

ONTARIO MEDICAL GROUP MANAGEMENT ASSOCIATION (OMGMA)

BYLAW NO. 2023-1

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# 1. Definitions and Interpretation

## 1.1 Definitions

In this Bylaw and all other Bylaws and resolutions of the Corporation, unless otherwise defined:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 and includes the regulations made under it, as amended from time to time;
- b. "Articles" means any document that incorporates the Corporation or modifies its incorporating document;
- c. "Board" means the board of directors of the Corporation as specified in this Bylaw;
- d. "Bylaw" means this Bylaw and all other bylaws of the Corporation as amended and which are in force;
- e. "Corporation" means Ontario Medical Group Management Association;
- f. "Director" means an individual occupying the position of director of the Corporation;
- g. "Member" means a member of the Corporation;
- h. "Officer" means an officer of the Corporation;
- i. "Ordinary Resolution" means a resolution that, (a) is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (b) is consented to by each Member entitled to vote at a meeting of the Members or the Member's attorney;
- j. "Special Resolution" means a resolution that, (a) is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) is consented to by each Member entitled to vote at a meeting of the Members or the Member's attorney; and
- k. "Unincorporated Association" means the unincorporated association by the same name of the Corporation, the "Ontario Medical Group Management Association", established in 1968 in the Province of Ontario.

## 1.2 Interpretation

- (1) Unless defined in section 1.1, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.
- (2) Under this Bylaw, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

## 2. Board of Directors

### 2.1 Number of Directors

Subject to the Act, immediately following confirmation of this Bylaw, the Corporation shall be managed by a Board consisting of a minimum of seven (7) and maximum of eleven (11) elected Directors, and one (1) *ex officio* Director, if appointed. The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time, provided that the number of Directors does not fall below or exceed the number of Directors set out in the Articles.

### 2.2 Director Qualifications

(1) Each Director shall:

- a. be a Member;
- b. be an individual who is at least eighteen (18) years old;
- c. not have the status of bankrupt;
- d. not be found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- e. not be a person who has been found to be incapable by a court in Canada or elsewhere; and
- f. not be absent from more than 75% of the meetings of the Board held in a financial year without sufficient reason, as determined by the Board.

(2) If a person ceases to be qualified as provided in subsection 2.2(1), the person automatically ceases to be a Director.

### 2.3 Ex Officio Directors

The individual holding the office of Past Chair, if appointed, shall be *ex officio* a Director of the Corporation and shall serve a one (1) year term. Notwithstanding any other provision of this Bylaw, if such individual is unavailable to serve as Past Chair, then the office of Past Chair shall remain vacant.

### 2.4 Removal of Directors

- (1) Except for an *ex officio* Director, the Members may remove a Director before the end of the Director's term of office by Ordinary Resolution. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by Ordinary Resolution. If the Members do not fill the vacancy, it can be filled in accordance with section 2.5.
- (2) A Director is entitled to give the Corporation a statement giving reasons for resigning, or for opposing his/her/their removal as a Director if a meeting is called for the purpose of removing him/her/them.

## 2.5 Director Vacancies

A vacancy on the Board may be filled by resolution of the Directors so long as a quorum of Directors remains. If there are not enough Directors to form a quorum, the Directors shall call a special meeting of the Members to fill the vacancy. If the Directors do not call a special meeting, the meeting may be called by any Member.

## 2.6 Term of Office for Filled Director Vacancies

The Director elected or appointed to fill a vacancy shall hold office for the remainder of the previous Director's term.

## 2.7 Election of Directors

The Members entitled to vote shall elect the Directors, except for *ex officio* Directors.

## 2.8 Election in Rotation

- (1) The Directors shall retire in rotation. At the first meeting of Members following enactment of this Bylaw at which there is an election, Directors shall be elected to serve for one (1) or two (2) years, as required to effect staggered terms.
- (2) Subsequently, any Director whose term of office has expired shall be elected for a term ending at the second annual meeting following the Director's election.

