

Extend-A-Family

21st Annual Report
June 10, 2018

Table of Contents

Agenda	2
AGM Minutes June 2017	3-4
Board Chair Report	5
Executive Director Report	6
Audited Statements 2017~2018	9-16
By-Law 2 Draft.....	17-32
Resolution of Repealing By-Law 1 and Adoption of By-Law 2 ...	33-34

200-3300 Yonge Street, Toronto, ON, M4N 2L6
phone 416-484-1317
fax 416-484-1589
e-mail: info@extendafamily.ca
website: www.extendafamily.ca

Extend-A-Family Annual Meeting of Members

2 pm on Sunday, June 10, 2018

Church of St. Leonard's
25 Wanless Avenue, Toronto

Agenda

1. Introductions
2. Approval of Minutes, June 11, 2017
3. Ratification of all acts and proceedings of the Directors and Officers for the term of 2017~2018
4. Auditor Report for the year ended March 31, 2018
5. Appointment of Auditor for 2018~2019
6. By-Law 2 Resolution
7. Nominations of Directors for 2018~2019
8. Board Report
9. Program Report
10. Adjournment.

Minutes of the Annual Meeting of the Members of

Extend-A-Family, held at St. Leonard's Church

25 Wanless Avenue, Toronto, ON, June, 11, 2017

at the hour of 2:20 in the afternoon.

PRESENT IN PERSON

Kristen Carhart, Chen/Xu Family, Condon/Leung Family, Cate & Stephen Downey, Jumoke Famutimi, Ruth Fernandes, Figliano Family, Filoppelli Family, Fujimoto Family, Matthew Holder, Houghton Family, Klunder Family, Lac Family, Melissa Lobo, MacKenzie Meek, Mastache Family, Nusrat Motala, Anne Murray, Nait Family, Jeff Short, Kim Southern-Paulsen, Lee & Eric Steel, Steiner Family, Swidan & Mhada Family, Jessica Van Wyk, White Family, Wilson Family, Marissa Wolicki. 57 people attended.

Jeff Short, Board Chair of Extend-A-Family took the chair, Cate Downey, Office Manager of Extend-A-Family acted as Secretary of the meeting. A quorum of the members of Extend-A-Family being present in person and notice of the meeting having been duly sent to all the directors, members and the auditors of Extend-A-Family, the meeting was declared by the Chair to be duly constituted.

1. Introductions

Jeff Short welcomed everyone to the Twentieth Annual General Meeting of the amalgamated Extend-A-Family. The Program Supervisor from the Ministry of Community and Social Services, Pam Roffey, could not be in attendance but sent well wishes. Voting rules were explained.

2. Approval of Minutes, June 12, 2016

It was moved by Laura Mastache, seconded by Rita Filoppelli and unanimously carried that the minutes of the June 12, 2016 Annual General Meeting as presented be approved.

3. Ratification of all acts and proceedings of the Directors and Officers for the term of 2016~2017.

It was moved by Rita Filoppelli, seconded by Laura Mastache, and unanimously carried that all acts and proceedings of the Directors and Officers of the Extend-A-Family Board for the term of April 1, 2016 to March 31, 2017 were ratified.

4. Report of Treasurer for the year ended March 31, 2017.

"Extend-A-Family Financial Statements year ended March 31, 2017" was audited by Pennylegion Chung Chartered Professional Accountants and presented by MacKenzie Meek in Stephanie Chung's stead to the members in attendance.

It was moved by Nicole Filoppelli, seconded by Quan Chen and unanimously carried that the Extend-A-Family Financial Statements year ended March 31, 2017 were approved.

5. Appointment of Auditor for 2017~2018

The Board recommends appointing Pennylegion Chung, Chartered Professional Accountants as Auditor for 2017~2018.

It was moved by Rita Filoppelli, seconded by Hector Ospina and unanimously carried that Pennylegion Chung, CPA be appointed auditor for the fiscal period of April 1, 2017 to March 31, 2018.

6. Nomination of Directors for 2017~2018

Jeff Short, Filomena Nait and Elizabeth MacLean are continuing the second part of their two-year terms. Christine LeClair, MacKenzie Meek and Jennifer Wilson wish to stand for re-nomination to the Board. No further nominations from the floor.

