## TORONTO RUGBY FOOTBALL UNION INC. BY-LAWS



April 27<sup>th</sup>, 2014 Approved and Adopted at Toronto Rugby SGM

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# TORONTO RUGBY FOOTBALL UNION INC. BY-LAWS

A by-law relating generally to the transaction of the business and affairs of the Toronto Rugby Football Union Inc

BE IT ENACTED as a by-law of the Toronto Rugby Football Union Inc.

The Name of the organization shall be Toronto Rugby Football Union Inc., hereinafter called "the Union" or "the Corporation". For the purposes of the transacting day to day business the corporation may also be known as Toronto Rugby Union.

The Union shall be at all times under the jurisdiction of the Ontario Rugby Union and shall function as a Branch thereof

#### Article I. HEAD OFFICE

#### Section 1.01

The Head Office of the Corporation shall be located within the boundaries of the Toronto Rugby Union with in the Greater Toronto Area and at such place therein as the Directors may from time to time determine

#### **Article II. THE SEAL**

#### Section 2.01

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## Article III. BOARD OF DIRECTORS

#### Section 3.01

The affairs of the Corporation shall be managed by a Board of Directors, each of whom at the time of his election, or within ten days thereafter and throughout his term, shall be an "ordinary member" of the Corporation.

#### Section 3.02

Nominations for the election to the Board shall be made by any two "voting members" with the consent of the nominee to serve on the Board if elected. If the nominee is not present at the election, such consent should be in writing.

#### Section 3.03

The Directors of the Corporation shall be elected at each Annual General Meeting. The Directors shall be elected to hold office for a term of one (1) year from the date of their election or until the next Annual General Meeting.

#### Section 3.04

The election may be by a show of hands unless a ballot is demanded by any member. The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such a resolution may be given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. Should a Director fail to fulfill his duties or be guilty of misconduct he may be removed from office by a majority vote of the Board.

## Article IV. VACANCIES, BOARD OF DIRECTORS

#### Section 4.01

Vacancies, on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. Any Director appointed to the office by the Board of Directors shall hold office until the next meeting after his appointment.

## Article V. QUORUM AND MEETINGS, BOARD OF DIRECTORS

#### Section 5.01

A majority of the Director shall form a quorum for the transaction of business, except as otherwise required by law, the Board of Directors may hold its meetings at such a place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence and such consent may be given before or after the meeting.

#### Section 5.02

Director's meetings may be formally called by the President or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered to each Director not less than two days before the meeting is to take place. The statements of the Secretary or President that such notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

#### Section 5.03

The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need to be sent. A Director's meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

## Article VI. ERRORS IN NOTICE, BOARD OF DIRECTORS

#### Section 6.01

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## Article VII. VOTING, BOARD OF DIRECTORS

#### Section 7.01

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of proportion of the votes recorded in favor of or against such resolution.

#### Section 7.02

In absence of the President his duties may be performed by the Secretary or such other Director as the Board may from time to time appoint for the purpose.

## **Article VIII. POWERS**

#### Section 8.01

The Directors of the Corporation may administer to the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

#### Section 8.02

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. The Directors may pass a by-law regulating the conditions and qualification of membership and expulsion of members.

#### Article IX. REMUNERATION OF DIRECTORS

#### Section 9.01

The board members may be awarded a honorarium if the board decides that a position warrants one. The amount of the honorarium shall be recorded and approved by membership at the Annual General Meeting in the budget for the next fiscal year.

#### Section 9.02

The board may decline an honorarium at any time for any reason.

## Article X. OFFICERS OF CORPORATION

#### Section 10.01

There shall be a President, Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the office of President. The President shall be elected as per Article III of these bylaws. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of officers shall be settled from time to time by the Board.

