
BY-LAW NO. 2

A By-law relating generally to the conduct of the activities and affairs of the

Bereavement Authority of Ontario (BAO)

(Revised September 2016)

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BY-LAW NO. 2
(being an amended and restated general by-law of the
BEREAVEMENT AUTHORITY OF ONTARIO)

ARTICLE ONE: DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law and all other By-laws and Special Resolutions of the BAO, unless the context specifically requires otherwise:

- (a) “**Act**” means the *Funeral, Burial and Cremation Services Act, S.O. 2002, c. 33* including the Regulations made pursuant to the Act, as amended, restated or in effect from time to time;
- (b) “**Administrative Agreement**” means the agreement so titled and entered into between Her Majesty the Queen in right of Ontario as represented by the Minister and the BAO as amended or replaced from time to time;
- (c) “**Advisory Committees**” means the three committees of the Board described in Section 4.8 below;
- (d) “**Appointed Director**” means a director on the Board appointed by the Minister pursuant to SCSAA; and “**Appointed Directors**” means all such persons;
- (e) “**BAO**” means the corporation incorporated by Letters Patent dated July 24, 2014 under the Corporations Act with the Ontario Corporation number 1917584;
- (f) “**Board**” means the Board of Directors of the BAO;
- (g) “**By-law**” means any By-law of the BAO and any other By-law of the BAO, from time to time, in force and effect;
- (h) “**CEO**” means the Chief Executive Officer of the BAO;
- (i) “**Chair**” means the Chair of the BAO Board;
- (j) “**Corporations Act**” means the *Corporations Act, R.S.O. 1990, c. C.38* and its associated regulations, as amended or replaced from time to time;
- (k) “**Directors**” means all the Appointed Directors and Elected Directors and “**Director**” means any of them;
- (l) “**Elected Director**” means a director on the Board named in the Letters Patent or elected into office by the Members of the BAO; and “**Elected Directors**” means all such persons currently serving as such;
- (m) “**Letters Patent**” mean the Letters Patent described under the definition above of BAO;
- (n) “**Member**” means a person who is a Director on the Board and admitted by the Board as a member of the BAO and “**Members**” means all such persons;

- (o) “**Minister**” means the Minister of Government and Consumer Services or such other member of the Executive Council to whom responsibility for this Act is assigned or transferred under the *Executive Council Act*;
- (p) “**Registrar**” means the person appointed as registrar under subsection 3(1) of the Act;
- (q) “Resolution” means either an Ordinary Resolution or Special Resolution as the context requires;
- (r) “**SCSAA**” means the *Safety and Consumer Statutes Administration Act, 1996* and its associated regulations, as amended from time to time;
- (s) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty (50) per cent plus one (1) of the votes cast on that resolution;
- (t) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of Members of the BAO duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such a meeting.

1.2 Interpretation

This By-law, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Corporations Act shall have the meanings given to such terms in the Corporations Act;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, joint ventures, unincorporated organizations and any number of aggregate persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE TWO: OBJECTS

2.1 Objects of the BAO

The BAO shall be carried on without purpose of gain for its Members, and all profits or other accretions shall be used in promoting its objects. The objects of the BAO are set out in its Letters Patent.

ARTICLE THREE: HEAD OFFICE AND OPERATIONS

3.1 Acquire or Lease Premises

The Chair, with the approval of the Board, may acquire or lease office premises as are reasonably necessary in order to administer the affairs of the BAO.

3.2 Location of Head Office

The head office of the BAO shall be located at such a place in Ontario as the Board shall from time to time determine.

3.3 Responsibility of Head and Satellite Offices

The establishment and operation of a head office for the BAO and satellite offices shall be the responsibility of the Board.

3.4 Corporate Seal

The BAO may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Registrar or CEO of the BAO shall be the custodian of the corporate seal.

