

**BALANCE FOR BLIND ADULTS
GENERAL BY-LAW NO. 1
AMENDED AND RESTATED – June 16, 2022**

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GENERAL BY-LAW NO. 1

A by-law relating generally for the transaction to the affairs of
BALANCE for Blind Adults
(hereinafter referred to as BALANCE)

Whereas the Corporation was incorporated by Letters Patent issued by the Lieutenant-Governor of Ontario on the **10th day of January, 1984** and amended by Supplementary Letters Patent on the **12th day of August, 1986**, BE IT ENACTED as a By-Law of BALANCE for Blind Adults as follows:

Article 1. GENERAL

1.1 Definitions

- a) "Act" means the *Ontario Corporations Act*, R.S.O. 1990 C. 38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any reference in the By-Law of the Corporation to provisions of the Act shall be read as references to substituted provision thereof in the new statute or statutes;
- b) "Board of Directors" means the Board of Directors of the Corporation pursuant to the Act;
- c) "By-Law" means the By-Law of the Corporation from time to time in force and effect;
- d) "Chair" means the President of the Corporation and Chair of the Board of Directors;
- e) "Director" means a person elected or named to the Board of Directors in accordance with the provisions of this By-Law;
- f) "Executive Director" means the individual accountable to the Board for the provision of the Services in accordance with the terms of the TC-LHIN/MSSA;
- g) "Letters Patent" means the Ontario Letters Patent incorporating BALANCE, as from time amended or supplemented by Supplementary Letters Patent;
- h) "Member" means a person who is a Director and admitted by the Board as a Member of BALANCE by resolution of the Board of Directors;
- i) "Officer" means an Officer of the Corporation elected or named in accordance with the provisions of this By-Law, to include the Chair, Vice-Chair, Secretary, and Treasurer and such other Officers as the Board of Directors may name from time to time;
- j) "Resolution" means a Resolution passed by the Board of Directors in accordance with the provisions of this By-Law;
- k) "TC-LHIN" means Toronto Central Local Health Integration Network; and

- l) "TC-LHIN/MSSA Agreement" means Toronto Central Local Health Integration Network/Multi-Sector Service Agreement

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 shall include the plural and vice versa, and the word "person" shall include individuals, 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 2. OBJECTS

2.1 Objects

The BALANCE Corporation shall be carried on without purpose of gain for its Members, and all profits or other accreditation shall be used in promoting its objects. The objects of BALANCE are set out in its Supplementary Letters Patent dated the 12th day of August 1986 as follows:

- d) to supply and render services of a charitable nature;
- e) for the objects foresaid to establish, provide, promote, operate, maintain, assist and support institutions with a view to assisting adults with visual impairment to learn skills which will enable them to live more independently in the community, and to cooperate with other organizations whether incorporated or not which have objects similar in whole or in part to the objects of the Corporation; and
- f) to accept donations, gifts, legacies and bequests toward the above objects.

More generally, BALANCE will contribute to a positive and inclusive culture through the provision of services for people living with vision loss in Toronto.

Article 3. HEAD OFFICE AND OPERATIONS

3.1 Head Office

The Head Office of BALANCE shall be in the Municipality of Metropolitan Toronto in the Province of Ontario and at such place as the Board of Directors, by resolution, may from time to time determine.

3.2 Seal

The seal which is impressed hereon shall be the corporate seal of the Corporation. The corporate seal of the Corporation shall be such as the Board of Directors may by resolution from time to time adopt, and the Executive Director for the Corporation shall be the custodian of the corporate seal which shall be kept at the head office for use and safe keeping.

Article 4. DIRECTORS

4.1 Duties

The Board shall manage or supervise the management of the affairs of BALANCE. The Board shall, among other things, ensure the performance of BALANCE in meeting its obligations under the *Corporations Act* and such agreements entered into with the TC-LHIN.

4.2 Composition

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least seven and not more than 15 persons.

4.3 Term of Office of Directors

Directors shall be elected to a two-year term, renewable twice to a maximum of six years. Directors shall serve staggered terms to provide for the election/re-election of at least two Directors at each Annual General Meeting. Directors who have served for six consecutive years may stand again at the discretion of the Board of Directors.

