

## **BY-LAW NO. 1**

A by-law relating generally to the regulation of the business and affairs of **NURSE PRACTITIONER ASSOCIATION OF MANITOBA INC.**

BE IT AND IT IS HEREBY ENACTED as a by-law of NURSE PRACTITIONER ASSOCIATION OF MANITOBA INC. (hereinafter referred to as the "Corporation") as follows:

### **INTERPRETATION**

1. In this by-law and all other by-laws of the Corporation unless the context otherwise specifies or requires:

- (a) "Act" means The Corporations Act, R.S.M. 1987, c.C225, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (d) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular shall include the plural and the plural shall include the singular; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

### **OBJECTS**

2. Objects The objects of the Corporation shall be:

- (a) to be the primary advocate and promoter of the Nurse Practitioner role and to ensure that the public, decision-makers and stakeholders of Manitoba fully understand and appreciate the value of Nurse Practitioners;

- (b) to support all Nurse Practitioners within the province with mentorship and education opportunities and to provide a forum for Nurse Practitioners to foster and maintain connections important for addressing similar issues and challenges; and
- (c) to develop and promote the unique role of Nurse Practitioners in delivering the highest quality health care to all Manitobans. We achieve our purpose by advocating for Nurse Practitioners, informing stakeholders about the Nurse Practitioner role, and supporting and educating Nurse Practitioners across Manitoba to ensure they have the tools to continue to deliver the highest level of care to the individuals they serve.

### **MEMBERSHIP**

3. Eligibility: Any person who supports the aims and objectives of the Corporation may apply to become a member of the Corporation. The Board shall consider the application for membership and either accept or refuse the applicant, subject to a review by the members at any general meeting of the Corporation. The directors of the Corporation shall be deemed to be members of the Corporation, during their term of office. The fee for membership in the Corporation, for each class of member as hereinafter provided for, shall be such sum each year as may be fixed from time to time by the Board.

4. Classes of Membership: There shall be three classes of membership in the Corporation, namely:

- (a) Active Members;
- (b) Associate Members and
- (c) Student Members.

5. Active Members: Active Members shall be those individuals who are currently registered as Nurse Practitioners in good standing with the College of Registered Nurses of Manitoba (the "College") and have filed an application for such membership with the Corporation and who have been appointed as Active Members by the Board. Active Members shall be entitled to notice of, to attend, and to vote at meetings of the members of the Corporation and they may be required to pay a membership fee or due.

6. Associate Members: Associate Members shall be those individuals who have filed an application for such membership with the Corporation and who have been appointed as Associate Members by the Board. Associate Members shall be entitled to notice of and to attend meetings of the members of the Corporation, but shall not be entitled to vote at such meetings, and they may be required to pay a membership fee or due.

7. Student Members: Student Members shall be those individuals who are currently enrolled in an accredited Nurse Practitioner program approved by the College, who have filed an application for such membership with the Corporation and who have been appointed as Student Members by the Board. Student Members shall be entitled to notice

of, to attend, and to vote at meetings of the members of the Corporation and they may be required to pay a membership fee or due.

8. Termination: Membership in the Corporation may be terminated voluntarily by a member giving written notice of termination to the directors. Membership in the Corporation may also be terminated by a special resolution (2/3 majority) of the members of the Corporation at any general meeting. The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty days after it is due.

9. Annual Meeting: Subject to sections 126 and 127 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Manitoba.

10. Special Meetings: Special meetings of the members may be convened by order of the Chair, the Vice-Chair, the Board, or five (5%) percent or more of the members of the Corporation entitled to vote at such meeting at any date and time and at any place within Manitoba.

11. Notice: A printed, written, typewritten or electronic, including but not limited to an email, notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to vote at such meeting and on each director in the manner specified in paragraph 51 of this by-law, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting. Such notice shall also be given in like manner to the auditor of the Corporation at his or her business address unless the members of the Corporation have not appointed an auditor in accordance with a resolution to that effect pursuant to section 157 of the Act.