ARTICLE FOUR: DIRECTORS

4.1 Duties and Number of Board Members

Board

The Board shall manage or supervise the management of the affairs of the BAO. The Board shall, among other things, ensure the performance by the BAO of its obligations under each of the SCSAA, the Act, and the *Corporations Act*, the Administrative Agreement and all applicable laws. The Board shall consist of ten (10) Directors but may be changed to such other number as approved by Special Resolution. The Board shall select and appoint from among their numbers a Chair with such duties as the Board assigns to the Chair.

As per the SCSAA, Appointed Directors shall not constitute a majority of the Directors on the Board.

4.2 Composition of the Board of Directors

The Board will be comprised of the following Directors:

- (a) Four (4) Elected Directors who are individuals selected based on their skills and governance experience as determined by the Nominating Committee using a skills matrix approved by the Board. These individuals can have no direct interest in the bereavement sector.
- (b) Three (3) Appointed Directors who are individuals selected and appointed by the Minister;

- (c) Three (3) Elected Directors who are also the chairs of the three (3) Advisory Committees.

4.3 Terms of Office of Directors (Staggered Terms)

At the first election of Directors (“**initial term**”) following the approval of this By-law the four (4) Elected Directors described in Section 4.2(a) above shall be elected on a staggered basis respecting their terms as Directors as follows:

- (a) two (2) of the Elected Directors described in Section 4.2(a) above will be elected for three (3) year terms;
- (b) one (1) of the Elected Directors described in Section 4.2(a) above will be elected for a two (2) year term; and
- (c) one (1) of the Elected Directors described in Section 4.2(a) above will be elected for a one (1) year term.

The Nominating Committee will review and make recommendations to the Board and Members as to which person fills which term as set out above. The Members will elect persons in accordance with the staggered terms above.

Elected Directors described in Section 4.2(a) may be re-elected for an additional term on the expiration of their initial term up to a maximum of six (6) years’ service (including the initial term), after which they will not be eligible to serve for a further term.

The Appointed Directors will be appointed for terms to be determined by the Minister and appointed pursuant to the Minister’s powers under SCSAA. The Minister may renew such appointments at his or her pleasure.

The Elected Directors referred to in Section 4.2(c), above, may be re-elected for an additional term on the expiration of their initial term up to a maximum of three (3) years’ service (including the initial term), after which they will not be eligible to serve for a further term.

4.4 Vacancies

The office of a Director shall automatically be vacated if:

- (a) the Director becomes bankrupt or suspends payment of debts generally or compromises with creditors or makes an authorized assignment or is declared insolvent;
- (b) the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (c) the Director by notice in writing to the BAO resigns from the Board, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- (d) the Director dies;

- (e) in the reasonable opinion of the Board, expressed by Ordinary Resolution, the Elected Director consistently fails to perform the duties reasonably required of an Elected Director;
- (f) the Appointed Director ceases to hold office upon receipt by BAO of a notice from the Minister that such person has ceased to be an Appointed Director; or
- (g) a Members' resolution to remove an Elected Director, referred to in Section 4.2(a) or 4.2(c), before the expiration of the elected Director's term of office is passed by at least two-thirds (2/3) of the votes cast at the Members' meeting.

4.5 Filling Vacancies

A vacancy related to an Elected Director during the term of such Director shall be filled by the Board until the expiry of the term of the Elected Director originally elected by the Members. The replacement will be designated at a time deemed appropriate by the Board.

4.6 Executive Committee

If the Board so chooses, the Board may establish an Executive Committee to provide counsel and guidance to the BAO, its Chair, and the CEO at such times as the Board is not in session, but at all times in a manner consistent with the Board's policies and practices.

It shall be comprised of such Directors, one of which must be the Chair, as the Board may from time to time determine, provided that there will never be fewer than three (3) Directors on the Executive Committee. The Board may delegate to the Executive Committee any of the powers of the Board, subject to restrictions, if any, contained in the By-laws or imposed from time to time by the Board and provided that any such delegation is in compliance with the Act.

