

HUMBER STUDENTS' FEDERATION

CONSTITUTION

A constitution relating generally to the conduct of the affairs of

HUMBER STUDENTS' FEDERATION

(the "**Corporation**")

BE IT ENACTED as the Constitution of the Corporation as follows:

ARTICLE I. INTERPRETATION

1.1 In this Constitution and any Policy and Procedures of the Humber Students' Federation, unless the context otherwise requires:

- (1) "**Act**" means the *Ontario Corporations Act, 2010* (Ontario), including the Regulations made pursuant to the Act, as from time to time amended and every act that may be substituted therefore;
- (2) "**Annual Meeting of the Members**" means a meeting of the Members held in accordance with Section 6.1;
- (3) "**Articles**" means the articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (4) "**Board of Directors**" or "**Board**" are used interchangeably and is the board of directors of the HSF, as described in this Constitution;
- (5) "**Board of Governors**" means the Board of Governors of the College, as provided by the rules and regulations of the Council of Regents;
- (6) "**Campus**" means a location of the Institution, namely the North Campus, Lakeshore Campus, Guelph-Humber Campus, or the Orangeville Campus and "**Campuses**" means all four (4) of them;
- (7) "**Chairperson**" is the person elected or appointed from amongst the Directors to facilitate the meetings of the Board, in accordance with this Constitution;
- (8) "**Chief Executive Office**" is both the President and Executive Director of the HSF; also referred to as the CEO;
- (9) "**Chief Returning Officer**" is the person appointed to conduct and supervise the process with respect to elections and referenda, as provided in this Constitution and the Policy and Procedures;
- (10) "**Club**" or "**Association**" is an organization of Members of the Institution, ratified by the HSF, who come together to pursue a specific purpose or interest for the good and enjoyment of its Members through their events, as permitted by law and the policies

- and regulations of the HSF, and run in accordance with this Constitution and Policy and Procedures;
- (11) **“College”** means the Humber Institute of Technology and Advanced Learning;
 - (12) **“Constitution”** means this Constitution as it may be amended from time to time and all other Constitution of the HSF from time to time in force and effect;
 - (13) **“Director”** means a director of the HSF and a member of the Board, which includes elected, acclaimed or appointed individuals, in accordance with this Constitution;
 - (14) **“Eligible Student”** means a Full-Time student as defined by the Office of the Registrar (except in the case of incumbent President) who fulfills the criteria for election eligibility as set out in this Constitution and the Policy and Procedures;
 - (15) **“Full-Time Member”** means a Member of the HSF as determined in accordance with Article 3.2;
 - (16) **“Full-Time Student”** is a student who is enrolled on a Full-Time basis as defined by the Academic Regulations of the Institution and who attends the Institution during the day;
 - (17) **“Guelph-Humber”** means the Guelph-Humber Campus of the Institution located at 207 Humber College Blvd., Toronto, ON, M9W 5L7;
 - (18) **“HSF”** means the Humber Students’ Federation, an Ontario non-share capital corporation incorporated under the Act;
 - (19) **“HSF Non-Business Days”** means any day of the week that the Institution does not schedule classes for Full-Time Students and includes Labour Day, Thanksgiving, Christmas Break, Family Day, Reading Week, Good Friday, Victoria Day, Canada Day and Civic Holidays;
 - (20) **“Institution”** means all post-secondary education institutions with operating agreements with Humber ITAL, based at a Campus operated by Humber ITAL, whose Full-Time student activity fees are paid to Humber ITAL;
 - (21) **“Lakeshore Campus”** means the Lakeshore Campus of the Institution located at 3199 Lake Shore Blvd. West, Toronto, ON, M8V 1K8;
 - (22) **“Letters Patent”** means the Letters Patent incorporating the HSF dated the 1st day of August, 2000, as from time to time altered or amended by supplementary letters patents;
 - (23) **“Members”** means the Full-Time Members and the Part-Time Members;
 - (24) **“North Campus”** means the North Campus of the Institution located at 205 Humber College Blvd., Toronto, ON, M9W 5L7;
 - (25) **“Orangeville Campus”** means the Orangeville Campus of the Institution located at 275 Alder Street, Orangeville, ON, L9W 5A9;
 - (26) **“Ordinary Resolution”** means 50% + 1 (fifty per cent plus one) rounded to the next whole number of those present and voting in favour of or against the motion;