## 2.9 Term of Office of Directors

- (1) Directors, except for *ex officio* Directors, shall serve for two (2) years.
- (2) Directors shall be eligible to be re-elected for five (5) terms of two (2) years, and thereafter, shall be encouraged not to stand for re-election for a period of one (1) year after serving for ten (10) years. Notwithstanding the foregoing, a Director may be eligible for re-election for an unlimited number of consecutive terms, as determined by the Board.

## 2.10 Director Nominations

The Board shall put forth a slate of candidates for election to the Board.

## 2.11 Director Remuneration

The Directors shall serve as such without remuneration, but the Directors are entitled to be reimbursed for reasonable expenses incurred in the performance of their duties as Directors.

# 3. Officers

## 3.1 Appointment of Officers

- (1) The Board may appoint the following Officers:
  - a. a Chair, who must be a Director;
  - b. a Vice-Chair, who must be a Director;

- c. a Secretary, who may, but need not be a Director;
- d. a Treasurer, who may, but need not be a Director;
- e. a Manager, who shall not be a Director; and
- f. a Past-Chair, who shall be an *ex officio* Director.

(2) The Board may from time to time appoint other Officers, having the duties prescribed by the Board.

(3) The Board shall appoint all Officers, except for the Manager, at the first meeting of the Board following the annual meeting.

### 3.2 Holding More than One Office

The office of Treasurer and Secretary may be held by the same person who may be known as the Secretary-Treasurer.

### 3.3 Term of Office of Officers

The term of office of each Officer who is not an employee or independent contractor of the Corporation shall be one (1) year.

### 3.4 Removal of Officers

The Board may remove any Officer by resolution.

### 3.5 Duties of the Chair

The Chair shall:

- a. when present, preside at meetings of the Board and meetings of the Members;
- b. supervise the operations of the Corporation;
- c. execute all documents requiring the signature of the Chair; and
- d. carry out any other duties prescribed by the Board from time to time.

### 3.6 Duties of the Vice-Chair

The Vice-Chair shall:

- a. perform all the duties of the Chair during the Chair's absence or inability to act; and
- b. carry out any other duties prescribed by the Board from time to time.

### 3.7 Duties of the Secretary

The Secretary shall:

- a. attend all meetings of the Board and meetings of the Members;

- b. coordinate for minutes to be recorded by the secretary of all meetings of the Board and meetings of the Members, and if necessary, record all minutes of those meetings and ensure such meeting minutes are kept in the minute books of the Corporation;
- c. oversee the sending of notices, and, if necessary, give all notices required to be given to the Members and to the Directors;
- d. be the custodian of the books and records of the Corporation; and
- e. carry out any other duties prescribed by the Board from time to time.

### 3.8 Duties of the Treasurer

The Treasurer shall:

- a. keep full and accurate account of all receipts and disbursements of the Corporation;
- b. deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the bank or banks designated by the Board;
- c. disburse the funds of the Corporation under the direction of the Board;
- d. render to the Board an account of the financial position of the Corporation; and
- e. carry out any other duties prescribed by the Board from time to time.

### 3.9 Duties of the Past Chair

The Past Chair shall:

- a. support the Chair in carrying out his/her/their duties; and
- b. carry out any other duties prescribed by the Board from time to time.

### 3.10 Manager

- a. The Manager shall be the chief executive officer of the Corporation. The Manager shall supervise the business and affairs of the Corporation, subject to the discretion of the Board, and shall have such other duties as determined by the Board.
- b. The Manager shall have the right to receive notice of, to attend and to speak at, but not vote at all meetings of the Board, any committee of the Board, and any meeting of the Members, except those meetings where the Manager's contract are discussed.



## 4. Protection of Directors, Officers, and Committee Members

### 4.1 Liability of Directors, Officers, and Committee Members

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member, employee, or independent contractor of the Corporation;
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation;
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested;
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
- e. any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his/her/their respective office or trust,

provided that the Director, Officer, or committee member:

- a. complied with the Act and the Corporation's Articles, Bylaws, and policies; and
- b. exercised his/her/their powers and discharged his/her/their duties in accordance with the Act.