The nomination slate includes: Christine LeClair, MacKenzie Meek and Jennifer Wilson.

It was moved by Rita Filoppelli, seconded by Laura Mastache and unanimously carried that the nominees, Christine LeClair, MacKenzie Meek and Jennifer Wilson be re-elected to the Board of Directors of Extend-A-Family.

7. Board Report, Jeff Short

Refer to the report (page 6) which was distributed to the members in attendance.

7. Program Report, Ruth Fernandes

Refer to the report, page 7, which was distributed to the members in attendance

9. Adjournment

It was unanimously carried that the Extend-A-Family Annual General Meeting was adjourned.

Chair of the Board's Report - Jeff Short

On behalf of the Board of Directors, I am pleased to welcome you to the 2018 Annual General Meeting.

I would like to thank you all for your involvement in Extend-A-Family. Your active participation as families, staff and volunteers is integral to the success of Extend-A-Family.

This has been another eventful year at Extend-A-Family, in which we've developed a Strategic Plan, updated the By-Laws, welcomed new staff, and of course continued the excellent work done by all of you.

I have had the privilege of working with a wonderful group of people on the Board. Filomena Nait (Vice-Chair), Christine LeClair (Secretary), Tricia Klunder, and Elizabeth MacLean bring their experiences and extensive knowledge as parents of young people who have been involved in Extend-A-Family activities over the years. They are all strong and committed advocates for inclusion. MacKenzie Meek continues to share her valuable experience in the financial sector in her role as Treasurer. Jennifer Wilson brings a wealth of experience from her work with other organizations committed to inclusion and intentional community. And our newest Board member Nawin Mutti, who has been involved in Extend-A-Family for most of his life, shares his dedication to inclusion through workshops and training.

We are very fortunate to have an amazing group of staff, who work diligently and collaboratively in our communities to build meaningful relationships for children and youth. It has been a delight and an honour to work with them. Ruth Fernandes has provided excellent leadership in her second year as Executive Director. Ruth has made a smooth transition from her previous role as an Extend-A-Family Coordinator, a role she held for over twenty years. Her extensive experience working closely with families and community members is so valuable in helping guide the organization. Also with Extend-A-Family over two decades, Cate Downey, our Office Manager, continues to play a vital role at Extend-A-Family, providing much-needed administrative and financial support, as well as sharing her extensive knowledge of the organization. Cate keeps our Board organized, and helps make our jobs easy. Our outstanding team of Coordinators, who bring Extend-A-Family's mission to life and work so well in the community, are: Kristen Carhart (currently on maternity leave), Jumoke Famutimi, Nusrat Motala, Anne Murray, Salvatore Rocchese, Kim Southern-Paulsen, Lee Steel, Jessica Van Wyk, Dinesan Varendran, and Marissa Wolicki. And Trevor White, our IT Specialist, has ensured that our technology is running smoothly and has kept our website up-to-date. Sadly, for Extend-A-Family, Trevor is retiring. We wish him all the best in his well-deserved retirement.

After careful reflection, I made the decision to step down from the Extend-A-Family Board of Directors. I have had a great experience on the Board over the past 10 years, and have really enjoyed working with everyone. I also believe that turnover is healthy for Boards. There is a great mix of highly-knowledgeable longer-term members and excellent newer additions to the Board, so I feel the timing is right for me to move on. It truly has been a privilege to serve on the Board, and to be connected to such a wonderful organization for the past 25 years.

The dedication and commitment of our family members, Board and staff to developing meaningful relationships and building community, is a testament to the need for and importance of Extend-A-Family. The participation of family members and hosts on the Board is so important to our organization. We invite and encourage you to consider serving on the Board of Directors.



Executive Director's Report – Ruth Fernandes

Welcome to the 21st Annual General Meeting of Extend-A-Family.

Over this past year 2017-2018 Extend-A-Family has gone through a Strategic Plan. The journey and exercise reminded us about how best we can continue to support families and the importance of embracing our core value of inclusion in all that we do.

Coordinators have worked diligently and collaborated with member families and communities in building relationships and over one hundred community connections for children and youth with developmental disabilities.