4.4 Vacancies on the Board

A Director's seat shall automatically be vacated if:

- a) the Director becomes bankrupt or suspends payments of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b) the Director is found by a court of competent jurisdiction to be mentally incompetent or of unsound mind;

- c) the Director by notice in writing to the Chair 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; or
- e) in the reasonable opinion of the Board, expressed by resolution of a majority of the Directors, the Director consistently fails to perform the duties reasonably required of a Director, including failure to attend three consecutive meetings without prior agreement by the Board or for reasonable grounds.

4.5 Filling Vacancies

A vacancy related to a Director during the term of the Director shall be filled by the Board until the expiry of the vacant term. The replacement shall be designated at a time deemed appropriate by the Board.

4.6 Board Committees

The Board may establish such Board Committees as are required to help carry out its responsibilities. A Board Committee's role is to strengthen and support the work of the Board as a whole. As the Board operates with a single voice, Board Committees are not to be interpreted as a substitute for the Board. Board Committees are subject to and should adhere to Board governance policies and its bylaws. Board Committees shall not act or speak for the Board except when formally given such authority under time-limited and specific purposes. The composition, scope, authority and responsibilities of each Board Committee should be established in a Terms of Reference and is subject to approval of the Board. All Committees are accountable to the Board.

4.6.1 Executive Committee

If the Board so chooses, the Board may establish an Executive Committee to provide counsel and guidance to the Chair, the Executive Director and the full Board. The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer. The Board Chair serves as Chair of the Executive Committee. The Executive Committee may appoint one or more additional Directors to the Executive Committee as required on ad hoc or permanent basis in order to augment the Committee with additional expertise and skills.

The Executive Committee is responsible for acting on behalf of the Directors between monthly meetings of Directors. 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, provided that any such delegation is in compliance with the *Corporations Act*. The Executive Committee shall report to the Board at its following meeting all actions taken by the Executive Committee in the name of the Board.

4.6.2 Standing Committees

Subject to the *Corporations Act*, the Board may by 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 to 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 or amend rules or procedures in that regard.

A majority of Committee members shall constitute a quorum. Where quorum is not obtained, or where there is a tie vote on a matter under consideration by the Committee, the matter will be referred to the full board. The Board may by resolution remove any standing committee member as a member thereof.

The Board shall appoint a minimum of three (3) Directors to each Standing Committee as recommended by the Chair and confirmed by the Board. Each member of the standing committee shall have one (1) vote.

The Standing Committees include the Finance and Audit Committee, Governance Committee, Nominating/Recruitment Committee, and Fund Development Committee as follows:

a) Finance and Audit Committee

The Board shall establish a Finance and Audit Committee. The Treasurer will be designated as the Chair of the Finance and Audit Committee. The Finance and Audit Committee will report to the Board on the quarterly financial results and the results of the annual audit, including the integrity of the Board's financial procedures, investments, and any financial risk.

b) Governance Committee

The Board shall establish a Governance Committee. The Committee shall consist of at least three (3) Directors as recommended by the Chair and confirmed by the Board. A Chair of the Committee shall be designated from among its members. The Committee provides oversight of the governance framework for the BALANCE Board and Board Committee operations and makes recommendations to the Board for decision-making on a wide range of governance related matters. The Governance Committee establishes and keeps current the bylaws, policies and operating procedures pertaining to the Board.

c) Nomination Committee

The Board shall establish a Nomination Committee. A Chair of the Committee shall be designated from among its members. The Committee shall make recommendations to the Board for persons to be considered as candidates for election by the Members based on a board approved search process.

d) Fund Development Committee

The Board shall establish a Fund Development Committee. A Chair of the Committee shall be designated from among its members. The mandate of the Fund Development Committee is to assist the organization in the planning, coordination and implementation of all fund development activities in support of the projects and activities of the organization.

4.6.3 Ad Hoc Committees

The Board may from time to time appoint one or more ad hoc or special committees with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such resolutions as the Board may from time to time make. Terms of reference and the membership of each ad hoc committee will be determined by the Board. Any committee member may be removed by ordinary resolution of the Board.

4.7 Compensation

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such. Directors may be reimbursed for any reasonable expenditure incurred in the performance of his duties.