### 4.2 Indemnification

The Corporation shall:

- (1) indemnify its Directors, Officers, and committee members (the "**Recipients**"), and his/her/their heirs and legal representatives, against all costs, charges, damages, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which the Recipient is made a party by reason of being or having been a Director, Officer, or committee member, provided that the Recipient:
  - a. acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Recipient had reasonable grounds for believing that his/her/their conduct was lawful.
- (2) indemnify any Recipient, and his/her/their heirs and legal representatives in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative, or other action or proceeding to which the Recipient is subject because of the Recipient's association with the Corporation, provided that the Recipient:
  - a. fulfilled the conditions set out in subsections 4.2(1)(a) and (b); and

- b. was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

## 5. Conflict of Interest

### 5.1 Disclosure

A Director or Officer who, (a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall make the disclosure required by the Act and comply with all other requirements in the Act regarding the conflict of interest.

## 6. Board Meetings

### 6.1 Calling Meetings

- (1) Meetings of the Directors may be called by the Chair or any two (2) Directors jointly.
- (2) Meetings of the Directors shall be called at least quarterly in each financial year.

### 6.2 Location of Meetings

Meetings of the Directors shall be held at the place specified in the notice.

### 6.3 Notice of Meetings

- (1) Notice of the time and place of a meeting of the Directors must be given not less than two (2) days before the date that the meeting is to be held, excluding the date on which notice is given.
- (2) Notice of a meeting of the Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 10.2, in which case the notice must specify that matter.

### 6.4 Meetings by Telephonic or Electronic Means

- (1) If all Directors consent, a meeting of the Directors may be held entirely by one (1) or more telephonic or electronic means or by any combination of in-person attendance and by one (1) or more telephonic or electronic means.
- (2) A meeting of the Directors held by telephonic or electronic means must enable all persons attending the meeting to communicate with each other simultaneously and instantaneously.
- (3) A person who, through telephonic or electronic means, attends a meeting of the Directors is deemed to be present in person at the meeting.

### 6.5 Voting

- (1) The method of voting at a meeting of the Directors shall be determined by the chair of the meeting.

- (2) Each Director shall have one (1) vote on each question raised at a meeting of the Directors and all questions shall be decided by a majority of the votes cast.
- (3) Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) The Chair shall not have a casting vote. If a vote results in a tie, the motion does not pass.

## 6.6 Written Resolution

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Directors.

## 6.7 Adjournment

A meeting of Directors may be adjourned at any time. Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- a. the time of the continued meeting;
- b. if applicable, the place of the continued meeting; and
- c. if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

# 7. Members

## 7.1 Membership Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation comprised of the individuals who are members of the Unincorporated Association as of the day immediately prior to the date of incorporation of the Corporation and thereafter, those managers who are actively engaged in the administration of the business affairs of a group medical practice located in the Province of Ontario being conducted by two (2) or more professionals (physicians and/or nurse practitioners) and who have applied for and have been accepted as Members by the Board.

## 7.2 Membership Application

The Board has the right to refuse to grant membership to an individual and shall provide the applicant with written reasons regarding rejection of the application in accordance with the Corporation's policies.

## 7.3 Members' Rights

Each Member is entitled to receive notice of, attend, and vote at all Members' meetings and each Member shall be entitled to one (1) vote at such meetings.

#### 7.4 Membership Term

The term of membership of a Member shall be one (1) year to commence on July 1 each year and end on June 30 of the following year, subject to renewal in accordance with the Corporation's policies.

#### 7.5 Transfer of Membership

Membership in the Corporation is not transferable.

#### 7.6 Discipline of Members

- (1) The Board has authority to pass a resolution authorizing the disciplinary action or termination of a Member for:
  - a. violating the Articles, Bylaws, Members' Code of Professional Conduct, as amended from time to time, or policies of the Corporation;
  - b. non-payment of any amount payable to the Corporation; or
  - c. any other reason that the Board, in its sole discretion, considers reasonable.
- (2) The Board shall give a Member who is subject to disciplinary action at least fifteen (15) days notice of disciplinary action or termination, including reasons for such disciplinary action or termination, and shall provide the Member with the opportunity to make a submission in writing to the Chair, or such other Officer designated by the Board, up to five (5) days before the end of the 15-day notice period. The Board shall consider any submission of the Member before making a final decision with respect to disciplinary action or termination.

