



Helping Kids with  
Physical Disabilities  
Succeed

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**AMENDED AND RESTATED BY-LAW No.1**

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 Amended 1974, 1978, 1980, 1983, 1985, 1986, 1987, 1989, 1990, 1991, 1992, 1995, 1997, 1998,  
 2000,2001,2002,2003,2005,2007,2009,2010,2012,2013,2014, 2022

## EASTER SEALS ONTARIO

### AMENDED AND RESTATED BY-LAW NO. 1

#### INTERPRETATION

“Affiliated Club”	Affiliated Club means a club affiliated with the Corporation which assists and supports the Corporation by providing funds, based on an annual agreement, to promote the objects of the Corporation.
“Auditor”	Means the auditor for the Corporation as appointed from time to time.
“Board”	Means the governing Board of Directors of the Corporation
“Corporation”	Means the Ontario Society for Crippled Children.
“Director”	Means a member of the Board of Directors.
“Executive Committee”	Shall have the meaning set out in Article 6, Section B) i. hereof.
“Finance & Audit Committee”	Shall have the meaning set out in Article 6, Section B) ii. hereof.
“Fundraising Committee”	Shall have the meaning set out in Article 6, Section B) iii. hereof.
“Immediate Past Chair”	Means the person, other than the current Chair, who most recently held the office of Chair and consents to hold this office.
“Member”	Means Member of the Corporation.
“Patron”	Shall have the meaning set out in Article 3, Section C) hereof.
“President and Chief Executive Officer”	Shall have the meaning set out in Article 7 hereof.
“Standing Committee”	Means any committee listed in Article 6, Section B) hereof; as such list may be expanded or retracted from time to time by the Board.

## **ARTICLE 1 – CORPORATION**

Corporation The Corporation shall be known as the “Ontario Society for Crippled Children” and may also identify itself to the public as “Easter Seals” where the reference is clearly to activities within the Province of Ontario or “Easter Seals Ontario”.

## **ARTICLE 2 - MISSION STATEMENT, VALUES & AIMS, PURPOSE AND OBJECTS**

Mission Statement The Corporation is committed to helping children, youth and young adults with physical disabilities and their families. Through the generous support of its donors and volunteers, the Corporation provides quality services and programs, and acts as an effective voice for the needs and interests of children, youth and young adults with physical disabilities and their families .

Values The Corporation shall challenge itself to embrace change by seeking opportunities for innovation and growth.

The Corporation shall deliver quality experiences for children, youth and young adults with physical disabilities and their families , donors, and supporters through engagement and collaboration.

The Corporation shall deliver that which its promises with integrity and professionalism. The Corporation shall lead by example as a trusted partner and champion for children, youth and young adults with physical disabilities.

The Corporation shall conduct itself with compassion and determination to make a positive difference in the lives of the children, youth and young adults with physical disabilities and their families who the Corporation serves.

Aims, Purpose and Objects WHEREAS the Corporation is dedicated to helping children, youth and young adults with physical disabilities achieve their full potential and future independence, the Corporation provides funding, directly or indirectly, for disability solutions through financial assistance, camp, research, advocacy, public and consumer education. These solutions are designed to:

- (a) to assist parents to access comprehensive programs and services for the rehabilitation of their children and young adults with physical disabilities;
- (b) to stimulate the development of programs and services to meet

the needs of children and young adults with physical disabilities;

- (c) to assist children and young adults with physical disabilities to function in the community at the highest level at which they are capable;
- (d) to promote a high level of awareness and acceptance of the physically disabled through public education and support of their rights;
- (e) to compile, analyze and exchange information on the incidence, distribution and needs of children and young adults with physical disabilities;
- (f) to support research into causes, prevention and treatment of physically disabling conditions;
- (g) to develop and conduct fundraising programs to support services; and
- (h) to collaborate with children and young adults with physical disabilities, their parents, Government, service clubs, other voluntary organizations and volunteers in the attainment of the Corporation's objects.