12. Waiver of Notice: A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13. Omission of Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members, director or directors or the auditor or accountant of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

14. Votes: Every question submitted to any meeting of members shall be decided in the first instance by a show of hands or by some other method of voting, or combination of methods of voting, as determined by the Board, or a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the chairperson of the meeting

shall not have a second or casting vote in addition to the vote or votes to which they may be otherwise entitled. At any meeting unless a ballot is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

15. Voting: Each Active Member and Student Member of the Corporation shall be entitled to one vote at any meeting of the members of the Corporation and such members may vote by proxy. Such proxy need be a member of the Corporation and shall deposit with the Director of Media and Marketing an appointment in writing of such proxy prior to exercising that proxy.

16. Secret Ballot: A ballot may be demanded either before or after any vote by show of hands, or voting by some other method or combination of methods, by any person entitled to vote at the meeting.

17. Adjournment: The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

18. Quorum: A quorum at any meeting of members (unless a greater number of persons are required to be present by the Act or by the articles or any other by-law) shall be 10% of the members entitled to vote at such meeting, either personally present or represented by proxy, of the Corporation entitled to vote at such meeting. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the opening of a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

19. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 136 of the Act, as valid as if it had been passed at a meeting of the members.

## **DIRECTORS**

20. Number: Subject to the articles of the Corporation, and until changed by special resolution, the management of the business and affairs of the Corporation shall be directed by a board of directors (the "*Board*") consisting of a minimum of 3 and a maximum of 10 directors who shall be residents of Canada.

21. Qualification: No person shall be qualified to be a director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is of unsound mind and has been found so by a court in Canada or elsewhere;
- (c) has the status of bankrupt; and
- (d) is not an Active Member or Student Member of the Corporation in good standing.

22. Term of Office: Subject to this paragraph 22 of this by-law, the articles of the Corporation and to the Act, a director's term of office shall commence at the close of the meeting of members of the Corporation at which he or she is elected and shall terminate at the close of the second annual meeting of members following his or her election or until his or her successor is elected or appointed. Notwithstanding the foregoing, at the first meeting of the members after the Corporation has come into existence, one-half of the directors shall be elected for a term that shall terminate at the close of the next annual meeting of members following such election, and one-half of the directors shall be elected for a term that shall terminate at the close of the second annual meeting of members following such election. No director may hold the office of director for longer than four consecutive terms.

23. Filling Vacancy: Subject to the Act, a quorum of directors may fill a vacancy in the Board and any director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

24. Vacation of Office: The office of a director shall be vacated if :

- (a) the director fails to comply with any requirements of the Act, the Regulations or with any qualification of directors set forth in paragraph 21 of this by-law;
- (b) the director becomes bankrupt;
- (c) the director is found to be a person of unsound mind;
- (d) the director dies or resigns and any resignation shall be effective at the time same is sent in writing to the Corporation or at the time specified in the resignation, whichever is later; or
- (e) if a resolution that requires that director's removal is approved by a majority of the members present at a meeting of members called for that purpose.

25. Nomination: The Board shall, by resolution, establish such policies and procedures as the Board, in its discretion, determines appropriate for the nomination of members of the Board.

26. Election and Removal: Directors shall be elected by the members at meetings of members on a show of hands unless a ballot is demanded, in which case such election shall be by ballot. It is not necessary that all directors elected at a meeting of members hold office for the same term. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following his or her election. The Corporation may, by ordinary resolution passed at a special meeting of members, remove any director or directors from office and a vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

27. Committee of Directors: The directors may appoint from among their number a committee of directors, including, but not limited to, the following committees:

- (a) Media and Marketing Committee;
- (b) Membership and Member Benefits Committee;
- (c) Conference Planning Committee;
- (d) Continuing Education Committee;
- (e) Nurse Practitioner Day Committee;
- (f) Nominations Committee;
- (g) Awards Committee;
- (h) Investment Committee;

and, subject to section 110 of the Act, may delegate to such committee any of the powers of the directors.