4.8 Expenses

The Directors, Officers and employees 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 BALANCE and in accordance with the TC-LHIN LHIN/MSSA Agreement, as it may be amended from time to time.

Article 5. MEETINGS OF DIRECTORS

5.1 Board Meetings

There shall be at least four (4) Board meetings per year. Meetings of the Board may be held at any time and place to be determined by the Board; provided that forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) written notice of such meeting shall be given by any electronic method to each Director, unless all Directors waive notice of a meeting. Notice by posted mail shall be sent at least ten (10) days prior to the meeting.

A meeting of the Board or a committee may be held entirely by means of an in-person, telephonic, electronic or other communications, or combination thereof, that permits all Directors to participate in a meeting of the Board or of a committee. A Director who is participating in such a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any Director participating in a meeting who is entitled to vote at that meeting may vote, in accordance with the *Corporations Act*, by means of any telephonic, electronic, or other communication made available for the purpose. The Directors shall take such reasonable precautions as may

be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

An exchange of e-mails (electronic communication) to, or among, all Directors may be used as a basis to ascertain a consensus of the Directors on a decision or resolution between meetings of the Board, which to be effective must be ratified by motion of a quorum of the Board at its next meeting.

Board Meeting minutes are to be distributed within 10 days following the meeting. Meeting minutes will include the status of all items from the agenda along with new action items. Action Items are recorded in both the meeting agenda and minutes. Action items will include both the action item details, timeline and the ownership of the task.

5.2 Calling Meetings

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

5.3 Adjournment

Any meeting of the Board may be adjourned from time to time by the chair of the meeting and reconvened to a fixed time and place. Notice of any adjourned meeting of the Board 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. 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 and time to be named by the Board.

5.5 Quorum

A quorum for all meetings shall be constituted by 50% of the Directors. A quorum of Directors may exercise all the powers of the Board. No business shall be transacted at any meeting lacking a quorum. If a quorum is not present at the time appointed for the meeting or within a reasonable time thereafter, as determined by the Chair, the meeting shall be adjourned

5.6 Voting

Each Director, including the Chair, is authorized to exercise one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair shall have a casting or deciding vote. If the Chair of the Board is not present at a meeting of the Board, the Director who is acting as chairperson of that meeting shall continue to have the authority to exercise one (1) vote and will not have a casting or deciding vote. In the event of a tie where the Chair of the Board is not present, the matter will be referred back to the next Board meeting where the Chair of the Board will be present and the matter may be re-considered.

Votes shall be taken by a show of hands or verbal indication among all Directors present and the Chair of the meeting. An abstention shall not be considered a vote cast. Whenever a vote 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 in favour of or against the motion.

5.8 Transacting Business by Written Resolution

In lieu of a meeting of the Board, the Board may transact its affairs as determined by the Board by consenting to a written resolution, electronic or paper, which is then ratified by resolution of the Board at the subsequent in-person meeting. Such resolutions are recorded and will be kept in the minute book of the Corporation, within the minutes of meetings of the Board.

5.9 Persons entitled to be present at Board Meetings

Only Directors are entitled to attend a Board meeting. The Executive Director of Balance shall receive notice of the meetings, and will attend, participate and present at Board meetings, without the right to vote. Any other person may be admitted only on the consent of the Chair of the Board, the chair of the meeting or those directors present at a meeting of the board.

5.10 In camera meetings

The Chair or any Director may call for an in-camera meeting either by teleconference or in person. Such in camera sessions may be called when necessary and shall be attended only by the Directors. In Camera meetings shall be considered for such matters involving sensitive human resource items, confidentiality agreements with third parties, performance reviews, compensation discussions, potential litigation or confidential matters related to Board members. The Chair and the Secretary shall maintain the confidential minutes of the in camera meetings and its access is limited to Board members only.

Article 6. Members

6.1 Members

Membership in the Corporation shall consist of the persons who are Directors of the BALANCE Corporation.

6.2 Membership

A membership in the Corporation 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 7. Members' Meetings

7.1 Annual General Meeting (AGM)

There shall be an Annual General Meeting (AGM) of Members at such time and place as determined by the Board of Directors, but not later than six months from the end of the Corporation's fiscal year of March 31st.