Subject to the By-laws and any Ordinary Resolution of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the Act, the provisions of Article Five hereof as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the Executive Committee.

Any Executive Committee members may be removed as a member of the Executive Committee by Ordinary Resolution by the Board's Directors.

The Board shall by Ordinary Resolution establish the number of Executive Committee members required for a quorum for the transaction of business by the Executive Committee, the minimum number of which shall be two (2) Executive Committee members.

Each member of the Executive Committee shall have one (1) vote.

The Executive Committee shall report to the Board at its next following meeting all actions taken by the Executive Committee in the name of the BAO since the Board last met.

4.7 Standing Committees

The Board may by Ordinary Resolution from time to time establish and appoint any standing committees with such powers as the Board shall see fit. Unless the Board provides otherwise, the procedures of the Board shall apply for all standing committees other than the Executive Committee. Subject to the By-laws and any resolution of the Board, the standing committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit, and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the Act, the provisions of Article Five hereof as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the standing committees.

The Board of Directors, by Ordinary Resolution may remove any standing committee member as a member of the standing committee. The Board shall by Ordinary Resolution establish the number of standing committee members required for a quorum for the transaction of business by the standing committee, the minimum number of which shall be two (2) standing committee members.

Each member of the standing committee shall have one (1) vote.

4.8 Advisory Committees of the Board of Directors

- (a) The Board will appoint three stakeholder Advisory Committees consisting of members that reflect the views and concerns of stakeholders in:
 - (i) funeral and transfer services;
 - (ii) cemeteries, crematoria and municipalities; and
 - (iii) faith-based groups.

Accordingly, the three stakeholder Advisory Committees will be named:

- A. Funeral and Transfer Services Advisory Committee,
 - B. Cemetery, Crematorium and Municipal Advisory Committee, and
 - C. Faith-Based Advisory Committee.
- (b) The Advisory Committees will provide advice to the Registrar and the Board on sector issues and matters of faith as they relate to funeral and transfer services or cemeteries and crematoriums.
 - (c) The Board will, by Ordinary Resolution, approve the terms of reference for each of the Advisory Committees.
 - (d) The chair of each Advisory Committee will be appointed by Ordinary resolution of the Board.
 - (e) The chair of each Advisory Committee shall be appointed for a one-year term but may be re-appointed for another term by the Board on the expiration of his or her initial term to a maximum of three (3) years' service (including the initial term)..

- (f) The chair of each Advisory Committee (while serving as chair) will also serve as an Elected Director on the Board and report recommendations of his or her Advisory Committee to the Board and the Registrar. On ceasing to be chair of an Advisory Committee, the person will also cease to be a Director.

4.9 Audit and Risk Standing Committee

The Board shall establish an Audit and Risk Standing Committee. The Board shall appoint a minimum of three (3) members to the Audit and Risk Standing Committee. One of these Directors will be designated as the chair of the Audit and Risk Standing Committee. The Audit and Risk Standing Committee will report to the Board on the results of the audit and the integrity of the Board's financial procedures and on enterprise risk assessment and management processes, including financial risk. The Board shall establish terms of reference for how the Audit and Risk Standing Committee will function consistent with the Act and such other matters as determined by the Board.

4.10 Nominating Committee

The Board shall establish a Nominating Committee. The Board shall appoint at least three (3) of the Directors to the Nominating Committee. One of those Directors will be designated chair of the Nominating Committee. The Board shall establish terms of reference for how the Nominating Committee will be otherwise constituted, how they will search for and recommend people to be considered for the Board and such other matters as determined by the Board. The Nominating Committee shall annually conduct searches for and make recommendations to the Board for people to be considered for election by the Members to the Board for such positions as are to be filled each year.

4.11 Compensation Fund Committee

The Board shall establish and maintain a Compensation Fund Committee in accordance with the Act. The Board shall appoint at least three (3) of the Directors to the Compensation Fund Committee. The Board shall establish terms of reference for how the Compensation Fund Committee will function consistent with the Act and such other matters as determined by the Board.