- (27) **“Part-Time Day Student”** is a student who is enrolled on a part-time basis at the Institution as defined by the Academic Regulations of the Institution and who attends the Institution during the day;
- (28) **“Part-Time Member”** means a Member of the HSF as determined in accordance with Article 3.3;
- (29) **“Policy and Procedures”** means the set of rules, Policy and Procedures adopted by the Board of Directors, consistent with this Constitution, for the conduct of the affairs of the HSF, from time to time in force and effect;
- (30) **“President”** is a student who is duly elected or acclaimed by the students in accordance with the rules as to eligibility as provided in this Constitution and the Policy and Procedures;
- (31) **“Referendum”** is a polling of the Eligible Students on a particular question, and is governed by this Constitution and the Policy and Procedures;
- (32) **“Representation by Population”** means a method by which Directors are allocated in such a way as to vary with Campus enrolment. The higher the enrolment, the larger the number of Directors allocated. A minimum of one Director per campus must be allocated. Enrolment must be confirmed with the Office of the Registrar annually; and the allocation of Directors by Campus approved by the Chief Executive Office prior to each annual election.
- (33) **“Semesters”** means the academic terms of the Institution, being the **“Fall Semester”**, which begins in late August or early September of each year, the **“Winter Semester”**, which begins in January of each year, and the **“Summer Semester”**, which begins in May of each year, and **“Semester”** means any of them;
- (34) **“Special Meeting”** means a special meeting of the Members for the purposes defined in Article 4.3;
- (35) **“Student”** means a Full-Time Student or a Part-Time Day Student;
- (36) **“Student Activity Fee”** is the fee collected by the College each Semester from all Full-Time and Part-Time Day Students and which is provided by the College to the HSF for its use on behalf of and in the interests of the Members;
- (37) **“University”** means the University of Guelph-Humber
- (38) **“Vice President”** is a Full-Time Student Member who is duly elected or acclaimed by the Members in accordance with the rules as to eligibility, as provided by this Constitution and the Policy and Procedures.

1.2 Grammar. The singular shall include the plural, and the plural shall include the singular. The masculine shall include the feminine, and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number or aggregate of persons.

ARTICLE II. CORPORATE AFFAIRS

2.1 Constitution. This Constitution constitutes the Constitution of the HSF.

2.2 Seal. The seal of the HSF shall be the corporate seal of the HSF.

2.3 Head Office. The head office of the HSF shall be located at the North Campus, in the City of Toronto, in the Province of Ontario, or as otherwise set by the Board.

2.4 Financial Year. The financial year of the HSF shall be from April 1st through March 31st of the following year.

2.5 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments ("**Documents**") in writing requiring execution by the HSF shall be signed in accordance with the financial policies of the HSF. Should the financial policies not apply to a certain type of document, such document may be signed by either the Executive Director (or his designate) or the President (or his designate). The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.6 Banking – The banking business of the Corporation shall be transacted in accordance with the financial policies of the HSF, and at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the HSF and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 Vacancy of Auditor – The Board shall immediately fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement.

2.7 Invalidity of any Provisions of this Constitution – The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of this Constitution.