Special Provisions

- (a) the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;
- (b) the Corporation shall be subject to the *Charities Accounting Act*.
- (c) the Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties;
- (d) the borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property;
- (e) upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their

work solely in Ontario; and

- (f) if it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the Corporation has failed to comply with any of the provisions of the *Charities Accounting Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor, in his or her discretion, to make an order under sub - section 317(1)(a) of the Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.

Power  
Clauses

For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities.

### ARTICLE 3 – MEMBERS AND MEETINGS OF THE CORPORATION

Members of the Corporation

The following shall be Members of the Corporation:

A) Members at Large

- i. Directors; and
- ii. An unlimited number of individuals admitted by the Board for such term as the Board deems appropriate.

B) Honorary Life Member

Any person who has performed outstanding service to children and young adults with physical disabilities may be appointed an Honorary Life Member by the Members of the Corporation at an annual meeting.

C) Patrons

The Board may from time to time admit as patrons of the Corporation, persons with distinguished credentials who meet the qualifications otherwise determined by the Board as such persons shall be Members for such term as may be designated by the Board.

Each member shall have one vote at meetings of the Members of the Corporation.

Annual General Meeting

D) The Annual General Meeting of the Corporation shall be held annually. The Directors may call a special meeting of the Members of the Corporation at any time.

E) The purpose of the Annual General Meeting shall be to:

- i. adopt the minutes of the previous annual general meeting;
- ii. report on unfinished business from any previous general or special meeting of the Corporation;
- iii. receive reports of the Board including the audited financial statements and the Auditor's report;
- iv. elect Directors;
- v. Appoint Auditors; and
- vi. conduct any other business as determined by the Board.

Notice of Meetings of the Corporation

F) No less than twenty-one (21) days' prior written notice of meetings of the Corporation shall be given by regular mail, facsimile or email to each Member of the Corporation, and sufficient information will be provided for Members to form a reasoned judgement on the decision(s) to be made.

Special General Meeting	G) Special General Meetings of the Corporation may be held if 25% of Voting Members so request in writing. The notice of the Special General Meeting shall state the purpose for which it is called.
Quorum	H) The quorum for the Annual General Meetings and a Special General Meeting is ten (10) Voting Members in person or by proxy.
Chair of Meetings	I) Meetings of the Members and of the Directors of the Corporation shall be chaired by: <ul style="list-style-type: none"> <li>i. Board Chair;</li> <li>ii. Board Vice-Chair if the Chair is absent; or</li> <li>iii. a Chair elected by the Members or the Directors if the Chair and Vice-Chair are absent.</li> </ul>
Adjourned Meeting	J) If, within one (1) hour after the appointed time for the start of a meeting of the Members of the Corporation, a quorum is not present, the meeting shall stand adjourned until a time within two (2) weeks of the adjourned meeting, to be determined by the Board. At the rescheduled meeting, the quorum shall be no less than three (3) Voting Members.
Errors	K) No error or omission in the notice of any general or special meeting of the Members shall invalidate such notice or render void any proceedings taken thereat, and any Member may at that time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings tabled and/or approved at such meeting.

#### **ARTICLE 4 - GOVERNING BOARD**

Governing Board	(A) The Board shall be comprised of no less than six (6) and no more than sixteen (16) Members. No person shall be a Director unless he/she is a member of the Corporation or becomes a Member of the Corporation within ten days after his/her election.
Term of Office	(B) The term of office of each Director shall be three (3) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.  Each Director is eligible for election for two consecutive full terms, and afterwards is not eligible for re-election until a period of eleven months has elapsed from the date such person ceased to be a Director.
Extension of Term	(C) Notwithstanding section 4 (B), following the conclusion of the Director's second term, any Director may have the term extended by one (1) year when special circumstances warrant it. This extension shall be proposed by the Board and ratified by the Members at the next Annual Meeting where elections of Directors are held.