#### 7.7 Termination of Membership

- (1) Membership in the Corporation is automatically terminated when:
  - a. the Member dies or resigns in writing;
  - b. the Member's term of membership expires;
  - c. the Member is terminated in accordance with section 7.6;
  - d. the Corporation is liquidated or dissolved under the Act;
  - e. unless waived by the Board, has any dues under section 7.8 that remain unpaid for more than one hundred twenty (120) days after the notice of dues payable has been provided to the Member; or
  - f. Member fails to meet the requirements of a Member in section 7.1.
- (2) Notwithstanding any other provision in this Bylaw, to permit continued membership during a job transition, should a Member lose his/her/their job in the administration of the business affairs of a group medical practice as described in section 7.1, he/she/they shall be entitled to pay the membership dues and remain a Member for one (1) year from the date of the next renewal.

- (3) Notwithstanding termination, a former Member remains liable for any dues under section 7.8 prior to termination and shall not be entitled to any part of the membership dues paid as of the date of the termination.

## 7.8 Membership Dues

The Board shall provide written notice to the Members of membership dues payable by them. Membership dues shall be set by the Board from time to time in the sole discretion of the Board. The Board may waive the membership dues payable by any Member.

## 8. Members' Meetings

### 8.1 Annual Meetings

- (1) The Board shall set the date and place of the annual meeting, which shall be held within eighteen (18) months of incorporation, and thereafter, within 6 (six) months of the financial year end of the Corporation. The annual meeting shall take place within Ontario unless a place outside Ontario is specified in the Articles, or all Members entitled to vote at the meeting agree that the meeting shall be held outside Ontario.
- (2) The business of the annual meeting shall include:
  - a. approval of the agenda for the annual meeting;
  - b. approval of the minutes of the previous annual meeting and any special meetings, if applicable;
  - c. consideration of the financial statements for the previous year;
  - d. consideration of the auditor's report or review engagement report, if any;
  - e. reappointment of the auditor or appointment of a new public accountant to conduct an audit or review engagement;
  - f. election of the Directors; and
  - g. any other business that was included in the notice of the meeting.

### 8.2 Special Meetings

The Board may at any time call a special meeting to conduct any business set out in the notice for such meeting.

### 8.3 Notice of Members' Meetings

Notice of an annual meeting or special meeting shall be given to:

- a. each Member entitled to vote at the meeting;
- b. each Director; and
- c. the auditor or person appointed to conduct the review engagement,

not less than ten (10) and not more than fifty (50) days prior to the meeting.

#### 8.4 Content of Notice

Notice of any meeting must include the time and place of the meeting and sufficient information to permit the Members to form a reasoned judgement on the decision(s) to be taken and state the text of any special resolution to be submitted to the meeting. Notwithstanding the foregoing, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one (1) or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

#### 8.5 Record Date

- (1) The Board may fix a record date for each meeting of the Members to determine which Members are entitled to receive notice of a meeting and are entitled to vote at the meeting.
- (2) A record date for notice of a meeting must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If no record date is fixed, then the record date shall be at the close of business on the day immediately before the day on which notice is given, or if no notice is given, the day on which the meeting is held.

#### 8.6 Meeting Attendance

- (1) The only persons entitled to attend a Members' meeting are:
  - a. the Members;
  - b. the Directors; and
  - c. the auditor of the Corporation or the person appointed to conduct a review engagement.
- (2) Notwithstanding subsection 8.6(1), any other person may be admitted only if the chair of the meeting invites him/her/them, or the Members present at the meeting consent to the presence of such individual by Ordinary Resolution.

#### 8.7 Quorum for Members' Meetings

- (1) A quorum for the transaction of business at a meeting of the Members is twenty-five (25) Members entitled to vote at the meeting, whether present in person or by proxy.
- (2) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (3) If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## 8.8 Chair of Members' Meetings

In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair of the meeting. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

## 8.9 Voting by Members

- (1) Business arising at any Members' meeting will be decided by Ordinary Resolution unless otherwise required by the Act or the Bylaws.
- (2) Each Member will be entitled to one (1) vote on each question raised at any Members' meeting.
- (3) Votes will be taken by a show of hands among all voting Members present unless a ballot is required by the Act or demanded by a Member or proxyholder entitled to vote.
- (4) The chair shall not have a casting vote. If a vote results in a tie, the motion does not pass.
- (5) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## 8.10 Proxies

- (1) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one (1) or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- (2) A proxyholder must be a Member of the Corporation.
- (3) A proxy shall be executed by the Member entitled to vote or the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (4) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (5) Every proxy must be in a form that complies with the regulations under the Act.
- (6) The Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.