ARTICLE III MEMBERS

3.1 Classes. There shall be two (2) classes of Members of the HSF: Full-Time Members and Part-Time Members.

3.2 Full-Time Members.

- a. The Full-Time Members of the HSF shall be all of the Full-Time Students; until a Full-Time Member has paid the full Student Activity Fee, he/she shall not be eligible to vote at a meeting of Members or an election, or to run as a candidate under Section 3.2(b) (v) below.
- b. Each Full-Time Member is entitled:
 - i. To vote in any and all HSF elections and/or referenda;
 - ii. To establish and join Clubs and Associations;
 - iii. To propose, second or approve amendments to the Constitution;
 - iv. To nominate or second candidates for elected positions within HSF subject to the applicable Policy and Procedures;
 - v. To stand for election or to be appointed as per Article 5 and Article 6 below subject to the applicable Policy and Procedures;
 - vi. To attend all meetings of the Members and Special Meetings, and, as an observer only, meetings of the Board of Directors;
 - vii. To cast one (1) vote per motion at each meeting of the Members; and
 - viii. To use the space and contents under direct control of the HSF at the discretion of HSF provided the Member holds a valid student card.

3.3 Part-Time Members.

- a. The Part-Time Members of the HSF shall be all of the Part-Time Day Students and who pay a prorated Student Activity Fee.
- b. Each Part-Time Member is entitled:
 - i. To establish and join Clubs and Associations;
 - ii. To attend all meetings of the Members and Special Meetings, and, as an observer only, meetings of the Board of Directors;
 - iii. To use the space and contents under direct control of the HSF at the discretion of HSF staff provided the Member holds a valid student card.

3.4 Termination. Membership is not transferable and terminates if the Member ceases to meet the criteria for membership as set out in Article 3.2 or 3.3. A Member cannot resign as such; if a Member ceases to be a Student, he/she will automatically cease to be a Member.

Article IV Meetings of the Members

4.1 Annual Meeting of the Members. The Annual Meeting of the Members shall be held on or around March 31st of each year at such place, time, and on such day as the Board of Directors may from time to time determine, for the purposes of:

- a. Hearing and receiving the reports and statements required by the Act to be read at, and placed before the annual meeting;
- b. Ratifying HSF election results;
- c. Receiving the annual budget for the upcoming fiscal year previously approved by the Board;
- d. Appointing auditors with the consideration of the recommendation of the Board of Directors;
- e. Approving any amendments to the Constitution; and
- f. Transacting such other business as may properly be brought before the meeting.

4.2 Proposals at Annual Meeting – A Member entitled to vote at an Annual Meeting of Members may submit to the HSF notice of any matter that the Member proposes to raise at the Annual Meeting (a “**Proposal**”). If the Proposal is submitted to the HSF at least sixty (60) days before the date of the meeting, the HSF shall include the Proposal in the notice of meeting. If so requested by the Member, the HSF shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the Annual Meeting.

[This provision will be effective as of the date that the Ontario Not-for-Profit Corporations Act, 2010 comes into force.]

4.3 Special Meetings. The Board of Directors may, by Ordinary Resolution, call a Special Meeting of the Members at any time deemed necessary. A Special Meeting of the Members may also be called by a written requisition of Members carrying not less than ten per cent (10%) of the voting rights, as deemed by the Office of the Registrar and supported by the records of the HSF. The petition must:

- a. State the general nature of the business to be presented at the Special Meeting;
- b. Be signed by the petitioners with their names printed legibly and their valid student numbers provided; and
- c. Be filed at the head office of the HSF.

Upon receipt of a petition which meets the criteria listed above, the Board of Directors shall call a Special Meeting of the Members for the transaction of the business stated in the petition. If

the Board of Directors does not call and hold a Special Meeting of the Members within twenty-one (21) days from the date of filing the petition, any of the petitioners may call such meeting which shall be held within sixty (60) days from the date of filing of the petition.

4.4 Notice. Notification of the time, place and subject matter of a Annual Meeting of the Members and Special Meetings must be publicized through the Institution's media and be provided to the Members not less than ten (10) days prior to the meeting, excluding Saturdays, Sundays, HSF Non-Business Days and the day of the meeting, but including the day on which notice is given.

