

## **BY-LAW NO. 4**

A By-Law to amend the provisions of By-Law No. 1.

On motion duly made, seconded and passed by a majority exceeding two-thirds of the members attending the annual general meeting of The Children's Bridge held in the City of Ottawa, Province of Ontario, on November 19, 2005, and hereby enacted as By-Law No. 4 of The Children's Bridge, be it an act enacted that:

1. Section 49 of By-Law No. 1 is hereby added to By-Law No.1 as follows:

### **Notice Of Meetings**

- a. Notwithstanding provisions of Sections 11, 18 and 35, for the purpose of sending notice to a member, a director or an officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address as recorded on the books of the corporation and, if in the event that said address includes an email address, notice of any and all meeting as provided by the aforementioned Sections shall be deemed effective if forwarded by email to the address of the said member, director or officer within the time frames prescribed by said Sections 11, 18 and 35.
  - b. Said email notice shall be sent by an officer or employee of The Children's Bridge from the offices of The Children's Bridge.
  - c. In the event that said email notice is returned as undeliverable, notice as required pursuant to Sections 11, 18, and 35 shall be sent by ordinary mail to the last ordinary mailing address of the member, director or officer as recorded on the books of the corporation.
2. Section 11.1 is hereby added to By-Law No.1 as follows:

### **Participation By Telephone Or Other Electronic Means For Meetings Of The Board Of Directors**

If all of the members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all the Directors have equal access, a Director may participate in a meeting of the Board of Directors by means of such conference, telephone or other communication facilities as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is

deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by a verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the Minutes by the Secretary.

3. Section 18.1 is hereby added to By-Law No.1 as follows:

### **Participation By Telephone Or Other Electronic Means For Meetings Of The Executive Committee**

If all of the members of the Executive Committee consent thereto in advance, generally or in respect of a particular meeting, and all the members of the Executive Committee equal access, a Member of the Executive Committee may participate in a meeting of the Executive Committee by means of such conference, telephone or other communication facilities as permit all persons participating in the meeting to communicate with one another, and a Member of the Executive Committee participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by a verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the members of the Executive Committee at the meeting. Each vote cast by a Member of the Executive Committee participating by telephone or other electronic means shall be recorded in the Minutes by the Secretary.

4. Section 41.1 is hereby added to By-Law No. 1 as follows:

- a. The Board of Directors may, from time to time, determine the methodology, administration and process by which members may attend, either personally or remotely, and cast their vote at all meetings of the membership of the Association (hereinafter termed "Voting and Participation System").
- b. The Voting and Participation System shall include, but not be limited to the personal and /or remote attendance of the eligible member at a meeting of the Association, voting by the eligible member directly or by proxy as provided herein and voting by such electronic or remote means as determined by the Board of Directors.
- c. In determining the Voting and Participation System by which the membership

may vote and participate at meetings of the Association, the Board of Directors shall be bound by the following principles:

- i. Information relating to the Voting and Participation System shall be made readily available, open and transparent to the membership of the Association and be subject to independent audit;
- ii. The Voting and Participation System for each meeting of the membership shall be communicated directly to the membership of the Association pursuant to the provisions for Notice as provided herein.
- iii. The Voting and Participation System shall be secure from interference, participation or access by non-members of the Association.
- iv. The Voting and Participation System shall insure the privacy of the individual member of the association and further insure that voting is strictly limited to one vote per member of the Association.

Enacted this 19<sup>th</sup> day of November, 2005.

Witness this seal of the corporation.

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President

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Secretary

Certified a true copy of By-Law No. 4 of The Children's Bridge enacted by the directors the 19<sup>th</sup> day of November, 2005, and sanctioned by a vote of not less than 2/3 of the members present a special general meeting of the corporation held November 19, 2005.

(Corporate Seal)