CONSTITUTION and BY-LAWS

OF

NA'AMAT CANADA INC.
(the "Corporation")

Revised and adopted by the members of Na'amat Canada at its meeting convened at the 17th Triennial National Convention, September 12-14, 2014 at the Lord Elgin Hotel, Ottawa, Ontario.

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SECTION ONE
MISSION AND OBJECTIVES

1.01 Mission

Na'amat Canada, in partnership with Na'amat Israel, is part of a worldwide women's movement whose ideological roots lie with the founding women of the State of Israel and their vision for social justice and equality.

In constant reaffirmation of our ideals, we, in Na'amat Canada vow to:

a) Support and enhance the status of women, children and families and persons in need in Israel and in Canada.
b) Support, assist and improve the social and economic conditions of working women, children and families in Israel.
c) Cooperate with other organizations having similar aims and objectives.

Among the first to embrace feminist ideals, the women of Na'amat Canada will continue to be innovative leaders in meeting the needs of an ever-changing world.

1.02 Organization's Objectives

Na'amat Canada is dedicated to the following objectives:

a) Imbuing all our members with pride in the history of Na'amat and the role it has played in the birth and development of the State of Israel.
b) Soliciting and collecting funds, gifts and donations, to enhance and safeguard the status of women, children and families in Israel and in Canada.
c) Creating in its members a strong awareness of their Jewish heritage and strengthening the bond between Israel and the Diaspora.
d) Participating in Zionist activities and being involved with other organizations dedicated to furthering the development of the Canadian community and the State of Israel.

SECTION TWO
GENERAL

2.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" or "board of directors" or “National Board” means the board of directors of the Corporation;

"by-laws" means this by-law and any other by-laws of the Corporation as amended from time to time and which are in force and effect.

“director" means a member of the board;

"meeting of members" includes an annual meeting of members or a special meeting of members;

“member” means a person who has been admitted for membership in the Corporation

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" or “resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Members Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.02 <u>Interpretation</u>

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in Section 2.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Any section, subsection, paragraph or other provision of the Act referred to herein refers to that section, subsection, paragraph or other provision as it may be amended, supplemented or replaced.

The use herein of section titles, and the order of the sections, are for ease of reading only, and shall not affect the interpretation hereof.

2.03 <u>Corporate Seal</u>

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 Vice-President of the Corporation shall be the custodian of the corporate seal.

2.04 Execution of Documents

With regard to deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.05 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 of directors may designate, appoint or authorize from time to time by resolution. 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 of directors may by resolution from time to time designate, direct or authorize.

2.06 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.07 Appointment of Public Accountant

Subject to Section One, the members of the Corporation shall by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting.

2.08 Financial Year

The Corporation's financial year will begin on July 1 and end on June 30. The directors may otherwise determine the financial year of the Corporation.

SECTION THREE
ADMINISTRATION

3.01 National Board

The National Board, as the governing body of Na'amat Canada, is charged with administering policy and carrying out all mandates and resolutions adopted at each annual general meeting and convention, and executing the organization's mandate. The board is assisted in this by the Executive Vice President, Regional Managers, Senior Fundraisers and Coordinators.

3.02 Formation of New Chapters/Clubs and Charters

A group of no fewer than five members who subscribe to the principles and goals of Na'amat Canada constitute a chapter/club. After functioning as paid-up members for at least 12 months and reaching a membership of ten (10), a group may apply for a charter, which will be issued by the National Office.

The charter of any chapter/club violating the principles and interests of Na'amat Canada may be revoked by a two-thirds majority vote of the National Executive. No charter may be revoked without the chapter/club first being represented at a hearing.

3.03 Local Councils

Any Council or non-Council city wanting to establish communication with our sister organization, Na'amat in Israel, must do so through the National Office. The National Office must be informed of any communications with other local, national or international organizations, or any government body.

SECTION FOUR
MEMBERSHIP

4.01 Membership Conditions

Every person subscribing to the principles and aims of Na'amat Canada is eligible for membership. To be a member in good standing, one must pay annual dues.

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e),(h), (l) or (m) of the Act.

4.02 Membership Decisions

In addition to such powers accorded to the members in the articles, by-laws and under the Act, the members may by resolution amend or change the annual membership dues of the members of the Corporation.

4.03 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4.04 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, to each director and to the public accountant, if any, by the following means:

a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.05 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.06 Absentee Voting by Proxy

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may, by exception if previous written approval is received from the President, vote by proxy by appointing a proxyholder, and one or more alternate proxyholders, who must be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

b) a member may revoke a proxy by depositing an instrument or act in writing executed or signed by the member or by their agent or mandatory
    I. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
    II. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
d) if a form of proxy is created by a person other than the member, the form of proxy shall
    a. indicate, in bold-face type,
        I. the meeting at which it is to be used,
        II. that the member may appoint a proxyholder, other than the person designated in the form of proxy, to attend and act on their behalf at the meeting, and
        III. instructions on the manner in which the member may appoint the proxyholder,
    b. contain a designated blank space for the date of the signature,
    c. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as a proxyholder,
    d. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
    e. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
    f. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph d. or e. with respect to any matter to be acted on, the membership is to be voted accordingly;
e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d) d. only if the form of

proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.07 <u>Termination of Membership</u>

A membership in the Corporation is terminated when:

a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

b) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

c) the member is expelled in accordance with Section 4.08 below or is otherwise terminated in accordance with the articles or by-laws;

d) the member's term of membership expires; or

e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

4.08 <u>Discipline of Members</u>

The board shall have authority to suspend or expel any member from the Corporation for carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the process for expelling or suspending the member shall be as follows: the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may

proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION FIVE
MEETINGS OF MEMBERS

5.01 Place of Member's Meeting

Subject to the articles, meetings of the members of the Corporation may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

5.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.03 Chair of the Meeting

A member of the board who is the president or vice-president, shall be the chair of the meetings of the members. In the event that the members of the board who are respectively president or vice-president are either not in office or absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 25 of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.05 National Convention

Every three years, the annual meeting of members, and the annual meeting of directors to be held concurrently, shall be referred to as the Corporation's National Convention.