Extend-A-Family has been working in partnership with the Toronto District School Board and the Toronto Catholic District School Board towards building an inclusive presence both for the children and youth we support as well as for the community around. Coordinators have facilitated twelve friendship circles this year and through our partnerships with schools; one Award of Inclusion will be presented to a school. We have been present for families at various school meetings. We continue to support families and our young people in preparing for transition into life beyond school.

Extend-A-Family Coordinators have facilitated groups through the city. We offer a parent group in Scarborough, one in the West part of the city, a Dad's group that meets in Central

Toronto and an adult sibling group. These groups provide participants the opportunity to share their unique experiences, listen to one another and learn about existing resources available.

The East and West Safe and Secure Futures Networks that receive their funding through the City of Toronto have brought parents and family members together. These networks explore transitional opportunities for our young people, create a welcoming environment for parents and caregivers and support families in creating support circles for our young people. Extend-A-Family has assisted four families to build circles of support for their loved ones.

In November of 2017 Extend-A-Family partnered with Integration Action for Inclusion in offering a LifeCourse workshop to families and professionals. A One Page profile is a visual tool that can be used by organisations or individuals. The tool has been used at school meetings, within Friendship Circles, at Support Circles, during Family meetings and with Staff. It can be used informally during family discussions to identify gifts and strengths of a loved one thereby creating a healthy vision of life.

Extend-A-Family provides a five-week workshop series on the topic of ‘sexuality and healthy relationships’, twice in the year, for youth accompanied by a parent/s or close family members.

Extend-A-Family received funding assistance from Government of Canada through their Canada Summer Jobs Funding. With this opportunity Extend-A-Family has employed 9 summer students who will provide one-to-one support to at least forty children and youth in a variety of inclusive day camps and community activities. The Ministry of Community and Social Services/Ministry of Children and Youth Services supports the partnership between Extend-A-Family and Reach. Through this partnership thirty-two children and youth will be participating in inclusive summer day and overnight camps.

Extend-A-Family hosted an annual Celebration of Friendship in February 2018 which was held at St. Clement Church where sixty-three people participated. Families, hosts and community members joined in the celebration that included music, a variety show, craft activities, food and an opportunity to mingle.

As a follow-up to the Transfer Payment Risk Assessment that began in September of 2016, Extend-A-Family has fulfilled two items on the Assessment. The first item was the Strategic Plan that Extend-A-Family went through and completed in January 2018. The second item was a review of our Board By-Laws that have been updated, vetted and to be voted on at the 2018 AGM.

I would like to acknowledge Susan Tremblay and William Sparks from Management Advisory Services (MAS) who have assisted Extend-A-Family in creating our Strategic Plan

and providing valuable input to updating our Board By-Laws. They have donated their time and expertise and worked with Extend-A-Family staff in a highly collaborative way.

We are grateful to Pam Roffey, our Program Supervisor from the Ministry of Children and Youth Services, Ontario, for her commitment and support to Extend-A-Family. Pam took time to participate in Extend-A-Family's Strategic Planning process. She shared an update to a key priority from the Ministry: Residential Strategies in the Developmental Services.

A word of appreciation to the staff at Extend-A-Family, Cate, our Office Manager, and Coordinators Jessica, Kim, Sal, Anne, Lee, Marissa, Jumoke and Nusrat. We also acknowledge Kristen who is away on parental leave and Dinesan who has supported families during that time away. I am grateful to our staff who work diligently, using their gifts and who strive to be committed to our core values at Extend-A-Family.

I'd like to appreciate and acknowledge our families, our young people, hosts, community members who continually teach us and remind us about the importance of friendship and how never to take the presence of community for granted.

With appreciation and gratitude, we acknowledge Trevor White our Information and Technology (IT) support person who has been with Extend-A-Family since the past 19 years and who has now decided to retire. Trevor has been extremely dedicated to the work of supporting the Extend-A-Family organisation and its staff, with the use of computer technology. His passion for IT support has been exemplary. We wish him good health and a happy retirement!