### **MEETINGS OF DIRECTORS**

28. Place of Meeting: Meetings of the Board and of the committee of directors (if any) may be held within or outside Manitoba.

29. Notice: A meeting of directors may be convened by the Chair, the Vice-Chair or any three directors at any time and the Director of Media and Marketing, when directed or authorized by any of such officers or any three directors, shall convene a meeting of directors. Subject to subsection (5) of section 109 of the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 51 of this by-law not less than 2 business days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided that a director may in any manner waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the

meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

30. Notice of First Meeting: For the first meeting of the Board to be held immediately following the election of directors by the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

31. Quorum: Two-thirds of directors shall form a quorum for the transaction of business and a quorum of directors may exercise all the powers of directors. No business shall be transacted at a meeting of directors unless a quorum of the board is present.

32. Telephone Participation: A director may, if all the directors of the Corporation consent, participate in a meeting of directors or of the committee of directors (if any) by means of such telephone 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 that meeting.

33. Voting: Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to his or her original vote shall have a second or casting vote.

34. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or the committee of directors (if any) is as valid as if it had been passed at a meeting of the directors or the committee of directors (if any) and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

### **REMUNERATION OF DIRECTORS**

35. The directors may be entitled to any remuneration subject to any policy of the Corporation. The directors shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.

### **SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

36. The Board in its discretion may submit any contract, act or transmission for approval or ratification at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and, subject to the provisions of section 115 of the Act, any such contract, act or transmission that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or by any other by-law) shall be as valid and as binding upon the

Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

37. Conflict of Interest: Without limiting any rights conferred upon directors by section 115 of the Act, no director shall be disqualified by their office from, or vacate their office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a member or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which they are in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to section 115 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. Subject to section 115 of the Act, no director or officer shall be obliged to make any declaration of interest in respect of a contract or proposed contract with the Corporation in which such director or officer is in any way directly or indirectly interested nor shall any director be obliged to refrain from voting in respect of any such contract.

38. Limit of Liability: Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising to the Corporation from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be



employed by or shall perform services for the Corporation otherwise than as a director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of their being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate as the case may be, from receiving proper remuneration for such services.

### **INDEMNITIES TO DIRECTORS AND OFFICERS**

39. Subject to section 119 of the Act, every director and officer of the Corporation and their heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:

- (a) all costs, charges and expenses reasonably incurred by them in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by him or her in respect of the execution of the duties of their office; and
- (b) all other costs, charges and expenses reasonably incurred by them in respect of the affairs of the Corporation.

### **INSURANCE**

40. Subject to any limitation contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

### **OFFICERS**

41. Appointment: The Board shall annually or more often as may be required appoint a Chair, a Vice-Chair, a Director of Finance, and a Director of Media and Marketing and, if deemed advisable, may annually or more often as may be required appoint a Student Liaison, a Director of Membership and Member Benefits, a Director of Continuing Education, a Director of NPAM Conference Committee, Regional Liaisons, and an Executive Director. A director may be appointed to any office of the Corporation and all such officers, except the Executive Director, shall be a member of the Board. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

42. Remuneration and Removal: The remuneration (if any) of any officer appointed by the Board shall be determined from time to time by resolution of the Board. The fact that any employee is a member of the Corporation shall not disqualify him or her from receiving such remuneration as may be determined and is reasonable in the circumstances. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

43. Powers and Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

44. Duties may be delegated: In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board 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.

45. Chair: The Chair shall be elected from amongst the Board, and must be an Active Member, for a two year term, renewable once. The Chair shall, when present, preside at all meetings of the Board and of the members. The Chair shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation and such other duties and powers as the Board may specify.

46. Vice-Chair: The Vice-Chair shall be elected from amongst the Board, and must be an Active Member, for a two year term, renewable once, and who shall perform the duties of the Chair in the absence or inability or unwillingness to act of the Chair. The Vice-Chair shall perform such other duties and powers as the Board may specify.