4.12 Other Committees, Task Forces and Individuals

The Board may by Ordinary Resolution appoint any special committees, ad hoc committees, or individuals with a specific purpose and limited duration; or any such committees, task forces or individuals that will serve in an advisory capacity as the Board deems necessary or appropriate for such purposes, with terms of reference to be developed by the Board.

4.13 Director Remuneration

The remuneration of Directors of the Board will be determined by the Members in accordance with the Administrative Agreement and will be in the spirit of current directives or guidelines applicable to Ontario Public Service Agencies, Boards or Commissions.

4.14 Director Expense Reimbursement

The Directors and officers shall be entitled to be paid their travel and other reasonable out-of-pocket expenses properly incurred by them in the performance of their duties in connection with the affairs of the BAO and in accordance with the Administrative Agreement in place between the Minister and the BAO.

ARTICLE FIVE: MEETINGS OF DIRECTORS

5.1 Directors Meetings

Meetings of the Board may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) written notice of such meeting shall be given, other than by posted mail, to each Director, unless all Directors waive notice of a meeting in writing. This would include but would not be limited to e-mail as a means of notice. Notice by posted mail shall be sent at least ten (10) days prior to the meeting. Section 16.1 of this By-law contains further details on service of notice.

There shall be at least four (4) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the BAO shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

If the majority of the Directors of the BAO consent thereto, generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee or task force of the Board by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting equal access and ability to communicate to and to hear each other. A Director who is participating in such a meeting by such means is deemed to be present at the meeting. The Directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

5.2 Calling Meetings

- (a) The Chair may call meetings of the Board;
- (b) The Secretary of the Board shall call a meeting of the Board if one-third (1/3) of the Directors of the Board so request it in writing;
- (c) Any two (2) Directors may call a meeting of the Board of Directors; and
- (d) Notice requirements will be the same as for regular meetings.

5.3 Adjournment

Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the Directors or upon his/her own motion, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given to the attending Directors if the time and place of the adjourned meeting is announced at the original meeting. Any Directors not in attendance at the original meeting will receive notice as required under section 5.1. Any

adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any Ordinary Resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.5 Quorum

A majority of the number of Directors required to be on the Board constitutes a quorum. A quorum of Directors at a duly called meeting of the Board may exercise all the powers of the Board.

5.6 Voting

Each Director, including the Chair, is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall not have a casting or deciding vote. If the Chair is not present at a meeting of the Board, then the Director who is acting as chairperson of that meeting shall continue to have the authority to exercise one (1) vote.

5.7 Non-Directors Attendance at Board Meetings

With the consent of the Chair, observers may be invited to attend Board meetings and the Registrar and CEO may attend Board meetings as an advisor unless the subject matter before the Board relates specifically to them. Observers attending a Board meeting must sign confidentiality agreements or declarations prior to the start of the meeting. The Chair may require that any observers recuse themselves from any meeting of the Board in whole or in part when the Board meets in camera.

5.8 Transacting Business by Written Resolution

In lieu of a meeting of the Board, the Board may transact certain of its affairs as determined by the Board by consenting to a written resolution which is then signed by all Directors in one or more counterparts. Such written resolutions will be kept in a minute book for the BAO, together with all minutes of meetings of the Board and the Members.

ARTICLE SIX: MEMBERS

6.1 Members

Membership in the BAO shall consist of the persons who become or are about to become Directors of the BAO from time to time while they serve as Directors or who have been accepted into membership in the BAO by Ordinary Resolution of the Board.

6.2 Membership

A membership in the BAO is not transferable and automatically terminates if the Member resigns, ceases to be a Director or such membership is otherwise terminated in accordance with the Corporations Act.

ARTICLE SEVEN: MEMBERS' MEETINGS

7.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act and the Administrative Agreement, so that such item of new business can be included in the notice of annual meeting.