4.5 Omissions and Errors – The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board, or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Constitution, 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.

4.6 Waiver of Notice – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

4.7 Quorum. A quorum at a meeting of the Members shall consist of at least fifty (50) Full-Time Members in attendance.

4.8 Votes. Each Full-Time Member shall be entitled to one (1) vote per motion at all meetings of the Members unless the Member has not paid the full Student Activity Fee with the Office of the Registrar by the notice date of the meeting, as per Section 4.4.

4.9 Ordinary Resolution. Unless specifically stated otherwise in this Constitution, an Ordinary Resolution of the Full-Time Members shall decide motions at all meetings of the Members in attendance.

4.10 Tie Votes. When there is a tie vote at a meeting of the Members, the motion shall be deemed to have failed.

4.11 Rules of Order. The adopted rules of order and procedures at all meetings of the Members shall be the "Robert's Rules of Order – Revised", except in the case where such rules conflict with this Constitution or the Policy and Procedures which take precedence over Robert's Rules of Order.

4.12 Minutes. Minutes of all meetings of the Members must be recorded and filed in the minute book of the HSF and posted on the HSF website.

4.13 Annual Financial Statements – The Corporation shall, not less than twenty-one (21) days before each annual meeting of Members, give a copy of the financial statements approved by the Board and the report of the auditor to all Members who had informed the Corporation that they wish to receive a copy of those documents by posting a copy of the financial statements on the website.

Article V Board of Directors

5.1 Composition. The Board of Directors shall be comprised of a minimum of seven (7) and a maximum of ten (10) Directors who shall be elected at large by the Members by means of Representation by Population. The Board of Directors must be ratified at the Annual Meeting of Members. The Board shall be composed of the fixed number of Directors as determined from time to time by the Members by special resolution or, if the special resolution empowers the Directors to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.2 Chair of the Board. A Chair of the Board shall be elected or appointed from amongst the Board at a meeting of the Board of Directors.

5.3 Vacancy. The Board of Directors, so long as it is comprised of no fewer than seven (7) Directors, shall continue to have all the legal authority of a complete Board. In the event that less than ten (10) Directors are elected by the Members following the Winter Election, the Directors may, in consultation with the CEO, appoint additional Directors to fill the remaining spots. No more than one-third ($1/3^{\text{rd}}$) of the maximum number of Directors elected by the Members can be appointed by the Directors at one time.

5.4 Term. The term of office of a Director or officer shall be from the later of May 1st or the date of election, acclamation or appointment through to April 30th of the following calendar year. Directors may be re-elected at the end of their first term for one (1) additional term but may not serve for more than two (2) terms.

5.5 Consent. A Director who is elected or appointed must consent to hold office as a Director before or within ten (10) days after the election or appointment.

5.6 Eligibility. Each Director must throughout his/her nomination, candidacy and term of office:

- a. Be a Full-Time Member;
- b. Not be on Academic Probation as defined by his/her Institution;
- c. Have completed at least one semester in a post-secondary program prior to nomination;
- d. Be enrolled at the Campus he/she represents;
- e. Shall not be or become a Part-Time paid staff member of the HSF exclusively during his/her term of office;
- f. Be eighteen (18) or more years of age;
- g. Not be an undischarged bankrupt;
- h. Not be found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- i. Not be found to be incapable by any court in Canada or elsewhere;
- j. Not be convicted of an indictable criminal offence in a court of law;
- k. Except in relation to HSF sanctioned organizations, not have any relationship with another student association or student advocacy group, including as a member, director, or officer of such association or group; and
- l. Adhere to the Director Loyalty and Commitment Policy set out in the Policy and Procedures of HSF, from time to time in force and effect.

5.7 Campus Transfer. A Full-Time Member at one Campus who transfers into a program of student at another Campus of the Institution may run in the elections to elect Directors at the Campus of the Institution that the Member has transferred to, provided that he/she meets the eligibility requirements for Directors as set out in Article 5.6.