47. Director of Media and Marketing : The Director of Media and Marketing shall be elected from amongst the Board and shall give or cause to be given notices for all meetings of the Board, the committee of directors (if any) and the members when directed to do so and shall have charge of the minute books of the Corporation and of the records (other than accounting records) referred to in section 20 of the Act. The Director of Media and Marketing shall perform such other duties and powers as the Board may specify, and the Director of Media and Marketing shall keep or cause to be kept records containing:

- (a) a copy of the articles and by-laws of the Corporation and all amendments thereto and a copy of any preliminary memorandum of agreement;
- (b) minutes of meetings and resolutions of members, directors and any committee thereof;
- (c) the names, addresses and other occupations, if any, of all persons who are or have been directors of the Corporation, with the several dates on which each became or ceased to be a director; and
- (d) the names, addresses and other occupations, if any, of all persons who are or have been members of the Corporation.

48. Director of Finance : Subject to the provisions of any resolution of the Board, the Director of Finance shall be elected from amongst the Board and shall have the care and custody of all the funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depository or depositories as the

Board may direct. The Director of Finance shall perform such other duties and powers as the Board may specify.

49. Student Liaison: Subject to the provisions of any resolution of the Board, the Student Liaison may be elected from amongst the Board, and must be a Student Member, and may be responsible for issues particularly relating to Student Members. The Student Liaison shall perform such other duties and powers as the Board may specify.

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

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

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

### **NOTICES**

51. Service: Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any member or director or to the auditor or accountant of the Corporation shall be delivered personally or sent by prepaid mail, facsimile transmissions or other electronic transmission, including email, to any such person at their latest address as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until they inform the Corporation in writing of their new address.

52. Signature on notices: The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten, applied as an electronic signature, or printed or partly written, stamped, typewritten or printed.

### **CHEQUES, DRAFTS AND NOTES**

53. All cheques, drafts or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or

persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

**EXECUTION OF INSTRUMENTS**

54. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) the Chair or Vice-Chair, together with the Director of Media and Marketing or the Director of Finance, or
- (b) any three directors,

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

55. Corporate Seal: The corporate seal (if any) of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board, but any such contract, document or instrument is not invalid merely because the corporate seal (if any) of the Corporation is not affixed thereto.

**REGISTERED OFFICE**

56. The registered office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the directors may from time to time decide.

**FINANCIAL YEAR**

57. The financial year of the Corporation shall terminate on such date in each year as the directors may from time to time by resolution determine.

**DONE, PASSED and ENACTED** as of the      day of      , 2017.

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President

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Secretary

## **BY-LAW NO. 2**

A By-Law respecting the borrowing of money by **NURSE PRACTITIONER ASSOCIATION OF MANITOBA INC.**

BE IT AND IT IS HEREBY ENACTED as a by-law of NURSE PRACTITIONER ASSOCIATION OF MANITOBA INC. (hereinafter referred to as the "Corporation") as follows:

1. The directors may and they are hereby authorized from time to time to:
  - (a) Borrow money upon the credit of the Corporation, and limit or increase the amount to be borrowed;
  - (b) Issue bonds, debentures, debenture stock or other securities of the Corporation;
  - (c) Pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such prices as may be deemed expedient;
  - (d) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
  - (e) Guarantee the repayment of the debts, obligations and liabilities of any other person;
  - (f) Give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation to secure such director or other person against loss by giving him a mortgage or charge upon the whole or any part of the real or personal property of the Corporation by way of security;
  - (g) Authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid;
  
2. The directors may from time to time by resolution delegate to the Chair and the Director of Media and Marketing or to any two officers of the Corporation (including the Chair or the Director of Media and Marketing) all or any of the powers conferred on the directors by paragraph 1 of this By-Law to the full extent thereof or such lesser extent as the directors may in such resolution provide.

3. 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 Corporation possessed by its directors or officers independently of a borrowing By-Law.

**DONE, PASSED and ENACTED** as of the      day of                      , 2017.

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President

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Secretary