A special word of thanks to the Board of Extend-A-Family. They have been dedicated, committed and a pleasure to work with. We welcome Trish Klunder and Nawin Mutti, our newest members to the Board of Directors. They have each inspired us by their knowledge and welcome sense of humour.

Finally, with deep appreciation and gratitude we acknowledge Jeff Short, our Board Chair who has served on the Extend-A-Family board for the past 10 years! Jeff started off with being a Host to a young man, through Extend-A-Family. Then joined our Board as a Director and since the past two years has been our Board Chair. His expertise, calm spirit and sense of balance is something that we will miss at our meetings. We wish him well in his future pursuits!

EXTEND-A-FAMILY**FINANCIAL STATEMENTS****MARCH 31, 2018**

Pennylegion | Chung LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members,
Extend-A-Family

We have audited the accompanying financial statements of Extend-A-Family which comprise the statement of financial position as at March 31, 2018, and the statements of operations and changes in net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Extend-A-Family as at March 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Pennylegion Chung LLP

Chartered Professional Accountants
Licensed Public Accountants

May 14, 2018
Toronto, Ontario


EXTEND-A-FAMILY


STATEMENT OF FINANCIAL POSITION

AS AT MARCH 31, 2018

	2018	2017
ASSETS		
Current assets		
Cash (note 3)	\$ 206,065	\$ 193,809
Accounts receivable	11,986	6,900
Prepaid expenses	<u>10,566</u>	<u>2,240</u>
	<u>\$ 228,617</u>	<u>\$ 202,949</u>
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable and accrued liabilities	\$ 12,226	\$ 11,015
Deferred contributions (note 4)	<u>20,023</u>	<u>-</u>
	<u>32,249</u>	<u>11,015</u>
Net assets		
Internally restricted (note 3)	39,654	39,654
Unrestricted	<u>156,714</u>	<u>152,280</u>
	<u>196,368</u>	<u>191,934</u>
	<u>\$ 228,617</u>	<u>\$ 202,949</u>

Approved on behalf of the Board:

, Director

, Director

see accompanying notes

EXTEND-A-FAMILY
STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED MARCH 31, 2018

	2018		2017	
	General Programs	Other Programs	Total	Total
REVENUE				
Government grants (note 5)	\$ 751,849	\$ 35,059	\$ 786,908	\$ 806,302
Fundraising, interest and other	-	4,434	4,434	11,017
	<u>751,849</u>	<u>39,493</u>	<u>791,342</u>	<u>817,319</u>
EXPENSES				
Salaries and benefits	616,160	23,189	639,349	661,378
Occupancy	34,525	4,870	39,395	38,422
Purchased services	33,000	1,344	34,344	37,325
Programs	21,617	5,656	27,273	36,869
Administration	26,015	-	26,015	17,528
IT maintenance and support	20,532	-	20,532	19,611
	<u>751,849</u>	<u>35,059</u>	<u>786,908</u>	<u>811,133</u>
EXCESS OF REVENUE OVER EXPENSES FOR THE YEAR	<u>\$ -</u>	<u>\$ 4,434</u>	4,434	6,186
Net assets, beginning of year			<u>191,934</u>	<u>185,748</u>
NET ASSETS, END OF YEAR			<u>\$ 196,368</u>	<u>\$ 191,934</u>

see accompanying notes

EXTEND-A-FAMILY

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2018

	2018	2017
OPERATING ACTIVITIES		
Excess of revenue over expenses for the year	\$ 4,434	\$ 6,186
Net change in non-cash working capital items	<u>7,822</u>	<u>(18,099)</u>
NET INCREASE (DECREASE) IN CASH FOR THE YEAR	12,256	(11,913)
Cash, beginning of year	<u>193,809</u>	<u>205,722</u>
CASH, END OF YEAR	<u>\$ 206,065</u>	<u>\$ 193,809</u>

Net change in non-cash working capital items:

Decrease (increase) in current assets-		
Accounts receivable	\$ (5,087)	\$ 5,532
Prepaid expenses	(8,326)	84
Increase (decrease) in current liabilities-		
Accounts payable and accrued liabilities	1,212	(23,715)
Deferred contributions	<u>20,023</u>	<u>-</u>
	<u>\$ 7,822</u>	<u>\$ (18,099)</u>

see accompanying notes

EXTEND-A-FAMILY

NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2018

Extend-A-Family (the organization) is incorporated in the province of Ontario without share capital. The organization is exempt from income tax in Canada as a registered charitable organization under the Income Tax Act (Canada).