7.2 Special Meetings of Members

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty (20) per cent of the Members for any purpose connected with the affairs of the BAO that does not fall within the exceptions listed in

the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Other meetings of the Members may be convened by order of the Chair or by the Board at any date and time and at any place within Ontario. The Board shall call a special meeting of Members on written requisition of not less than three (3) Members. Where special business is to be transacted at a meeting, the notice of meeting should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. No error or omission in giving notice of any general or special meeting or any adjourned meeting of the Members of the BAO shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

7.3 Notice

Subject to the Act and the Administrative Agreement, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

7.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. 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.

7.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair.

7.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time 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 (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.8 Persons Entitled to Be Present

Subject to the Administrative Agreement, the only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the BAO and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

ARTICLE EIGHT: POWERS OF DIRECTORS

8.1 Administer Affairs

The Board shall manage or supervise the management of the affairs of the BAO.

8.2 Board's Mandate

Without limiting the generality of Article 8.1, but, subject to any limitations in the SCSAA, the Administrative Agreement, the Act or the Corporations Act, the Board shall be entitled to:

- (a) set operational policy for the BAO or as appropriate delegate policy making to the Registrar or CEO;
- (b) raise, invest and expend the BAO's funds; and
- (c) represent the BAO in its dealings with government, or regulatory agencies, corporations, companies, associations or persons, the media; and the public.

8.3 Election, Term and Duties of the Chair

The Chair will be elected on an annual basis from among the current Directors. The election of the Chair shall occur during the first meeting of the Board following the annual general meeting of the Members and shall be for a term of one (1) year; additional terms can be served to a

maximum of two (2) years (including the initial term), except under exceptional circumstances as determined by the Board.

The duties of the Chair shall include, but not be limited to, ensuring that the objects of the BAO are fulfilled, and that policies, priorities and goals, as established by the Board, are attended to in accordance with the By-laws of the BAO. The Chair is the principal spokesperson for the Board and the BAO. The Chair shall be the officer to whom the Registrar and CEO report on matters arising between meetings of the Board. The Chair shall provide to the Registrar or CEO such direction as may be required at such times, provided that such direction is consistent with the policies and practices as established by the Board and in accordance with the Act and the Administrative Agreement. The Chair shall, when present, preside at all meetings of the Board. The Chair or any two (2) other Directors shall sign all instruments that require his or her signature on behalf of the BAO, and shall attend to such duties and responsibilities as may be assigned to him/her by the Board from time to time.

8.4 Election, Term and Duties of the Vice-Chair

The Vice-Chair, if one is appointed, may be elected from among the current Directors in order to fill in for the Chair during temporary absences. If the Chair is absent or unable or refuses to act, the Vice-Chair of the Board, if any, shall when present, preside at all meetings of the Board. The election of the Vice-Chair shall occur during the first Board meeting following the annual general meeting and shall be for a term of one (1) year; additional terms can be served to a maximum of two (2) years (including the initial term), except under exceptional circumstances as determined by the board.

8.5 Corporate Expenditures

The Board shall have the power to authorize expenditures on behalf of the BAO for the purpose of furthering the objects of the BAO.

Without limiting the authority of the Board, the Board may delegate, by Ordinary Resolution, to an officer or officers of the BAO, the right to employ and pay salaries to employees of the BAO or to authorize such other expenditures as may be approved by the Board.

8.6 Borrowing Power

The Board of the BAO may from time to time:

- (a) borrow money on the credit of the BAO;
- (b) limit or increase the amounts to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the BAO;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the BAO, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the BAO; and

- (e) delegate the powers conferred on the Directors under this paragraph to such officer or officers of the BAO and to such extent and in such manner as the Directors shall determine.

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 BAO possessed by its Directors or officers independently of this By-law.

8.7 Agents and Employees

The Board may assign to the Registrar or the CEO the power to appoint such agents and engage such employees as he or she shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Registrar or CEO at the time of such appointment. The remuneration and terms of employment of all agents and employees shall, subject to the other provisions of the By-laws, be fixed by the Registrar or CEO.

