business partner of the public accountant may:
 - (i) be a business partner, director, officer or employee of the Corporation or any of its affiliates or a business partner of any director, officer or employee of the Corporation or any of its affiliates;
 - (ii) beneficially own or control, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates; or
 - (iii) have been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two years before such person's proposed appointment as public accountant of the Corporation.

2.9 Minutes

The minutes of the board or any committee thereof shall not be available to the membership of the Corporation but shall be available to the board, each of whom shall upon request receive a copy of such minutes.

2.10 Amendment of By-Laws

In accordance with section 152 of the Act and subject to section 197 of the Act, by-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the directors at a meeting of the board. 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.

Pursuant to subsection 152(6) of the Act, any member entitled to vote at an annual meeting of members may make a proposal to make, amend or repeal a by-law.

In accordance with section 153 of the Act, a copy of any by-law that is enacted, amended or repealed in accordance with this paragraph, where such amendment to the by-laws has not been rejected by the members, shall be sent to the Director appointed under section 281 of the Act within twelve months of the day on which such amendment received member confirmation.

This paragraph does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act which by-law amendments or repeals are only effective when confirmed by members or to a by-law that requires a special resolution of each class of members according to subsection 199(1) of the Act which by-law amendments or repeals are only effective when confirmed by each class of members.

2.11 Rules and Regulations

The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation.

3. BORROWING AND SECURITY

3.1 Borrowing Power

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

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) 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 in this section 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.

3.2 Delegation

The board may from time to time delegate to a committee of the board, a director or an officer of the Corporation all or any of the powers conferred on the board by section 3.1 or by

the Act to such extent and in such manner as the board may determine at the time of such delegation to the extent permitted by the Act.

4. DIRECTORS

4.1 First Directors

The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board shall be until the first meeting of members. At the first meeting of members, the board then elected shall replace the first directors.

4.2 Number of Directors

The business and affairs of the Corporation shall be managed by a board of five directors, elected in accordance with section 4.9.

4.3 Qualifications

No person shall be qualified for election as a director if such person is:

- (a) not an individual;
- (b) less than 18 years of age;
- (c) incapable and has been so found by a court of competent jurisdiction in Canada or elsewhere; or
- (d) has the status of a bankrupt.

A director must be a member.

4.4 Quorum

A quorum for the transaction of business at any meeting of the board shall be three directors. Notwithstanding vacancies on the board, the remaining directors may exercise all of the powers of the board so long as a quorum remains in office.

4.5 Term of Office

Each director shall hold a term of office of three years or until his successor shall be elected or appointed, and shall take office immediately upon the results of his election being announced. Pursuant to subsection 128(3) of the Act, the term of office of a director cannot exceed four years.

4.6 Vacation of Office

The office of any director shall be vacated if:

- (a) the director dies;

- (b) the director becomes bankrupt or is declared insolvent;
- (c) the director is incapable and has been so found by a court of competent jurisdiction in Canada or elsewhere;
- (d) in the opinion of the other directors, the director appears unable or unwilling to perform the duties of attendance at meetings and voting on the business before such meetings;
- (e) the director ceases to be a member; or
- (f) by notice in writing to the Corporation, the director resigns from the office of director (in such case, the director will be deemed to have resigned upon the later of receipt by the Corporation of the written notice, or at the time and date of resignation specified in the notice, if such time and date of resignation is so specified).

4.7 Removal of Directors

Any class of member may, at a special meeting of members called for that purpose or by written resolution signed by each member of the Class, remove any director selected by that Class before the expiration of such director's term of office and may elect any person from that Class, subject to paragraph 4.3 herein, in such director's stead for the remainder of such director's term.

4.8 Vacancies

In the case of a vacancy of the board any member of the Class may call a meeting of the Class to fill the vacancy. Any such person shall be a member of the same Class as was the director whose vacancy he or she is filling.

4.9 Manner of Electing Directors – General

- (a) The board may appoint a nominating committee. The nominating committee shall ensure that sufficient qualified names are placed in nomination as to permit the members to elect a qualified board, taking into account the need for representation on the board by a member of each Class. In determining the nominees for director, the nominating committee shall take into account the recommendations, if any, of duly authorized representatives of each Class of the Corporation as to the member or members of that Class that the Class wishes to put forward as a nominee for director. The rules and procedures for making representations to the nominating committee shall be determined by each Class in accordance with its by-laws and procedures.
- (b) The election of directors shall take place at each annual meeting of members. The directors whose term of office then expires shall retire but, if qualified, shall be eligible for re-election.