## 8.11 Meetings by Telephonic or Electronic Means

- (1) A meeting of the Members may be held entirely by one (1) or more telephonic or electronic means or by any combination of in-person attendance and by one (1) or more telephonic or electronic means provided that all persons entitled to attend the meeting are able to reasonably participate.

- (2) A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present in person at the meeting.

### 8.12 Written Resolution

A resolution, signed by all the Members entitled to vote on that resolution at a meeting of the Members, is as valid as if it had been passed at a meeting of Members except with respect to the following matters:

- a. where a Director gives a statement giving reasons for resigning or for opposing his/her/their removal as a Director if a meeting is called for the purpose of removing him/her/them; and
- b. where an auditor gives a statement giving reasons for resigning or for opposing the auditor's removal if a meeting of the Members is called for the purpose of removing the auditor.

## 9. Legacy Patrons

### 9.1 Legacy Patrons

Any past Member who permanently retires may apply to the Board to become a Legacy Patron of the Corporation, provided he/she/they has been a Member for at least fifteen (15) years. An application to be a Legacy Patron shall include the recommendation of at least three (3) Members. Legacy Patrons are not required to pay any dues.

## 10. Committees

### 10.1 Committees

The Board may appoint committees for such purposes as the Board may determine from time to time by resolution.

### 10.2 Authority of Committees

No committee has the authority to:

- a. submit to the Members any question or matter requiring the approval of the Members;
- b. fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- c. appoint additional Directors;
- d. issue debt obligations except as authorized by the Directors;
- e. approve any financial statements;
- f. adopt, amend or repeal a Bylaw; or
- g. establish contributions to be made, or dues to be paid, by Members.



## 11. Finances and Signing Authority

### 11.1 Financial Year End

The financial year of the Corporation ends on the last day of June in each year.

### 11.2 Signing Authority

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Directors or Officers. The Board may from time to time appoint any Officer or any person on behalf of the Corporation, to either sign documents generally or sign specific documents.

## 12. Board Policies

### 12.1 Board Policies

The Board may make policies regarding any matter not inconsistent with the Act and the Bylaws.

## 13. Notice

### 13.1 Method of Notice

A notice given under this Bylaw may be given by telephone, prepaid mail, email, other electronic means, or as otherwise determined by the Board to:

- a. a Member at the Member's latest address as shown in the records of the Corporation; and
- b. a Director at the Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current.

### 13.2 Date of Notice

A notice given under this Bylaw is deemed to have been given to its recipient:

- a. on the day it was e-mailed or otherwise electronically transmitted to the recipient;
- b. on the day it was delivered personally to the recipient; or
- c. on the 5<sup>th</sup> day after it was sent by prepaid mail to the recipient.

### 13.3 Waiver of Notice

Notice may be waived at any time with the consent in writing of the person entitled to the notice.

### 13.4 Error or Omission in Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting will invalidate the meeting or make void anything that occurs at the meeting.

## 14. Borrowing

### 14.1 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge 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, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

## 15. Adoption and Amendment of Bylaws

### 15.1 Amendment of Bylaw

- (1) The Members may from time to time amend this Bylaw by Ordinary Resolution.
- (2) The Board may from time to time amend this Bylaw in accordance with the Act.

### 15.2 Amendments Requiring Special Resolution

If the Members amend the Articles by Special Resolution, this Bylaw shall be deemed to be amended as necessary to conform to the Articles.

ENACTED by the Directors as a Bylaw of the Corporation on \_\_\_\_\_, 2023.

CONFIRMED by the Members as a Bylaw of the Corporation on \_\_\_\_\_, 2023.