5.8 Immigration Status. Employment Authorization or Immigration status does not bar a Full-Time Member from running in any election for a position on the Board of Directors.

5.9 Automatic Removal. Any Director shall automatically cease to be a Director if:

- a. The Director ceases to satisfy the eligibility criteria set out in Article 5.6;
- b. The Director is suspended or expelled by the Institution as a student;
- c. The Director dies;
- d. The Director has three (3) absences from meetings of the Board of Directors during a Term as per Section 5.4;
- e. The Director, as determined by the Board by Ordinary Resolution, contravenes any Constitution or any Policy or Procedure of the HSF;
- f. The Director participates in a co-op or work placement of the Institution which interferes with his/her duties as a Director; or
- g. The Director is removed by the Members pursuant to Article 5.10.

Subject to Article 5.10, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors.

5.10 Suspension or Removal by the Members. Any Director can be suspended or removed as a Director before the expiry of his/her term of office in accordance with the Act. The Members may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

Article VI Officers

6.1 Election. The Members shall elect the following Officers, who may also be referred to as Executives:

- a. President,
- b. Vice President Guelph-Humber,
- c. Vice President Lakeshore,
- d. Vice President North;

and elect the Directors of the Board no later than ten (10) days prior to the Annual Meeting of the Members during the Winter Semester.

6.2 By-election. A By-election shall be held no later than September 30th of each year to fill any vacant positions.

6.3 Conduct of Elections. The Chief Returning Officer will be responsible for the conduct of all elections in accordance with this Constitution and the applicable Policy and Procedures.

6.4 Maximum Term – Vice Presidents. Vice Presidents may be re-elected at the end of their first term for one (1) additional term but may not serve for more than two (2) terms.

6.5 Maximum Term – President. A President may be re-elected at the end of their first term for one (1) additional term but may not serve as President for more than two (2) terms.

6.6 Eligibility – President. The President of the HSF must, throughout his/her nomination, candidacy and term of office:

- a. Be a Full-Time Member exclusively throughout his/her nomination and candidacy, with the exception of an incumbent;
- b. Not be on Academic Probation as defined by his/her Institution;
- c. Have completed at least one semester in a post-secondary program prior to nomination;

- d. Be registered as a student in at least six (6) credit hours of courses in a post-secondary program of two (2) or more semesters in length at the Institution;
- e. Be eighteen (18) or more years of age;
- f. Not be an undischarged bankrupt;
- g. Not be found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- h. Not be found to be incapable by any court in Canada or elsewhere;
- i. Not be convicted of an indictable criminal offence in a court of law; and
- j. Except in relation to HSF sanctioned organizations, not have any relationship with another student association or student advocacy group, including as a member, director, or officer of such association or group.

6.7 Eligibility – Vice President. Each Vice President must, throughout his/her nomination, candidacy and term of office:

- a. Be a Full-Time Member exclusively throughout his/her nomination and candidacy, with the exception of an incumbent;
- b. Not be on Academic Probation as defined by his/her Institution;
- c. Have completed at least one semester in a post-secondary program prior to nomination;
- d. Be registered as a student in at least six (6) credit hours of courses in a post-secondary program of two (2) or more semesters in length at the Institution;
- e. Be enrolled at the Campus he/she represents;
- f. Be eighteen (18) or more years of age;
- g. Not be an undischarged bankrupt;
- h. Not be found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- i. Not be found to be incapable by any court in Canada or elsewhere;
- j. Not be convicted of an indictable criminal offence in a court of law; and
- k. Except in relation to HSF sanctioned organizations, not have any relationship with another student association or student advocacy group, including as a member, director, or officer of such association or group;

6.8 Suspension or Removal of Vice Presidents. Any Vice President shall automatically cease to be a Vice President if he/she ceases to satisfy the eligibility criteria set out in Article 6.7. Any Vice President may be suspended or removed before the expiry of his/her term of office by the

CEO. The Board of Directors may approve a qualified individual to fill the resulting vacancy for the remainder of the term of the Vice President by recommendation of the CEO.