## **Article XI. DUTIES OF PRESIDENT**

#### Section 11.01

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates and he shall perform such other duties as may from time to time be determined by the Board of Directors

#### Section 11.02

During the absence or inability of the President, his duties or powers may be exercised by the Secretary, and if the Secretary or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### Article XII. DUTIES OF SECRETARY

#### Section 12.01

The Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to the members and to Directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

#### **Article XIII. DUTIES OF TREASURER**

#### Section 13.01

The Treasurer, or person performing the usual duties of the Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disperse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Director at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of this financial position of the Corporation. He shall also perform such other duties as from time to time be determined by the Board of Directors.

## **Article XIV. DUTIES OF OTHER OFFICERS**

#### Section 14.01

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### Article XV. EXECUTION OF DOCUMENTS

#### Section 15.01

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two of the officers and Directors of the Corporation, and there shall be affixed the seal of the Corporation to such instruments as require the same.

#### Section 15.02

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary, Treasurer, or by any person authorized by the Board.

#### Section 15.03

The President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares of stock, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or Corporation.

## **Article XVI. BOOKS AND RECORDS**

#### Section 16.01

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Article XVII. MEMBERSHIP**

## Section 17.01 Classes of Membership

Membership in the Union consists of the following three classes;

## (a) Associate Members

Associate members shall be private persons or corporations who are approved by the Board of Directors and who have paid such sum, being not less than five dollars (\$5.00) annually, as the Directors may in each individual case decide.

#### (b) Ordinary Members

Ordinary members shall be any persons who are themselves members of clubs as hereinafter defined under "Voting Members".

#### (c) Voting Members

Voting members shall be rugby clubs recognized by the Board of Directors from time to time.

#### Section 17.02

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

#### Section 17.03

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which become payable by him to the Corporation prior to acceptance of his resignation. Each member shall promptly be informed by the Secretary of his admission as a member.

#### Article XVIII. DUES PAYABLE

#### Section 18.01

Voting members shall pay such annual dues as are set out by the Board of Directors from time to time based on the number of teams of the voting members. In the event that the Directors consider an increase of annual dues is necessary, they shall inform all voting members of the amount of the increase together with the reasons. The increase will not be effective until forty-five (45) days after such notice of such increase has been given to the voting members. If the amount of the increase exceeds five (5) percent of the current annual dues compounded annually since the last increase and, if twenty-five (25) percent of all voting members so request the Directors in writing within thirty (30) days from the date of notice of increase being given a General Meeting of members will be called to discuss and approve the amount of the increase. In such an event the increase will not take effect until approval has been received for the amount of the increase at the General Meeting called to discuss the increase.

#### Section 18.02

Annual dues shall be payable forthwith upon notice to the voting members and may be increased by order of the Board of Directors in the event that the voting members should increase the number of its adult teams. Annual dues may be payable in installments if the Board of Directors so permit and may be deferred, reduced or waived at the discretion of the Board of Directors.

#### Section 18.03

In default of payment of dues as imposed by the Board of Directors the voting member shall in addition to the liability of loss of vote as heretofore set out, be liable to expulsion by the Board of Directors. However, such loss of vote and expulsion shall not occur until fourteen (14) days after notice shall have been given to the voting member that such action has been ordered by the

Board of Directors. No action shall be taken if within the fourteen-day period the voting member either pays the outstanding dues or requests the Board of Directors in writing for a hearing into the reasons for it being in default. In the latter event, the Board of Directors shall grant a hearing promptly and if is not satisfied about the reasons for the default it may forthwith both relieve the member of its voting privilege and expel the member.

#### Section 18.04

The Board of Directors shall also have the authority to levy penalties upon voting members for failure to pay dues and charge interest on overdue dues, except as hereinafter provided there shall be no dues payable by ordinary members.

#### Article XIX. ANNUAL GENERAL MEETING

#### Section 19.01

The Annual Meeting of the members shall be held at the head office of the Corporation or such other place within the boundaries of the Toronto Rugby Union as the Board of Directors may determine on the second Sunday in November at 12:30 p.m. or at such other time as the said Directors shall appoint.