- (c) If a director is not replaced on the expiry of his or her term, such director shall continue in office until his or her successor is duly elected, unless he or she vacates the office as set forth in paragraph 4.6 or is removed in accordance with paragraph 4.7 or in accordance with the Act.
- (d) The board shall be elected as follows:
 - (i) One director elected by the Brampton Club;
 - (ii) One director elected by the Fieldway Club;
 - (iii) One director elected by the Oakville Club;
 - (iv) One director elected by the Scarborough Club; and
 - (v) One director elected by the Toronto Club.

4.10 Action by the Board

The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the articles or otherwise. The powers of the board may be exercised at a meeting (subject to section 4.11) at which a quorum is present. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.11 Meeting by Telephone or Other

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

4.12 Place of Meetings

Meetings of the board may be held at any place in or outside Canada.

4.13 Calling of Meetings

Meetings of the board shall be held from time to time at such time and at such place as the board, the president, or any two directors may determine.

4.14 Notice of Meeting

Notice of the time and place of each meeting of the board shall be given in the manner provided in section 11 to each director not less than seven days (and not less than fourteen days if sent by mail) before the date of the meeting. Except where required by subsection 136(3) of the Act, a

notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 First Meeting of New Board

Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.16 Regular Meetings

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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.17 Chairman

The chairman of any meeting of the board shall be the president. If the president is not present, the directors present shall choose one of their number to be chairman.

4.18 Votes to Govern

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 chairman of the meeting shall not be entitled to a second or casting vote.

4.19 Remuneration and Expenses

The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from such a position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Also, nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable compensation therefor.

5. COMMITTEES

5.1 Committees of the Board

The board may appoint one or more committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

5.2 Action by Committees

The powers of a committee of the board may be exercised by a meeting at which a quorum is present. Meetings of such committee may be held at any place in or outside Canada.

5.3 Advisory Bodies

The board may from time to time appoint such advisory bodies as it may deem advisable.

5.4 Procedure

Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

6. CLUB EXECUTIVE AND SUBORDINATE UNITS

6.1 Establishment

For each Class, the board may establish a Club Executive Committee which committee will consist of the director elected by the particular Class and such other members as may be appointed by such director or by the board for the purpose of determining the activities and funding of the Class.

The board may establish local chapters, councils, clubs and other subordinate units of the Corporation to permit members to meet and function in separate groups. For greater certainty, no further Classes of the Corporation may be created, except by amendment to the Corporation's By-Laws.

6.2 Constitution and by-laws

Each Class, Club Executive Committee and other subordinate unit of the Corporation shall be governed by a constitution and by-laws as approved by a majority of the members of the Class or other subordinate unit, and as approved by the board.

7. OFFICERS

7.1 Appointment

The board shall from time to time appoint a president and secretary and may appoint one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to section 7.2, an officer may but need not be a director.

7.2 President

The President shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify. The President shall be a director of the Corporation.

7.3 Vice-President

The board may also from time to time appoint one or more vice-presidents. If appointed, a vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, the vice-president shall also have the powers and duties of that office.

7.4 Secretary

The secretary shall be empowered by the board to carry on the affairs of the Corporation generally under the Supervision of the President. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, public accountants and members of committees of the board shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have either powers and duties as otherwise may be specified.

7.5 Treasurer

The board may also from time to time appoint a treasurer. The treasurer shall keep proper accounting records of the financial activities of the Corporation and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions of the treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise may be specified. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the secretary or other such officer as the board may from time to time determine.