Filling Vacancies	(D) The Board may appoint Directors to fill vacancies between Annual General Meetings. The term of the appointment shall be until the next Annual General Meeting.
Removal of Directors	(E) The Board may remove, with cause, any Director from the Board. After notice of intent to remove a Director has been given, a Director may be removed from office before the expiration of the term by means of a two- thirds majority vote of all Directors at a duly constituted meeting of the Board.
Duties of the Governing Board	(F) The Board shall: <ul style="list-style-type: none"> <li>- be responsible for the management of the Corporation</li> <li>- ensure that ESO functions in accordance with the relevant legislation and the By-Laws of ESO</li> <li>- provide such specific policies that may be required by legislation or otherwise</li> <li>- delegate responsibility and authority to the President and Chief Executive Officer</li> <li>- review the functioning of ESO in relation to the objectives of the Corporation as stated in the Letters Patent, Supplementary Letters Patent and/or the By-laws</li> </ul>
Fiduciary	(G) Directors shall exercise their office with reasonable care, skill and diligence under the circumstances provided that the foregoing shall not include liability for the acts of one of the other Directors.
Confidentiality	(H) Directors shall discuss ESO matters only with authorization of the Board and only to the extent permitted by law.
Conflict of Interest	(I) No employee of ESO shall be eligible for membership on the Board.  (J) No Director shall vote or attempt to influence the voting of others on any matter in which there is a conflict of interest and shall declare the details of such interest prior to a vote on such matter.  (K) A Director with a financial interest in any matter before the Board shall absent from that portion of the meeting in which the matter is discussed and during a vote on such matter.  (L) Neither the solicitor nor the auditor nor a partner of the solicitor or auditor for ESO shall be eligible for membership on the Board.
Indemnification of Members	(M) Each Director shall be indemnified and saved harmless out of the funds of the Corporation from any liability that the Director sustains in respect of the execution of duties as a Director, except in case of negligence and further in cases in which actions are brought against Directors as a result of any willful default.

Meetings of the Board	(N) Meetings of the Board shall be held at a time and place determined by the Board.
Regular Meetings	(O) Regular meetings shall be scheduled at least four (4) times a year. Minutes shall be kept of all Board meetings.
Special Meetings	(P) Special meetings of the Board shall be called at the request of the Chair or at the request of no less than three (3) Directors.
Telephone and Virtual Meetings	<p>(Q) Subject to the consent of all the Directors, a Director may participate in a meeting of the Board or Committee by telephone or virtual means that permit all participants to communicate adequately with each other during the meeting. A Director(s) participating by such means is deemed to be present at that meeting.</p> <p>Email may be used occasionally to conclude a meeting (e.g., approval of a motion or addendum item) but should not be used to conduct a meeting.</p>
In-Camera Sessions	(R) Any member of the Board or the President and CEO may request that confidential matters be discussed in-camera when the potential for harm from public disclosure is greater than the benefits of transparency. Generally, the Board will move in-camera when matters pertaining to HR/Personnel, legal issues, property or other confidential matters are discussed.
Notice of Meeting	(S) Notice of time and place shall be communicated to each Director 4-6 days prior to the meeting unless such notice is waived by the Directors.
Voting	<p>(T) Questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present.</p> <p>(U) In the case of a voting deadlock, the Chair of the meeting, having not voted, shall cast the deciding vote.</p> <p>(V) The Chair of the Board or Committee reserves the right to decide how assent is shown (e.g., voice, show of hands or silence) unless, if so demanded by any Director present, by secret ballot.</p> <p>(W) Any provision of these By-laws requiring a special resolution shall require a vote of two-thirds majority for the passage of such resolution.</p>

## ARTICLE 5 – STATUTORY DECLARATION

- Statutory Declaration
- A) A statutory declaration by the Secretary or Chair that the notice has been given pursuant to the Corporation's by-lases shall be sufficient and conclusive evidence of the giving of such notice.
  - B) Subject to the Corporations Act, no error or omission in giving notice for a meeting of the Corporation, Board, Executive Committee or any other committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

## ARTICLE 6 - OFFICERS OF THE CORPORATION

- Officers
- A) The following officers will comprise the Executive Committee of the Corporation and each will hold office for a term of three (3) years from the date of their appointment:
    - i. Chair
    - ii. Vice Chair
    - iii. Treasurer
    - iv. Secretary
    - v. Immediate Past Chair

An Honorary Chair and a Honorary Vice-Chair may be appointed by the Board or by the Members at an Annual General Meeting of Members, neither of whom need be a Member or a Director of the Corporation.