Extend-A-Family carries out programs to further the social development of individuals with disabilities, to foster a greater community awareness of their needs, to facilitate new experiences in a home and a community environment of such persons and to develop networks between families dealing with similar issues.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared by management in accordance with Canadian accounting standards for not-for-profit organizations. Outlined below are those policies considered particularly significant:

Revenue recognition

The principal sources of revenue and recognition of these revenues for financial statement purposes are as follows:

- i) The organization follows the deferral method of revenue recognition for contributions, which includes government grants. Contributions related to current expenses are reflected in the accounts as revenue in the current year. Contributions received in the year for expenses to be incurred in the following fiscal year are recorded as deferred contributions. Contributions related to the purchase of capital assets are recorded as revenue in the same period the related assets are charged to operations.
- ii) Workshop and other fee revenue is recognized in the period the services are provided.
- ii) Fundraising and donation revenue is recorded when funds are received.
- iv) Donated materials and services which are normally purchased by the organization are not recorded in the accounts.
- v) Interest income is recognized when earned.

Basis of presentation

Revenue and expenses recorded under general programs relate to activities funded by the Ontario Ministry of Community and Social Services (MCSS) and the Ontario Ministry of Children and Youth Services (MCYS).

Revenue and expenses recorded under other programs relate to all other sources of funding.

2. FINANCIAL INSTRUMENTS

The organization's financial statements include cash, accounts receivable and accounts payable and accrued liabilities. Financial instruments are initially recorded at fair value and subsequently measured at amortized cost net of any provisions for impairment.

3. INTERNALLY RESTRICTED NET ASSETS

As at March 31, 2018, net assets of \$39,654 were internally restricted for the following activities: support circles, parent groups, respite, one-on-one support at camps, community group connections, core host/host family matching, friendship circles in schools and safe and secure futures projects [\$39,654 as at March 31, 2017]. These net assets represent funds earned from bingo fundraising through the City of Toronto.

EXTEND-A-FAMILY

NOTES TO THE FINANCIAL STATEMENTS

MARCH 31, 2018

4. DEFERRED CONTRIBUTIONS

Deferred contributions is as follows:

	2018	2017
Ontario Ministry of Community and Social Services - Core City of Toronto	\$ 16,125 <u>3,898</u>	\$ - <u>-</u>
	<u>\$ 20,023</u>	<u>\$ -</u>

Continuity of deferred contributions for the year is as follows:

	2018	2017
Deferred contributions, beginning of year	\$ -	\$ -
Add cash received from government grants	806,931	806,302
Less government grant revenue recognized (note 5)	<u>(786,908)</u>	<u>(806,302)</u>
Deferred contributions, end of year	<u>\$ 20,023</u>	<u>\$ -</u>

5. GOVERNMENT GRANTS

Government grants recognized in the year were as follows:

	2018	2017
General programs		
Ontario Ministry of Community and Social Services - Core funding	\$ 718,849	\$ 729,756
Ontario Ministry of Children and Youth Services - Respite	<u>33,000</u>	<u>36,420</u>
	<u>751,849</u>	<u>766,176</u>
Other programs		
City of Toronto - Safe and Secure Futures	20,127	25,290
Employment and Social Development Canada	<u>14,932</u>	<u>14,836</u>
	<u>35,059</u>	<u>40,126</u>
	<u>\$ 786,908</u>	<u>\$ 806,302</u>

The organization acts as a financial intermediary between third party service agencies who provide fee for service programs to Extend-A-Family clients and RespiteServices.com, a Province of Ontario transfer payment agency, who provides funding for respite services. Under this arrangement, the organization transfers amounts received from RespiteServices.com to third party respite service providers. Extend-A-Family does not receive an administrative fee for this service. For the year ended March 31, 2018, the organization received \$7,620 from RespiteServices.com and paid the same amount to third party service providers (\$4,320 received and paid in the year ended March 31, 2017). Amounts received and paid in respect to this arrangement are not recorded in these financial statements.