#### Section 19.02

At any Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

## Article XX. NOTICE OF SPECIAL OR ANNUAL GENERAL MEETING

#### Section 20.01

A special general meeting of the members of the Corporation may be called by any one of the following:

- (a) The Board of Directors
- (b) The President
- (c) The Secretary, forthwith upon notification in writing, signed on behalf of no less than four (4) voting members, such meeting to be convened not more than thirty (30) days after the receipt of said notification; and subject, in each case, to the minimum notice of such meetings being given to members, as hereinafter provided.

#### Section 20.02

No public notice or advertisement of member's meetings, annual or general, shall be required, but notice of the time and place of every such meeting, except that no notice of the annual meeting shall be necessary if held at the time and time set out above, shall be given to each member by sending the notice by prepaid post or telegraph, fourteen (14) days before the time fixed for the holding of such meeting; provided that any meetings of members shall be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the Corporation at annual or general meetings shall transact.

## Article XXI. ERROR OR OMISSION IN NOTICE OF A.G.M.

#### Section 21.01

No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his last recorded on the books of the Corporation.

## **Article XXII. ADJOURNMENTS**

#### Section 22.01

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **Article XXIII. QUORUM OF MEMBERS**

#### Section 23.01

A quorum for the transaction of business at any meeting of the members shall consist of individuals representing not less than twenty-five (25) percent of the voting members, either in

person or by proxy; provided that in no case can any meeting be held unless there are two (2) members present in person.

## **Article XXIV. VOTING OF MEMBERS**

#### Section 24.01

Associate members and ordinary members will not be entitled to vote at any meetings of the members of the Union and should not be entitled to any notice of any meeting of members of the Union, but shall otherwise be entitled to attend any meeting and take part in any proceedings of the Union. They shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation.

#### Section 24.02

Voting members in good standing shall be entitled, at any Annual or Special or extra ordinary General meeting of the members, to one (1) vote on each question for each club recognized by the Union. In addition, the Toronto and District Rugby Referees Society shall be entitled to one (1) vote. The vote or votes of such voting members of the Union may only be exercised by the individual carrying the nomination in writing over the signature of two (2) authorized officers of the voting member which nomination shall contain the date of the meeting at which it is intended to exercise such vote or votes. In the event of conflicting nominations the one bearing the more recent date shall be effective. In the absence of properly executed nominations, in the event of conflict as to who shall be the nominee of the voting member, the Chairman shall be the sole judge and his decision will be final and binding.

#### Section 24.03

At all meetings of the members every question shall be decided by a majority of votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation, or By-law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon the show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number of proportion of the votes accorded in favor of or against such resolution.

#### Section 24.04

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any General Meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled a casting vote.

#### **Article XXV. FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of October in each year.

#### Article XXVI. DISBURSEMENT OF FUNDS

#### Section 26.01

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the Officers and Directors of the Corporation and in such manner as shall be from time to time be determined by resolution of the Board of Directors and any one of such Officers or Directors may alone endorse notes and drafts for collection on account of the Corporation through it's bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such Officers or Directors so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## Article XXVII. DEPOSIT OF SECURITIES FOR SAFEKEEPING

#### Section 27.01

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by any two (2) of the Officers and Directors of the Corporation or in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Directors of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from the deposit or the proceeds thereof.

#### Article XXVIII. NOTICE

#### Section 28.01

Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given either personally or electronically or by depositing same in a post office or a public letter box, in a postpaid, sealed wrapped envelope addressed to the Director, Officer or member at this or their address as the same appears on the books of the Corporation.

#### **Article XXIX. BORROWING**

#### Section 29.01

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other obligation or liability of the Corporation.

#### Section 29.02

From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with the reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and so to the securities to be given therefore, with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **Article XXX. DISCIPLINE**

#### Section 30.01

Disciplinary action may be taken against any voting, ordinary or associate member for actions contrary to the Laws of the Game or which are considered detrimental to the game of rugby football. Disciplinary action taken by the Union shall be subject to the right of appeal to the Ontario Rugby Union.

