

BY-LAW NO. 1

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

**CANADIAN SPINAL CORD INJURY
REHABILITATION ASSOCIATION (CSCI-RA)**

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Articles**” has the meaning given to that term in the Act;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- (e) [**“Chair”**] means the chair of the Corporation;
- (f) “**Corporation**” means CANADIAN SPINAL CORD INJURY REHABILITATION ASSOCIATION (CSCI-RA);
- (g) “**Director**” means any individual who, from time to time, has been elected to serve on the Board;
- (h) [**“Executive Manager”**] means the executive manager of the Corporation;
- (i) “**Member**” means any of the individuals who are admitted as members of the Corporation in accordance with the By-laws;
- (j) “**Officer**” means any of the individuals who are appointed as officers of the Corporation in accordance with the By-laws;
- (k) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (l) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (m) [**“Treasurer”**] means the treasurer of the Corporation; and
- (n) [**“Vice-Chair”**] means the vice-chair of the Corporation.

[NTD: All Officer positions to be confirmed.]

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa* and words importing the masculine gender include the feminine and neuter genders;
- (b) the words “includes” or “including” as used in the By-laws mean includes or including without limitation;
- (c) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Corporation 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 Executive Manager of the Corporation shall be the custodian of the corporate seal.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Kingston, in the Province of Ontario.

2.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be [December 31st].

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Corporation, shall be signed by any [two (2) of its Officers or Directors or by any one (1) Officer together with a Director] and all contracts, documents and instruments in writing so signed shall be

binding upon the Corporation without any further authorization or formality. Notwithstanding the foregoing, the Executive Manager is authorized to sign contracts, documents or any instruments in writing in the usual and ordinary course of carrying out the activities and affairs of the Corporation, and all contracts, documents or 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 individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 3 MEMBERSHIP

3.1 Membership

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to the Directors in office from time to time. The Directors shall automatically become Members upon being elected as Directors and shall automatically cease to be Members when they cease to be Directors. Subject to the provisions of this By-law, each Director shall remain a Member until the close of the annual meeting at which the Members elect the Directors. At the close of such meeting, each Member who has not been re-elected as a Director shall automatically cease to be a Member.

3.2 Removal of Members

A membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) a Member fails to maintain any qualifications for membership described in Section 3.1 of these By-laws;
- (c) the Member resigns by delivering a written resignation to the Executive Manager of the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
- (d) the Corporation is liquidated or dissolved under the Act.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors in accordance with Section 5.3(a);
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

4.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

4.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

4.4 Meeting by Electronic Means, etc.

- (a) Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.
- (b) Without limiting subsection (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic,

electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- (a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

4.6 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The Chair, the Vice-Chair, the Treasurer, the Executive Manager, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.7 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

4.8 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member 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.

4.9 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the Chair, Vice-Chair, the Treasurer, the Executive Manager and the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

4.10 Quorum

The holders of a majority of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

4.11 Manner of Voting

- (a) Each Member is entitled to one (1) vote at a meeting of Members.
- (b) At all meetings of Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act.
- (c) If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose.

4.12 Resolution in lieu of Meeting

Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers of the Board

- (a) The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

- (b) Without limiting the generality of the foregoing, the Board may:
- (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, 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.

The Board may, by resolution, delegate the powers referred to in this subsection 5.1(b) to a Director, a committee of Directors or an Officer.

5.2 Composition

The Board shall consist of a minimum of one (1) Director and a maximum of (10) Directors, elected as described in Section 5.3. The number of Directors shall be determined from time to time by resolution of the Members.

5.3 Election and Term

- (a) The Members shall elect or re-elect the Directors at annual meetings of the Corporation.
- (b) The terms of office of Directors shall be up to **[two (2) years]**.
- (c) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than **[six (6) years]** unless otherwise determined by the Board in exceptional circumstances.

5.4 Removal of Directors

The office of Director shall be automatically vacated:

- (a) if a Director shall resign pursuant to Section 5.5;
- (b) if the Director has been declared incapable by a court in Canada or in another country;
- (c) if the Director has the status of a bankrupt;
- (d) on the Director's death;
- (e) if the Director ceases to be a Member; or
- (f) if a Director is, for any reason other than those described above in this Section 5.4, removed from office for cause by Ordinary Resolution.