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 of Members;
- c) reports of the Chair, Executive Director and/or Board Committees
- d) reporting the Board approved financial statements of the preceding year, including the Auditor's Report, and the budget for the current year;
- e) reappointment or new appointment of the auditor for the coming year;
- f) election or confirmation of Directors; and
- g) such other special business as may be set out in the notice of the meeting.

At each Annual General Meeting, the Members shall confirm the appointment of an Auditor to audit the accounts of the Corporation. This Auditor shall hold office until the next annual meeting, provided that the Directors may fill the vacancy should it occur during the year. The remuneration of the Auditor shall be fixed by the Board in consultation with the Finance and Audit Committee.

No other item of business shall be included on the agenda for the annual general 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 *Corporations Act*, so that such item of new business can be included in the notice of annual meeting.

7.2 Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty (30%) per cent of the Members for any purpose connected with the affairs of the Corporation consistent with the *Corporations Act* and shall be held within twenty-one (21) days from the date of the written requisition.

Other meetings of the Members may be convened by order of the Chair, Vice-Chair or Executive Director at date or time.

All the procedures/definitions of the Members, including the quorum and voting, applies to all such meetings.

7.3 Notice

Subject to the *Corporations Act*, not less than ten (10) and not more than 50 (fifty) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the *Corporations Act* to each Member and to the auditor, unless notice is waived by all of the Members in the case of a special Members' meeting convened by order of the Chair, Vice Chair or Executive Director. 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 maintained throughout the meeting.

7.5 Chair of the Meeting

The Chair of the Board shall be the chair of the Members' meeting. In the Chair's absence, the Vice-Chair shall be the chair of the Members' meeting, and in the absence of the Chair and the Vice-Chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors

present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

7.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Corporations Act* or the By-laws, 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, counting of any proxy votes for members not 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 there shall not be a second or casting vote. If there is a tie vote upon a written ballot, the motions 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 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

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation and others who are entitled or required to attend under any provision of the *Corporations Act* or the By-law. The annual general meeting of the Members shall be open to the general public, and the Board shall make reasonable efforts to inform the general public of such meeting.

Article 8. Business Practices

8.1 Financial Year

Unless otherwise ordered by the Board of Directors or by funders of the Corporation, the end of the fiscal year of the Corporation shall be the 31st of March.

8.2 Delegation of Authority

Any financial or non-financial transactions requiring signatures of the Corporation shall be signed in accordance with the Board approved Delegation of Authority. Transactions in writing so signed shall be binding upon the Corporation. The Board shall have the power by resolution to also delegate these powers to any person or persons acting on behalf of the Corporation for unusual or specific transactions.

8.3 Indemnification of Directors and Officers

Every Director or Officer of the Corporation 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 subject to by reason of being or having been a Director or Officer of the Corporation, 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; or
- c) brought about or contributed to by the Director’s or Officer’s dishonesty, negligence or wilful misconduct if there is 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.

8.4 Conflict of Interest

No Director shall place himself/herself in a position where there is a conflict of interest between his/her duties as a Director and any other interest. Every Director who is in any way directly or indirectly interested in a material way in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of an involvement through a member of his family, being the person’s spouse, father, mother, child, brother, sister or spouse, shall declare his/her conflict of interest fully at the meeting at which the matter is discussed and shall withdraw from any discussion or vote thereon.

Directors shall be required to sign a Conflict of Interest disclosure annually.

8.5 Rules and Procedures

The Directors may establish additional rules and procedures for the management and operation of the Corporation as deemed expedient, so long as they are not inconsistent with the By-Laws.

8.6 By-Laws Coming into Force


The By-Law of the Corporation shall come into force immediately following approval by a motion of the Board. The By-Law is effective until a meeting duly called for consideration of the By-Law, where it may be confirmed, rejected or amended by a majority of the voting Members.

8.7 Repeal

All previous By-laws of the Corporation are repealed and are replaced by this amended and restated general By-law. The said repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-law before its repeal. All previous resolutions of the Board or a committee of the Board under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law or until such resolutions are amended or repealed.

CERTIFICATION

Certified to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on 16th of June 2022, and confirmed by the members of the Corporation by special resolution on the same day, 16th of June 2022.

DocuSigned by:

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Chair, Keith Gordon

DocuSigned by:

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Secretary, Ginny Duff