- Chair
- B) The Chair of the Board shall:
    - preside at all general and special meetings of the Board and Board and Executive Committee meetings or appoint the Vice-Chair as designate.
    - report to the Members at each Annual General Meeting of the Corporation concerning the management and operation of the Corporation and at such other times as deemed necessary by the Board.

- Vice Chair
- C) The Vice Chair shall have all the powers and duties of the Chair in the absence of the Chair together with such other duties that may be assigned from time to time by the Chair or the Board.

- Treasurer
- D) The Treasurer shall have all the power and duties generally pertaining to that office including the responsibility for:
    - Be responsible for keeping the books of accounts and accounting records of the Corporation required to be kept by the provisions of the Corporations Act;
    - Submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation as at the close of the preceding calendar quarter for which

- statements are available;
- Arrange for the availability of the Auditor’s report on the Corporation’s financial statements at least once in each fiscal year;
- Submit budgets to the Board as directed by the Board; and
- Perform other such duties as may be established from time to time by the Board.

Secretary

- E) The primary function of the Secretary is to ensure that the affairs of the corporation are being appropriately carried out. In particular, these responsibilities apply to:
- ensuring that the Corporation’s records are maintained
  - ensuring that the Corporation complies with all government regulated reporting
  - ensuring that the corporation adheres to statutory and regulatory requirements
  - maintaining the Corporation’s By-laws
  - providing procedural advice to the Board Chair
  - maintaining the attendance record of Directors at Board and Board committee meetings
  - such other duties as ordinarily pertain to that office

Ex-Officio Members

- F) Ex-officio Members will have the same rights and responsibilities of other Members.

## ARTICLE 7 - COMMITTEES OF THE BOARD

Committees

- A) At the first meeting of the Board following the Annual General Meeting of the Corporation, the Board shall appoint members of committees as it deems appropriate. Subject to the By-Laws of the Corporation, all Committees are subject to the requirements listed below:
- i. the Chair, Vice-Chair and members shall be appointed by the Board;
  - ii. at least one (1) Director shall be appointed to serve on each Committee;
  - iii. each Committee shall meet at least annually, or more frequently at the discretion of its chair or as required by its Terms of Reference, and at the request of the Board;
  - iv. each Committee shall be responsible to, and report after each meeting to, the Board.

Standing Committees

- B) The foregoing committees will be referred to as Standing Committees and shall consist of the following:
- i. **Executive Committee**
    - Chair of the Board

- Vice Chair
  - Treasurer
  - Secretary
  - Immediate Past Chair
- ii. Finance and Audit Committee**
- Treasurer, who shall be the Chair;
  - two or more members of the Board who have accounting or financial management expertise, or who demonstrate an understanding of financial statements and accounting principals; and
  - such other persons as the Board may appoint provided that Board members are in the majority.
  - the Audit Committee shall not include a majority of members who also serve as officers of the Corporation.
- iii. Fundraising Committee**
- Chair of the Committee shall sit on the Board
  - Secretary shall be the Secretary for the Corporation
  - A minimum of 51% from its members and up to 49% from external sources

A majority of the members of any committee shall constitute quorum at any meeting of that committee.

The Board may by resolution retract any Standing Committee or any other committee at any time.