5.5 Resignation

The office of a Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.6 Vacancies

- (a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
 - (i) a failure to elect the minimum number of Directors provided for in the Articles; or
 - (ii) an increase in the minimum or maximum number of Directors provided for in the Articles.
- (b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in subsection 5.6(a), the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (c) A Director appointed under Section 5.6 will only hold office for the unexpired term of their predecessor. For greater certainty, the time period in which a Director is filling a vacancy under this Section 5.6 shall not be counted as a term in office for purposes of Section 5.3(c).

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 11.2 to each Director not less than [seven (7)] days before the time when the meeting is to be held, but if the Chair considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephonic, electronic or other communication facility no less than [twenty-four (24)] hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that 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. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

6.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

6.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

6.4 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Section 6.8, [the Chair or any two (2) Directors] may, at any time, call a meeting of the Board for the transaction of any business.

6.5 Quorum

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

6.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

6.7 Remuneration and Expenses

[The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.]

6.8 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least [two (2)] times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

6.9 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

6.10 Minutes

The Board shall see that all minutes of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 7 COMMITTEES AND ADVISORY BODIES

7.1 Committees of the Board

The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

7.2 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

7.3 Procedure

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

ARTICLE 8 OFFICERS

8.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 8, as well any other officers as the Board may determine. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws. [NTD: Titles and duties of Officers to be confirmed/revised.]

8.2 Chair

The Chair shall preside at all meetings of the Members and of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by resolution of the Board or as are incidental to the office.

8.3 Vice-Chair

The Board may appoint from among its members a Vice-Chair who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed. During the absence or disability of the Chair, the Chair's duties will be performed by the Vice-Chair or by any other Officer who is designated by the Board to exercise those powers.

8.4 Treasurer

The Board may appoint a Treasurer who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Corporation, and will have any other powers and duties as the Board may specify.

8.5 Executive Manager

The Executive Manager (or Management Company) shall conduct the correspondence of the Corporation as directed by the Board and shall attend to the giving of notices of meetings of the Corporation. He/she shall have general charge of the office and of the records of the Corporation, including the payment of accounts of the Corporation. He/she shall maintain the financial records of the Corporation under the direction of the public accountant. He/she shall keep the minutes of the meetings of the Members, of the Corporation and of the meetings of the Board.

8.6 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

8.7 Term of Office

- (a) Each Officer shall continue in office until:
 - (i) their term of appointment expires;
 - (ii) the appointment of a successor;
 - (iii) the Officer's resignation by delivery of a written resignation to the Executive Manager of the Corporation;
 - (iv) the Officer ceasing to be a Director (if a necessary condition of office);
 - (v) the Officer's removal by resolution of the Board; or
 - (vi) the Officer's death.
- (b) If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

8.8 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation. [With the exception of the Executive Manager (or Management Company), the Officers will not receive any remuneration from the Corporation. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.]

ARTICLE 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Limitation of Liability

Subject to the provisions of the Act and to Section 9.4, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

9.2 Advance of Costs

Subject to Section 9.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 9.3.

9.3 Limitation

The Corporation may not indemnify an individual under Section 9.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

9.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 9.1, or advance moneys under Section 9.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 9.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 9.3.

9.5 No Restriction

The Corporation will also indemnify the individuals referred to in Section 9.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

9.6 Insurance

The Corporation shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 10 PUBLIC ACCOUNTANT

10.1 Public Accountant

Subject to the Act, at each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members

may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 11 MISCELLANEOUS

11.1 Conflicts of Interest

Where a Director or Officer has, directly or indirectly, or is employed by an entity that has, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, such Director or Officer shall:

- (a) disclose such interest in accordance with the Act and any code of conduct adopted by the Board from time to time; and
- (b) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act.

11.2 Method of Giving Any Notice

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member, Director, Officer, public accountant, or member of a committee of the Board may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 11.2 to a Member, Director, Officer, public accountant, or member of a committee of the Board is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The Executive Manager may change, or cause to be changed, the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Executive Manager to be reliable.

ARTICLE 12 AMENDMENT OF BY-LAW

12.1 Amendments

Except for amendments requiring approval by a Special Resolution of the Members under Section 197(1) the Act, the Board may by resolution amend this By-law, and any such amendment shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the amendment is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The amendment ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

12.2 Amendments Requiring a Special Resolution

For illustrative purposes, subsection 197(1) of the Act requires a Special Resolution of the Members to make any amendment to the Articles or the By-laws to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two (2) or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of or the minimum or maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of the Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or

- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

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