6. LEASE COMMITMENT

The organization has lease expiring on August 31, 2018 for rent of its premises. Minimum annual lease payments until the lease expires is \$11,200.

EXTEND-A-FAMILY
SCHEDULE OF MCSS AND MCYS REVENUE AND EXPENSES BY PROGRAM
FOR THE YEAR ENDED MARCH 31, 2018

	MCSS Core	MCYS Respite	Total
REVENUE			
Government grants (note 5)	\$ 718,849	\$ 33,000	\$ 751,849
EXPENSES			
Salaries and benefits	616,160	-	616,160
Purchased services	-	33,000	33,000
Rent	24,867	-	24,867
IT maintenance and support	20,532	-	20,532
Professional fees	9,831	-	9,831
Telephone and Internet	9,501	-	9,501
Insurance	8,516	-	8,516
Travel	7,206	-	7,206
Program	5,386	-	5,386
Advertising	4,994	-	4,994
Administration	4,414	-	4,414
Staff training	4,030	-	4,030
Office supplies	3,255	-	3,255
Maintenance	157	-	157
	<u>718,849</u>	<u>33,000</u>	<u>751,849</u>
EXCESS OF REVENUE OVER EXPENSES FROM MCSS AND MCYS PROGRAMS FOR THE YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Extend-A-Family BY-LAW No. 2

(Hereinafter referred to as the “Corporation”)

Section 1 – General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. “**Act**” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “**Articles**” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- c. “**Board**” means the board of directors of the Corporation;
- d. “**By-laws**” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. “**Chair**” means the chair of the Board;
- f. “**Corporation**” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “**Director**” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. “**Member**” means a member of the Corporation;
- i. “**Members**” and “**Membership**” means the collective membership of the Corporation;
- j. “**Officer**” means an officer of the Corporation, including but not limited to the Chair, Secretary, Treasurer, Executive Director, Office Manager and such other officers as may be appointed by the Board;

k. “**Special Resolution**” means a resolution that:

- (i) is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or
- (ii) consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act; provided, however, that (a) until such time as the Act is proclaimed into force, this By-law is enacted under the *Corporations Act* (Ontario), R.S.O 1990 c. C.38, as amended (the “**Predecessor Act**”), (b) all terms contained in this By-law that are defined in the Act shall, to the greatest extent possible, be interpreted in a manner consistent with the Act, and (c) upon such time as the Act is proclaimed into force, this By-law shall be deemed to be enacted under the Act.

Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

The headings used in the By-laws are inserted for reference purposes only and are not to be considered in construing or interpreting 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.

1.03 Severability and Precedence

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

This By-law No. 2 amends and replaces By-law No. 1 and, following the enactment of this By-law No. 2, By-law No. 1 shall be of no further force or effect.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 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.

Section 2 - Directors

2.01 Election and Term

The Directors shall be elected by the Members. Each Director shall hold office for a two (2) year term ending no later than the second annual meeting of Members following that Director's election. Directors are eligible for re-election by the Members for any number of terms.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

The Board may fill any vacancy on the Board only by a majority vote of the Board, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director by the Members.

2.04 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. 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.

2.05 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 – Board Meetings

3.01 Calling of Meetings

At each meeting of the Board, the Directors shall fix a date for the subsequent meeting of the Directors and no other notice shall be required for any such meetings. Notwithstanding the foregoing, meetings of the Directors may be called by the Chair, any two members of the Board, or the Executive Director at any time and any place on such notice as is required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place (and agenda) for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

3.05 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

5.01 Officers

Subject to the Articles and this By-law, the Board may designate the offices of the Corporation, appoint Officers, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation, except such powers to do anything that by law must be done by the Board or Membership. A Director may be appointed to any office of the Corporation, and two or more offices of the Corporation may be held by the same person; provided, however, that the Chair shall be a different person from the Treasurer and/or Secretary, and the Chair, Secretary and/or Treasurer shall be different persons from the Executive Director and/or Office Manager.