ARTICLE NINE: OFFICERS

9.1 Appointment

The Board may appoint a Chair, Vice-Chair, CEO, President, Secretary and such other officers as it may require, and may by Ordinary Resolution appoint a Vice-Chair and may, if necessary, revoke such appointments. Except for the Chair, President, Vice-Chair, and the Secretary, no other officers shall be a Director or member of the BAO. 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 and may revoke such appointments. The duties of the officers shall include the following and such other duties as may be assigned by Ordinary Resolution by the Board.

9.2 Duties of the Registrar

The Board may appoint the Registrar for a term to be determined by an Ordinary Resolution approved by the majority of the Board.

The Registrar shall exercise the powers and perform the duties imposed on him or her under the Act.

The BAO acknowledges that the Registrar, and other persons exercising statutory and regulatory duties, require independent decision-making and, for that purpose, the BAO agrees that the Board and the Chair shall not interfere with the independent exercise of these statutory functions, but reserves the right to review how those functions are carried out, consistent with its duty to supervise the management of the affairs of the BAO and ensure it is consistent with the BAO's statutory mandate and objects.

9.3 Duties of the CEO

The CEO is the chief executive officer of the BAO and shall be responsible for implementing the strategic plans and policies of the BAO and oversight of day to day operations of the BAO. The CEO shall, subject to the authority of the Board, have general supervision of the activities and

affairs of the BAO. For clarity, the foregoing excludes the statutory duties assigned to the Registrar under the Act.

9.4 Duties of the Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board or committees of Directors, if any, and Members when directed to do so and shall have responsibility for the minute books of the BAO and of the documents and registers as well as other such duties as may be determined by the Board.

9.5 Duties of the President

The person serving as Chair shall also be appointed President to comply with the Corporations Act. The Board may assign such additional duties to the President from time to time by Ordinary Resolution as the Board may determine.

9.6 Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Chair of the BAO or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer's removal, or that officer's death.

If the office of any officer of the BAO shall be or become vacant, during the term of that officer's appointment, the Directors may, by Ordinary Resolution, in accordance with the requirements of the Act, appoint a person to fill such vacancy for the duration of the term.

9.7 Removal of Officers

Any officer shall be subject to removal by Ordinary Resolution by the Board at any time, with or without cause.

9.8 Duties of Officers May Be Delegated

In case of the absence or inability to act of any officer of the BAO or for any other reason that the Board may deem sufficient, the Board may authorize the delegation of all or any of the powers of any such officer to any other officer or to any Director for such time as the Board may determine.

9.9 Powers

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.

ARTICLE TEN: STATUTORY DIRECTOR

10.1 Statutory Director

Pursuant to subsection 9(1) of SCSAA, the BAO has been granted the ability to appoint a Director under the Act ("**Statutory Director**").

The Statutory Director is appointed by the Board in accordance with the Act and the Administrative Agreement. If the Statutory Director selected by the Board is also a Director of the Board, the BAO shall adopt a guideline regarding potential conflicts of interest arising from concurrently serving as Board Director and Statutory Director. Such guideline will remain in full force and effect until amended by further Ordinary Resolution of the Board.

ARTICLE ELEVEN: PROTECTIONS FOR DIRECTORS AND OFFICERS

11.1 For the Protection of Directors and Officers

Except as otherwise provided in the Corporations Act, no Director or officer of the BAO shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or officer or employee; or
- (b) any loss, damage or expense incurred by the BAO through the insufficiency or deficiency of title to any property acquired by the BAO or for or on behalf of the BAO; or
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the BAO shall be placed out or invested; or
- (d) any loss or damage arising from the tortious act of any person or corporation including any person or corporation with whom or with which any monies, securities or effects shall be lodged or deposited; or
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings by others with any moneys, securities or other assets belonging to the BAO; or
- (f) any other loss, damage or misfortune that may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto

unless the same shall happen by or through the Director's or officer's own dishonesty, negligence or wilful misconduct.