**Ad Hoc Committees**

- C) The Board may appoint and establish Ad Hoc Committees from time to time for such purposes as the Board may so determine in its sole discretion. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:
- i. the delivery of its report;
  - ii. the completion of its assigned task;
  - iii. a change in the membership of the Board by which it was constituted; or
  - iv. a resolution to that effect of the Board by which it was constituted.

**ARTICLE 8 – PRESIDENT and CHIEF EXECUTIVE OFFICER**

**President and Chief Executive Officer**

The Board shall appoint a President and Chief Executive Officer who shall, on behalf of the Board, be responsible for the administration, organization and management of the Corporation subject only to the policies and directions of the Board and for such other duties as the Board shall from time to time determine.

The President and Chief Executive Officer shall attend meetings of the Board at the request of the Board (although the Board may meet

from time to time in the absence of the President and Chief Operating Officer.

## **ARTICLE 9 - BANKING AND FINANCE**

- Banking and Finance
- A) All monies received by or on behalf of ESO shall be deposited or invested in such a manner as permitted under the Trustee Act and as designed by the Board.
  - B) The Board shall appoint signing officers by resolution, any two of whom are hereby authorized for and in the name of the Centre:
    - to draw, accept, sign and make all or any bill of exchange, promissory notes, cheques and orders for payment of money;
    - to receive all monies and to give acquittance for same;
    - subject to the prior approval of the Board, from time to time borrow money from a bank or trust company, by incurring an overdraft or otherwise;
    - subject to the prior approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities; and
    - generally, for and in the name of and on behalf of ESO to transact with the said bank any business they may think fit.

## **ARTICLE 10 – AUDITOR**

- Auditor
- A) The accounts of ESO shall be audited annually by an auditor licensed under the Public Accountants Act appointed by the Corporation at its Annual General Meeting
  - B) The auditor appointed under this section shall make a report of the audit to the Corporation at its Annual General Meeting with such recommendations as they see fit and shall, from time to time, report to the Corporation on the progress of their work if so directed by the Board.

## **ARTICLE 11 - AMENDMENTS**

- Amendments
- A) Notice of by-law amendments shall be tabled at a regular meeting of the Board.
  - B) Amendments approved by the Board shall be presented for confirmation by simple majority vote of the Members at a Special General Meeting especially called for that purpose or at the next Annual General Meeting; provided however that any amendment requiring a special resolution of the Board according to the provisions of the *Corporations Act (Ontario)* shall not take effect until and unless confirmed by the Members by a two-thirds majority vote.

**CERTIFICATE OF ENACTMENT**

Easter Seals Ontario By-Laws were confirmed by the general membership of the Corporation, in the City of Toronto, in the Province of Ontario, at the Annual General Meeting of the Corporation on the 8<sup>th</sup> day of June 2022.

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Secretary of the Corporation

**BY-LAW AUTHORIZING BORROWING AND PLEDGING**

**ONTARIO SOCIETY FOR CRIPPLED CHILDREN**  
**Easter Seals Ontario**

**BE IT AND IT IS HEREBY ENACTED as a By-law of the Corporation as follows:**

**BY-LAW NO. 2**

1. That the Directors of the Corporation may from time to time:
  - (a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
  - (b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
  - (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and
  - (d) without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the *Bank Act* or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly.
2. That any or all of the foregoing powers may from time to time be delegated by the Directors to any one or more of the Directors or officers of the Corporation.
3. That this by-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this by-law has been repealed or replaced.

There have been no amendments to By-law No. 2 of the Corporation since its enactment on April 25, 1973.



**BY-LAW RELATING TO THE INDEMNIFICATION  
OF DIRECTORS AND OFFICERS**

**ONTARIO SOCIETY FOR CRIPPLED CHILDREN**  
***Easter Seals Ontario***

**BE IT AND IT IS HEREBY ENACTED as a By-law of the Corporation as follows:**

**BY-LAW NO. 3**

1. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
  - (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability; and
  - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
  
2. No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wilful act or his/her own wilful default.

There have been no amendments to By-law No. 3 of the Corporation since its enactment on April 25, 1984.