

## **AMENDED BY-LAW NO. 1**

Being the General By-Law of

### **LIFEWATER CANADA**

(hereinafter referred to as the "Corporation")

#### **HEAD OFFICE**

1. **Head Office.** Until changed in accordance with the Canada Not-For-Profit Corporations Act (hereafter referred to as "the NFP Act"), the Head Office of the corporation shall be in the District of Thunder Bay, in the Province of Ontario.

#### **CORPORATE SEAL**

2. **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

#### **MEMBERSHIP**

3. **Entitlement.** Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. Membership is subject to Section 5 "membership dues" as established by the directors from time to time. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the corporation. Each member shall be promptly informed by the Secretary of their admission as a member.
4. **Resignation.** Any member may withdraw from the Corporation by lodging a written resignation with the Secretary of the Corporation. A resignation will be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.
5. **Membership Dues.** Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

#### **MEMBERS' MEETINGS**

6. **Time and Place of Meetings.** Subject to compliance with the NFP Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may determine at any place within Canada or, if a majority of members agree, outside Canada.

7. **Annual Meetings.** At every annual meetings, in addition to any other business that may be transacted, the report of the directors , the financial statements and the report of the auditors or accountants shall be presented and the directors shall be elected and auditors/accountants appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.
8. **Special Meetings.** Other meetings of the members may be convened by order of the Chairperson of the board, the Vice-Chairperson of the board, the President, if a director, a Vice-President, who is a director, or by the board of directors at any date and time and at any place within Canada or, if the majority of the members so agree, outside Canada. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
9. **Notice.** Twenty-one (21) day's written notice shall be given in the manner specified in paragraph 19 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy. The notice of meeting shall also specify whether the members are entitled to vote by mail ballot and, if so, the form of mail ballot shall be attached to the notice and the procedures set forth in paragraph 16 shall apply.
10. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
11. **Error or Omission in Giving Notice.** No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
12. **Quorum.** A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the NFP Act or by the Letters Patent or any other By-law) shall be persons present being two in number and being or representing by proxy two members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 19 with regard to notice shall apply to such adjournment.
13. **Chairperson of the Meeting.** In the event that the Chairperson of the board and the Vice-Chairperson of the board are absent, the President is absent or is not a director and there is no Vice-President present who is a director and a member, the persons who are present and entitle to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

14. **Adjournment.** The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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 meetings in accordance with the notice calling the same.
15. **Resolution in Lieu of Meeting.** A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.
16. **Mail Ballots.** Where a notice of meeting states that the members may vote by mail ballot, the form of mail ballot shall be attached to the notice of meeting and the notice shall specify that the mail ballot must be completed, signed by the member and received by the Secretary of the Corporation (at the address specified) at least seventy-two (72) hours before the meeting at which the member wishes to record his/her vote. Votes received by mail ballot after that time shall not be counted for the purposes of the meeting. Except where the NFP Act requires a meeting, mail ballots may be used.
17. **Voting of Members.** At all meetings of the members, every question shall be determined on a show of hands by the majority of votes unless otherwise specifically provided by the NFP Act or by these By-laws. In the case of an equality of votes, the chairperson shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled in person, by proxy or by mail ballot to vote at meetings of members of the Corporation unless the member has paid all dues or fees, in any, then payable by the member.

At any meeting unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

18. **Proxies.** Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the

provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. A person appointed by proxy must be a member.

A proxy may be in the following form:

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The undersigned member of LIFEWATER CANADA hereby appoints \_\_\_\_\_ of \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the members of the said Corporation to be held on the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_, and at any adjournment or adjournments therefor in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_.

\_\_\_\_\_  
Signature of Member

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The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

### **NOTICES**

19. Service. Any notice or other document required by the NFP Act, Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or email to any such member or director at their latest address as shown in the records of the Corporation, and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary of the Corporation.

**AUDITORS OR ACCOUNTANTS**

20. Auditors. If required, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting. If required, the remuneration of the auditor shall be fixed by the board of directors.

**FINANCIAL YEAR**

21. Financial Year. The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of September in each year or on such other date as the director may from time to time by resolution determine.

ENACTED this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_

WITNESS the seal of the Corporation.

\_\_\_\_\_ Applicant