11.2 Indemnities to Directors and Officers

Every Director or officer of the BAO and their heirs and legal personal representatives shall be indemnified and saved harmless against and from any losses, costs, damages, expenses and liabilities of whatsoever kind, including amounts paid to settle an action or to satisfy a judgment and including all legal fees and other expenses (a "claim" or collectively, the "claims") which the

Director or officer may sustain or become the subject to by reason of being or having been a Director or officer of the BAO, but this indemnity does not apply with respect to claims:

- (a) arising from any circumstances for which coverage is provided under an insurance policy or claims fund to the extent that the Director or officer is indemnified or covered under such policy or fund;
- (b) arising out of circumstances in which the Director or officer did not act in the performance or intended performance of the Director's or officer's duties as a Director or officer of the BAO; or
- (c) brought about or contributed to by the Director's or officer's dishonesty, negligence or wilful misconduct if a judgment or other final adjudication adverse to the Director or officer which establishes that there was dishonesty, negligence or wilful misconduct on the Director's or officer's part which was material to the cause of action as adjudicated.

11.3 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the BAO shall make the disclosure as required by the Act, the Code of Ethics or any applicable laws. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

ARTICLE TWELVE: CODE OF ETHICS

12.1 Requirement for a Code of Ethics

The BAO intends to establish a code of ethics with the approval of the Minister. The code will include rules respecting conflicts of interest, political activity and disclosure of wrongdoing.

The BAO shall ensure that the code is complied with by every Director and officer of the BAO and every other person employed, retained or appointed by the BAO.

The BAO shall ensure that the code of ethics is made available for public inspection.

ARTICLE THIRTEEN: CUSTODY AND VOTING SHARES AND SECURITIES

13.1 Custody of Securities

All shares and securities owned by the BAO shall be lodged (in the name of the BAO) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by Ordinary Resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board. Any such custody of securities for the benefit of the BAO must be made through a Canadian bank.

All share certificates, bonds, debentures, notes or other obligations belonging to the BAO may be issued or held in the name of a nominee or nominees of the BAO (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the

right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE FOURTEEN: EXECUTION OF INSTRUMENTS

14.1 Execution of Instruments

Contracts, documents or any instruments in writing, requiring the signature of the BAO may be signed by any two (2) Directors and all contracts, documents and instruments in writing so signed shall be binding upon the BAO without any further authorization or formality. The Board shall have power from time to time by Ordinary Resolution to also delegate these powers to one (1) Director and the Registrar or CEO or appoint any officer or officers or any person or persons on behalf of the BAO to either sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

ARTICLE FIFTEEN: CHEQUES, DRAFTS, NOTES, ETC.

15.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the BAO and in such manner as the Board may from time to time designate by Ordinary Resolution.

ARTICLE SIXTEEN: NOTICES

16.1 Service

Unless provided otherwise in the By-laws, any notice or other document required by the Act, the Regulations or the By-laws to be sent to any Director or to the auditor shall be delivered personally or sent by prepaid mail or by electronic mail or facsimile to any such Director at their latest address as shown in the records of the BAO and to the auditor at its business address, or if no address be given therein then to the last address of such Director known to the Secretary or by such other methods of service as the Board may by Ordinary Resolution direct, 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 or corporation entitled thereto, which consent may be sent to the BAO by electronic mail or facsimile.

16.2 Signature to Notices

The signature of any Director or officer of the BAO to any notice or document to be given by the BAO may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

16.3 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws of the BAO, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

16.4 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in 16.1 of this By-law and put into a post office or into a letter box. With respect to every notice or other document sent electronically or by electronic mail or facsimile or by such other methods of service as the Board may by Ordinary Resolution direct, it shall be sufficient to prove that such notice was sent from the BAO. A certificate of an officer of the BAO, indicating that the envelope or notice of transmission or receipt was properly addressed shall be conclusive evidence of the delivery thereof and shall be binding on every Director, officer or auditor of the BAO as the case may be.