5.02 Chair and Vice-Chair

The Chair and Vice-Chair shall be selected from time to time by a majority of the Board from among themselves, and the Chair shall preside at all Board meetings at which the Chair is present. In the event that the Chair is absent from the Board meeting in question, the Vice-Chair shall act as Chair or, in the event that both the Chair and the Vice-Chair are absent from the Board Meeting in question:

- a. prior to such Board meeting, the Chair shall choose a Director who will attend such Board meeting to act as the Chair of such Board meeting; or
- b. if the Chair has not made a choice pursuant to Subsection (a) of this Section 3.04, the Directors present at such Board meeting shall choose one of their number to act as the Chair.

In addition, the Chair (or, in the absence of the Chair, the Vice-Chair or substitute chosen in accordance with this Section 3.04) shall perform the duties described in this section 3.04, section 9.05, Schedule A hereto, and such other duties as may be required by law or as the Board may determine from time to time.

5.03 Treasurer and Secretary.

The Treasurer and Secretary shall be selected from time to time by a majority of the Board from among themselves.

- a. The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.
- b. The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Executive Director

The Board may from time to time appoint an Executive Director and may specify that person's duties and delegate to that person full power to manage and direct the business and affairs of the Corporation (except such powers to do anything that by law must be done by the Board or Membership) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board or any of the Directors all information they may require regarding the affairs of the Corporation.

5.05 Office Manager

The Board may from time to time appoint an Office Manager and may specify that person's duties and delegate to that person such powers as the Board may determine (except such powers to do anything that by law must be done by the Board or Membership). The Office

Manager shall report to the Executive Director and shall conform to all lawful orders given by the Executive Director or Board and shall at all reasonable times give to the Executive Director, Board or any of the Directors all information they may require regarding the affairs of the Corporation.

5.06 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.07 Duties

Officers shall be responsible for the duties assigned to them by the Board and, unless the Board has limited their ability to delegate some or all their duties, they may delegate to others the performance of any or all such duties.

Section 6 – Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's Articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend

any part of a meeting of Directors during which such contract or transaction is discussed and shall not vote on any resolution to approve such contract or transaction.

In supplement of and not by way of limitation upon any rights conferred upon directors by Section 41 of the Act and subject to the provisions of the Act, it is declared that no Director shall be disqualified from being a Director of the Corporation, or be required to vacate any such directorship by reason of, holding any office of, or place of profit under, the Corporation or any corporation in which the Corporation shall be a shareholder, or by reason of being otherwise in any way directly or indirectly interested in, or otherwise being concerned with, any contract or transaction, or proposed contract or transaction, with the Corporation. Subject to compliance with the Act, no contract or transaction entered into, by or on behalf of the Corporation, in which any Director shall be in any way directly or indirectly interested, shall be void or voidable, and no Director or Officer shall be accountable to the Corporation or any of its Members or creditors for any profit or gain realized by or from any such contract or transaction.

Subject to compliance with the Act, the Board in its discretion may submit any contract or transaction with the Corporation for confirmation, approval or ratification at a meeting of the Members duly called for that purpose, and any such contract or transaction that shall be confirmed, approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any additional requirement is imposed by the Act or by the Letters Patent such as, for example, a contract or transaction in which a Director or Officer has an interest, which contract or transaction shall, if submitted to the Members for confirmation, approval or ratification, require a Special Resolution to so be confirmed, approved and ratified), and, following confirmation, approval or ratification, shall be valid and binding upon the Corporation and its Members.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the Articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 – Members' Meetings

9.01 Annual Meeting

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

The business transacted at the annual meeting shall include:

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

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

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting of the Members on written requisition of not less than fifteen percent (15%) of the votes that may be cast at a meeting of the Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (see Section 55(1)(a) & (c) of the Act). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken (see Section 55(8)(a) of the Act). Notice of each meeting must remind the Member of the right to vote by proxy (see Section 65 of the Act).

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is five (5) percent of the Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

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

9.06 Voting of Members

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

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. 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.

9.08 Persons Entitled to be Present

The only persons entitled to vote at a Members' meeting are the Members. The Members, Directors, Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the Articles are entitled to be present at the meeting. In addition, funders, staff and supporters of the Corporation, and the family members and friends of Members, Directors, Officers, funders, staff and supporters of the Corporation are invited to any meeting of the Members. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for

the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

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

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members.