6.9 Suspension or Removal of President. The President shall automatically cease to be President if he/she ceases to satisfy the eligibility criteria set out in Article 6.6. The President may be suspended or removed before the expiry of his/her term of office by a two-thirds (2/3) vote of the Board of Directors. The Directors may appoint a qualified individual to fill the resulting vacancy for the remainder of the term in consultation with the Executive Director.

Article VII PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

7.1 Duty of Good Faith. Each Director and officer is expected to discharge the duties of office honestly, in good faith, and in the best interests of the HSF. The standard of care, diligence and skill required is that which a reasonably prudent person would exercise in comparable circumstances.

7.2 No Liability. Provided that a Director has abided by this Constitution and the Policy and Procedures, and carried out duties in a reasonably competent and honest fashion, in good faith and in the best interests of the HSF, no Director shall be held liable for money or property distributed or paid by the Corporation contrary to the Act.

7.3 Indemnification. Every Director and officer of the HSF, every former Director or officer of the HSF, or an individual who acts or acted at the HSF's request as a Director or officer, or in a similar capacity, of another entity, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the HSF, from and against all costs, charges and expenses whatsoever that he/she sustains or incurs in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the HSF or other entity, provided that:

- a. The individual acted honestly and in good faith with a view to the best interests of the HSF or other entity, as the case may be;
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful; and
- c. The individual was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done.

7.4 Permitted by Act or Law. The HSF shall also indemnify any such person in such other circumstances as the Act or the Law permits or requires. Nothing in this Constitution shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Constitution to the extent permitted by the Act or Law.

Article VIII AMENDMENTS TO THE CONSTITUTION

8.1 Proposal. Any Full-Time Member can propose an amendment to the Constitution to the Board of Directors.

8.2 Notice to the Board. Notice of any proposal of amendments to this Constitution, including supporting materials, shall be delivered to the Chairperson who shall give notice of such proposal, including supporting materials, to the HSF Board of Directors at least one (1) regular meeting prior to voting on proposed changes to this Constitution.

8.3 Approval by the Board. In order for the Board of Directors to forward a motion to be considered at a meeting of the Members to amend this Constitution, a two-thirds (2/3) vote of the Directors is required to affirm the motion at a regularly-scheduled meeting of the Board of Directors, where at least three-fourths (3/4) of the total Directors are present.

8.4 Notice to Members. Upon acceptance of amendments by the Board of Directors, the Chairperson shall give the notice of such amendments, together with any supporting materials, to the Members at least fourteen (14) days, excluding HSF Non-Business Days prior to the next meeting of the Members.

8.5 Posting of Notice. Notice to the Members of the proposed amendments to this Constitution shall be made by posting the proposed amendments and any supporting materials:

- a. In all offices of the HSF; and
- b. On the official website of the HSF.

8.6 Coming into Effect. Amendments to this Constitution shall come into effect upon Ordinary Resolution of the Full-Time Members present and voting at the meeting of the Members called for purposes of considering the proposed amendments.

Article IX Enactment of this Constitution

9.1 Enactment of this Constitution. Upon the enactment of this Constitution, all previous Constitutions of the Corporation shall be repealed. Such repeal shall not affect the previous

operation of any Constitution or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such Constitution pursuant to its repeal. All Directors, officers, and person acting under any Constitution so repealed shall continue to act as if appointed under the provisions of this Constitution and all resolutions of the Members and of the Board with continuing effect passed under any repealed Constitution shall continue as good and valid except to the extent inconsistent with this Constitution and until amended or repealed.

ENACTED this 10th day of February, 2016.

James Pashutinski

Chair

CONFIRMED by the Members this 30th day of March, 2016.

James Pashutinski

Chair