5.06 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.07 Participation by Electronic Means at Members' Meeting

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.08 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.9 Written Resolutions

Subject to the provisions of the Act,

a) 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 the members; and
b) a resolution in writing dealing with all matters required by this Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of members.

5.10 Rules of Order

Robert's Rules of Order, as revised, shall govern the conduct of member's meetings, national board meetings and conventions of Na'amat Canada Inc.

SECTION SIX
BOARD OF DIRECTORS

6.01 National Board

Subject to the overriding right of the members of the Corporation to appoint at its discretion the members of the board at the National Convention, all candidates for the board must be members in good standing with and receive the prior approval of the members from their city of residence.

6.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution, and if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In addition, the board has such further power to elect directors as may be indicated in the articles, and so as to fill a vacancy among the directors pursuant to section 132 of the Act. A director so elected to fill a vacancy shall be elected to hold office for the reminder of the three-year term for directors then running. So long as the Corporation is a soliciting corporation, the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

The board shall also consist of Council Presidents, Chapter/Club President representing non-Council cities, Past National Presidents of the organization. In cities with more than one Chapter/Club president, they should attend board meetings on a rotating basis. In the event a Council President or a Chapter/Club President from a non-Council city is unable to attend, a Vice President or executive member will be designated to represent that city.

6.03 Absences; Removal Generally

Elected board members who are absent without valid reason for more than two consecutive meetings will be removed from office after receiving due notice from the board. Such board members will have the right to appeal this decision in writing to the National Office for presentation to the National Executive. Additionally, the members of the Corporation may by resolution for any reason deemed appropriate by the members, remove any director or directors from office.

6.04 Election and Term

At each Triennial National Convention members will elect, by majority vote, the Directors to hold office until the next Triennial National Convention, which is defined as one term of office. Directors are eligible for re-election, but may serve only three consecutive terms of office, after which they must step down from office for at least one term. A Director appointed during a term

as a substitute can serve out that term and be eligible to serve for three more consecutive terms.

SECTION SEVEN
MEETINGS OF DIRECTORS

7.01 Calling of Meetings

Meetings of the board may be called by the president or vice-president, or by a majority of the directors. The board will meet at least once per year.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on Method of Giving Notices of this by-law to every director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.03 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.04 Quorum

A majority of directors shall constitute a quorum at any meeting of directors. If a quorum is present at the opening of a meeting of directors, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.05 Written Resolutions

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

7.06 Appointed Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION EIGHT
OFFICERS

8.01 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers at such intervals determined by the board, specify the duties of officers and, subject to the Act, delegate to such officers powers regarding the administration and management of the affairs of the Corporation. An officer must be a director.

8.02 National Executive

The principal officers of the Corporation shall be referred to as the National Executive, and shall be composed of the following officers:

- President
- Immediate Past President
- Vice President
- Financial Secretary
- Two additional officers

To be eligible to be such a principal officer, the person in question must be a board member and have served the Corporation as a board member for at least one term of three (3) years. The Vice President, Financial Secretary and two more of such officers will each chair a committee.

The National Executive will meet as required.

8.03 Term of Office

The term in a particular office or position for such a principal officer is three (3) years, subject to an earlier cessation of the term as determined by the board. However, a principal officer may serve in the same office for no more than two consecutive terms, although at the discretion of the board, one additional term may be served should the office be deemed essential and would otherwise be left vacant.

8.04 Vacancy in Office

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

a) the officer's successor being appointed,
b) the officer's resignation, or
c) such officer's death.

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

SECTION NINE
NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, to the articles, to the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation; or
b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary 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 secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.03 Liability

No director or officer for the time being of the Corporation shall be liable for the act, receipts, neglects or defaults of any other director or officer or employee or for joining in or acting in conformity with such act, receipt, neglect or default, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency, tortious or delictual actions of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of her respective office or trust or in relation thereto, unless the same shall happen by or through her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity unless there is a conflict of interest.

9.04 Indemnification

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer or a person who acts or acted at the Corporation's request as a director or officer of the body corporate of which the Corporation is or was a shareholder or creditor and her heirs and legal representatives in all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her in respect of any civil, criminal or administrative action proceeding to which she is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if

a) she acted honestly and in good faith with a view to the best interest of the Corporation; and
b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty she had reasonable grounds for believing that her conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

9.05 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 9.04 against such liability and in such amounts as the board may from time to time determine and as are permitted by the Act.

9.06 Invalidity of any provisions of this by-law

The validity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

SECTION TEN
BYLAWS AND EFFECTIVE DATE

10.01 Bylaws and Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board and confirmed by the members.

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form of which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197 (1) (fundamental change) of the Act.