TO BE APPROVED by the members at the annual membership meeting held on the 10th of June, 2018.

Enacted on the _____ day of June, 2018.

Chair

Secretary

Schedule A

Position Description of the Chair

Role Statement

The chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as Member on all Board committees or as determined by the Board.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at each regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

**RESOLUTIONS OF THE MEMBERS OF EXTEND-A-FAMILY (THE
"CORPORATION"),
A CORPORATION WITHOUT A SHARE CAPITAL
AMALGAMATED PURSUANT TO THE *CORPORATIONS ACT* (ONTARIO),
TO BE PASSED AT THE ANNUAL MEMBERSHIP MEETING HELD ON JUNE 10,
2018**

**CONFIRMATION OF REPEAL OF BY-LAW NO. 1 AND
ADOPTION OF BY-LAW NO. 2**

WHEREAS the directors of the Corporation have repealed a by-law relating generally to the transaction of the business and affairs of the Corporation and designated as By-law No. 1 of the Corporation;

AND WHEREAS the directors of the Corporation have made a by-law relating generally to the transaction of the business and affairs of the Corporation and designated as By-law No. 2 of the Corporation;

AND WHEREAS the directors of the Corporation have presented the by-law of the Corporation designated as By-law No. 2 to the members of the Corporation for confirmation;

AND WHEREAS the members of the Corporation have reviewed the by-law of the Corporation designated as By-law No. 2 as a by-law of the Corporation and consider it in the best interest of the Corporation to confirm the by-law of the Corporation designated as By-law No. 2 of the Corporation;

NOW THEREFORE BE IT RESOLVED AS AN ORDINARY RESOLUTION (SIMPLE MAJORITY) OF THE MEMBERS THAT:

1. the repeal of the by-law of the Corporation designated as By-law No. 1 be hereby confirmed; and
2. the by-law of the Corporation designated as By-law No. 2, a copy of which is inserted in the minute book of the Corporation, being a by-law relating generally to the business and affairs of the Corporation be, and the same hereby is, confirmed as a by-law of the Corporation.

CHANGE IN THE QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS

WHEREAS the *Corporations Act* (Ontario) (the “**Current Act**”) provides that a majority of the Corporation’s Board of Directors constitutes a quorum for meetings of the Board of Directors of the Corporation (the “**Quorum**”) unless the letters patent of the Corporation, supplementary letters patent of the Corporation or a special resolution of the

members of the Corporation provide for a different Quorum, subject to a minimum Quorum of two-fifths (2/5) of the Board of Directors;

AND WHEREAS the letters patent of amalgamation for the Corporation (the “**Letters Patent**”) provide for a Board of Directors consisting of 12 directors, of which seven (following the retirement of Jeff Short) have been elected as members of the Board of Directors;

AND WHEREAS it would be impractical to require the attendance of all seven directors at every meeting in order for the Board of Directors to form a Quorum for the transaction of business;

AND WHEREAS it would also be impractical and not cost effective to amend the Letters Patent to provide for a different Quorum until such time as the new *Not-for-Profit Corporations Act* (Ontario) (the “**New Act**”) is proclaimed into force, at which time the Corporation intends to review converting its Letters Patent into Articles of Incorporation under the New Act;

AND WHEREAS, in the interim, the Corporation has proposed to change the Quorum from a majority of the Corporation’s Board of Directors to two-fifths (2/5) of the Board of Directors;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION (2/3 MAJORITY) OF THE MEMBERS THAT:

1. the Quorum is hereby changed to two-fifths (2/5) of the Board of Directors of the Corporation;
2. the retirement of Jeff Short as a director on the expiration of his term is hereby acknowledged, and his service to the Corporation as a director is hereby recognized with gratitude and appreciation; and
3. the Directors are hereby authorized to fill the remaining vacancies on the Board of Directors as and when the Board of Directors locates qualified candidates who are willing to so serve, with each such new Director to be confirmed at the next annual meeting following his or her appointment by the Board of Directors.

Certified to be a true copy of the resolutions adopted at the meeting of the Members of the Corporation held on June 10, 2018.