## **Article XXXI. DUTIES OF VOTING MEMBERS**

#### Section 31.01

- (a) It shall be the duty of each voting member to report to the Union the results of matches as required from time to time by league regulations.
- (b) It shall be the duty of each voting member to obtain the approval of the Union prior to playing a match with a club or team not under the jurisdiction of the Ontario Rugby Union. This duty extends to both touring outside Ontario and hosting touring teams from outside Ontario.
- (c) It shall be the duty of the Secretary of each voting member to notify the Union in writing within seven days of the election of the names and addresses of the officers of the voting member.
- (d) It shall be the duty of the Secretary, the President and the Treasurer to notify the Union in writing immediately should a voting member disband or cease to function.

#### Article XXXII. CHANGES AND ADDITIONS TO BY-LAWS

#### Section 32.01

Changes, deletions or additions to the By-laws may be made at the Annual General Meeting of the Union or at a special meeting called for that purpose. Formal notice is to be made to all voting members at least two weeks prior to such a meeting in accordance with Section 28. Changes, deletions or additions can only be made by a two-thirds majority of the voting members present.

## **Article XXXIII. INTERPRETATION**

#### Section 33.01

In this by-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the reference to persons shall include firms and corporations.

## Article XXXIV. FOR THE PROTECTION OF OFFICERS AND DIRECTORS

#### Section 34.01

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, negligence 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 the Corporation or for or on behalf of the Corporation or for the insufficiency or the deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act to any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such person's office or trust or in relation thereto unless the same shall happen by or through such person's own wrongful and willful act or through such person's own wrongful and willful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

#### Section 34.02

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 such director, officer or other person for or in respect of any act, deed, matter or thing whatsoever made, done or admitted by such director, officer or other person in or about the execution of the duties of the office or in respect of any such liability; and
- (b) All other costs, charges and expenses which such director, officer or other person sustains or incurs in or about or in relation to the affairs thereof;
- (c) Except such costs, charges or expenses as are occasioned by the willful neglect or default of such director, officer or other person.

#### Section 34.03

Subject to applicable law, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

#### Article XXXV. CONFIDENTIALITY

#### Section 35.01

Every Confidant acknowledges that during the course of his/her involvement with the Corporation, he or she will acquire or have access to Confidential Information of the Corporation, and that the said Confidential Information could be used to the detriment of the Corporation. Accordingly, the Confidant covenants and agrees that during the course of his/her involvement with the Corporation and at all times after the termination of the Confidant's involvement with the Corporation, regardless of how that involvement ends or is terminated, the Confidant:

- (a) Shall exercise the utmost diligence to ensure that the Confidential Information is kept in confidence and in trust for the benefit of the Corporation;
- (b) shall not, gratuitously or otherwise, use any Confidential Information for the Confidant's own purposes or benefit or for the purposes or benefit of any other person other than the Corporation;
- (c) shall not divulge, communicate or disclose to any person any such Confidential Information other than such disclosures as are required to be made by the Confidant in the due and proper performance of his/her duties with the Corporation or, are otherwise consented to in writing by the Corporation or are required by law;
- (d) shall not copy, reproduce, store, extract or make notes of any Confidential Information other than in the due and proper performance of his/her duties with the Corporation.

#### Section 35.02

Every Director, Officer, Member, employee of the Corporation and every Member of a Committee appointed or authorized by the Board shall respect confidentiality of matters brought before the Board or before any committee or any matter or deal within the course of an employee's employment with the Corporation, keeping in mind that unauthorized statements may adversely affect the interest of the Corporation.

#### Section 35.03

Only persons authorized by the Board shall be entitled to make statements to the news media or the public about matters brought before the Board.

#### Section 35.04

No statements respecting such matters shall be made to the public or to the press by any Director, Officer, Member, employee of the Corporation, or member of a Committee except as authorized by the Board.

#### Section 35.05

Persons, other than persons referred to in paragraph 15.03 above, permitted to attend any meeting of the Board established or authorized by the Board or by the By-law, shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.