ARTICLE SEVENTEEN: POLICIES

17.1 Policies

The Board may by Ordinary Resolution make or prescribe such policies or rules consistent with its By-laws or applicable law or the Administrative Agreement relating to the management and operation of the BAO and such other matters as in any way relate to the BAO, its objects or the conduct of its affairs.

ARTICLE EIGHTEEN: BY-LAWS AND RESOLUTIONS

18.1 By-laws and Resolutions

- (a) Subject to the Corporations Act, the Administrative Agreement and applicable law, the Board may from time to time enact By-laws relating in any way to the management of the BAO and for the conduct and administration of the BAO's affairs.
- (b) The Board shall also make a By-law or resolution regarding who can serve as Directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected. This By-law or resolution must have the approval of the Minister in writing and any change thereto or repeal thereof shall also require the approval of the Minister.
- (c) No By-law shall be effective until approved or confirmed by two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering same.

18.2 Available to the Public

The BAO shall make the By-laws available for public inspection within thirty (30) days after they are made by the Board and shall post all such By-laws on the BAO website.

18.3 Amendment

The Board may, by Ordinary Resolution and with any required Member approval, make, amend or repeal any By-laws that regulate the activities or affairs of the BAO. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board.

ARTICLE NINETEEN: AUDITORS

19.1 Auditors

The Members shall at each annual meeting of Members appoint an auditor to audit the accounts of the BAO who shall hold office until the next following annual meeting, provided, however, that the Members may fill any casual vacancy in the office of the auditor. Regardless of the length of the term of appointment, the Members will continue to have the authority to change and/or renew the auditor on a yearly basis. The maximum period for a firm to be appointed and re-appointed by the BAO as its auditor is ten (10) years. The appointed auditor shall provide a report to the Directors on the audited accounts of the BAO at a time determined by the Board, to be reviewed and approved by the Board prior to its inclusion in the Annual Report which is to be made public at the next annual meeting of Members following the auditor's appointment. The remuneration of the auditor shall be fixed by the Board of Directors at each annual meeting.

ARTICLE TWENTY: FINANCIAL YEAR

20.1 Financial Year

The financial year of the BAO shall terminate on the 31st day of March in each year or on such other date as the Directors may from time to time by Ordinary resolution determine.

ARTICLE TWENTY-ONE: GENERAL

21.1 By-law Comes into Force and Repeal of By-Law No. 1

This By-law shall come into force following approval by a majority of the Board and approved or confirmed by two-thirds (2/3) of the Members on a date to be selected by them. Upon the coming into force of this By-Law No. 2, By-Law No. 1 is repealed.

21.2 Giving of Notice

No error or omission in the giving of notice to any person entitled thereto, and no non-receipt of such notice, shall invalidate any decision taken or resolution passed thereat.

21.3 By-law Interpreted according to the Laws of Ontario

This By-law shall be interpreted according to the laws of the Province of Ontario.

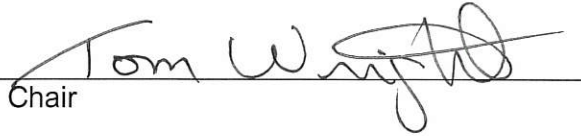
21.4 Presumptions in By-law

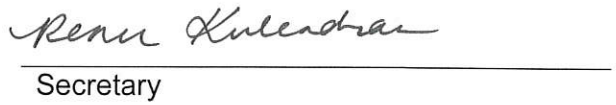
Where appropriate in the circumstances, this By-law may be read with changes of gender or number presumed, unless such presumption patently changes the intended meaning of the By-law.

21.5 Ultra-Vires or Illegality

If any provision of this By-law is determined to be ultra vires or illegal, such finding shall not affect the balance of this By-law.

Dated this 28 day of October, 2016.


Chair


Secretary