7.6 Powers and Duties of Officer

The powers and duties of all officers shall be such as the terms of their engagement call for or as the board may specify. The board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

7.7 Term of Office

The board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

7.8 Agents and Attorneys

The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

Except as otherwise provided in the Act, no individual referred to in section 8.2 herein will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Indemnity

- (a) Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation or other entity if:
 - (i) he or she acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The right to indemnity provided in this section 8.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in section 8.2 above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in section 8.2(a)(i), and, if the proceeding was of the nature described in section 8.2(a)(ii), the conditions set out in section 8.2(a) (ii). The Corporation will also indemnify the persons listed in section 8.2(a) above in any other circumstances that the Act permits or requires. Nothing in this by-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

9. MEMBERS

9.1 Members

The membership of the Corporation shall consist of, and be limited to, such eligible individuals as are admitted to membership in the Corporation by resolution of the board. Membership shall be conditional upon the payment of a fee, assessment or other charge as provided for herein.

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

9.2 Eligibility

An individual shall be eligible to apply for membership if, in the opinion of the board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant belongs to one of the following groups:

- (a) An individual who is an active, retired or former employee of corporations within the telecommunications services sectors in which BCE Inc. has a direct investment or interest, and who is resident, or formerly resident, in the City of Toronto, the City of Mississauga, the City of Brampton, Town of Milton, City of Burlington or the Town of Oakville (“**Group 1**”); or
- (b) An individual who is the partner or, subject to the discretion of the board, the former partner, of an individual who is both part of Group 1 and a member (“**Group 2**”).

9.3 Members to be Admitted to Classes

There shall be five classes of membership. An individual may be a member of only one class of membership. The membership classes and their applicable conditions are as follows:

- (a) Brampton Retirees’ Club (the “**Brampton Club**”)
 - (i) Brampton Club membership shall be available to eligible individuals who comprise Group 1 and eligible individuals who comprise Group 2 by reason of their relationship to a member of the Brampton Club.
 - (ii) Brampton Club members are entitled to receive notice of, attend and vote at all meetings of individuals and shall be entitled to one (1) vote at such meetings.
 - (iii) Brampton Club members are entitled to elect one director subject to paragraph 4.3 and in accordance with paragraph 4.9.
- (b) Fieldway Retirees’ Club (the “**Fieldway Club**”)

- (i) Fieldway Club membership shall be available to eligible individuals who comprise Group 1 and eligible individuals who comprise Group 2 by reason of their relationship to a member of the Fieldway Club.
 - (ii) Fieldway Club individuals are entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.
 - (iii) Fieldway Club members are entitled to elect one director subject to paragraph 4.3 and in accordance with paragraph 4.9.
- (c) Oakville Retirees' Club (the "**Oakville Club**")
- (i) Oakville Club membership shall be available to eligible individuals who comprise Group 1 and eligible individuals who comprise Group 2 by reason of their relationship to a member of the Oakville Club.
 - (ii) Oakville Club members are entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.
 - (iii) Oakville Club members are entitled to elect one director subject to paragraph 4.3 and in accordance with paragraph 4.9.
- (d) Scarborough Retirees' Club (the "**Scarborough Club**")
- (i) Scarborough Club membership shall be available to eligible individuals who comprise Group 1 and eligible individuals who comprise Group 2 by reason of their relationship to a member of the Scarborough Club.
 - (ii) Scarborough Club members are entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.
 - (iii) Scarborough Club members are entitled to elect one director subject to paragraph 4.3 and in accordance with paragraph 4.9.
- (e) Toronto Retirees' Club (the "**Toronto Club**")
- (i) Toronto Club membership shall be available to eligible individuals who comprise Group 1 and eligible individuals who comprise Group 2 by reason of their relationship to a member of the Toronto Club.
 - (ii) Toronto Club members are entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.

- (iii) Toronto Club members are entitled to elect one director subject to paragraph 4.3 and in accordance with paragraph 4.9.

Class membership shall be specified by the board upon the granting of an admission to membership or from time to time thereafter. A member shall only be entitled to participate in the activities of that member's Class unless otherwise specified by the board.

9.4 Admission

Each member shall promptly be informed by the Secretary of the member's admission to membership and the class of membership to which the member has been admitted. The qualification of any member can be called into question and can be reviewed, and membership can be annulled or re-classified if the member's qualification is determined by the Board to have been incorrectly stated, notwithstanding the payment of any membership fees. Any member may withdraw from membership by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary. Upon lodging of the written resignation with the Secretary, that member shall cease to be a member of the Corporation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

9.5 Term

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the death of the member or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

9.6 Membership Fees

The fees payable by members shall from time to time be fixed by the board on the recommendation of the Club Executive Committees and shall be due on or before such date as is determined by the Board. A notice of the fees payable at any time shall be sent to each such member by the Secretary promptly before the due date. Membership fees may vary by class of member.

In the event of default in payment by any member of the fees determined by the board, the member's membership shall automatically be suspended effective on the due date of the payment but any such defaulting member may be reinstated by the board or pursuant to procedures adopted by the board on payment of all unpaid fees or by resolution of the board. Any fees remaining unpaid by a particular member one year following the issuance of such notice shall result in the automatic termination of the particular member's membership; provided that any such particular member may re-apply for membership in the Corporation.

9.7 Removal

If the conduct or activities of a member are in the opinion of the board contrary to the interests of the Corporation, upon thirty days' notice in writing to such member of the Corporation, the board may, after giving the member an opportunity to be heard, pass a

resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

10. MEETINGS OF MEMBERS

10.1 Annual Meetings

The annual meeting of members shall, subject to the provisions of the Act, be held at such time in each year and, subject to section 10.3, at such place as the board, or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's public accountant thereon and the report of the board, electing directors, appointing public accountants and for the transaction of such other business as may properly be brought before the meeting.

10.2 Special Meetings

The board or the president shall have the power to call a special meeting of members at any time.

10.3 Place of Meetings

Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

10.4 Notice of Meetings

Subject to the provisions of paragraph 10.15 hereof, notice of the time and place of each meeting of members shall be given in writing to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) pursuant to subsection 162(1) of the Act, by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

In accordance with subsection 162(10) of the Act, notice of a special meeting of members shall state the general nature of the matters to be considered at such meeting in such a manner as to enable the recipients thereof to form a reasoned judgment concerning the matters to be considered at such meeting and state the text of any special resolution to be submitted to the meeting. Notice of each meeting of members must remind the member that such member has the right to vote by proxy. Pursuant to subsection 162(3) of the Act, the public accountants and directors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held. No

public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

Pursuant to subsection 197(1) 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.

10.5 Meetings without Notice

A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the public accountants and the directors are present or waive notice of or otherwise consent to such meeting being held. At such meeting any business may be transacted which the Corporation at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

10.6 Chairman, Secretary and Scrutineers

The chairman of any meeting of members shall be the president or a vice-president. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be the chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

10.7 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

10.8 Quorum

The quorum for the transaction of business at any meeting of the members shall be five members of the Brampton Club, five members of the Fieldway Club, five members of the Oakville Club, five members of the Scarborough Club, and five members of the Toronto Club, present in person and each entitled to vote thereat or a duly-appointed proxy so entitled.

10.9 Right to Vote

Subject to the Act and the articles, at any meeting of members only members shall be entitled to vote who are at the time of the meeting entered in the books of the Corporation.

10.10 Proxies

At any meeting of members, a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument appointing a proxy shall be in writing subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the first meeting.

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

10.11 Votes to Govern

Unless the Act, the articles or any by-law of the Corporation otherwise provides, at any meeting of members, every question shall be determined by the majority of the votes duly cast on the question.

10.12 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

10.13 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote, and the result of the ballot shall be the decision of the members upon the said question.

10.14 Casting Vote

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

10.15 Adjournment

The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. In accordance with subsection 162(8) of the Act, no notice shall be required of the continuation of an adjourned meeting unless such adjournment is for an aggregate of more than 30 days, in which case, notice of the adjournment shall be given to members entitled to vote at the meeting, the directors and the public accountant in the manner referred to in paragraph 10.4 herein.

11. NOTICES

11.1 Method of Giving Notices

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

11.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded, and the date of the meeting or other event shall be included.

11.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or public accountant or the non-receipt of any notice by any member, director, officer or public accountant

or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.4 Waiver of Notice

Any member (or a duly-appointed proxyholder), director, officer or public accountant may waive any notice required to be given under any provision of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

12. EFFECTIVE DATE

12.1 Effective Date

This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the board, this ____ day of _____, 2014.

Director and President

Director and Secretary

CONFIRMED by the members this ____ day of _____, 2014.

Secretary