

A by-law relating generally to
the conduct of the affairs of
JAZZ.FM91 INC.
(the “Corporation”)

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BY-LAW NO. 4

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THE PURPOSE OF THIS BY-LAW IS TO SET OUT RULES AND PROCEDURES TO BE FOLLOWED BY THE CORPORATION IN THE GOVERNANCE OF ITS AFFAIRS. THE BY-LAW IS INTENDED TO APPLY TO THE MOST COMMON CORPORATE EVENTS AND GOVERNANCE PROCEDURES. CERTAIN PROVISIONS OF THE *NOT-FOR-PROFIT CORPORATIONS ACT, 2010* (ONTARIO) AND REGULATIONS MADE UNDER IT (THE “ACT”) HAVE BEEN INCORPORATED WHERE APPLICABLE.

HOWEVER, THIS BY-LAW IS NOT IN ITSELF A COMPLETE CODIFICATION OF THE PROVISIONS OF THE ACT AND OTHER LAWS APPLICABLE TO THE CORPORATION. MANY PROVISIONS OF THE ACT HAVE NOT BEEN INCORPORATED IN THE BY-LAW AND REFERENCE TO THE ACT SHOULD BE MADE TO ENSURE THAT ALL RELEVANT LEGAL REQUIREMENTS HAVE BEEN COMPLIED WITH.

BE IT ENACTED as a by-law of JAZZ.FM91 INC. (the “**Corporation**”) as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;
- (c) “**Auditor**” means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**By-laws**” means this by-law and any other by-laws of the Corporation as amended, which are, from time to time, in force and effect;
- (f) “**Director**” means an individual who is a member of the Board;
- (g) “**Extraordinary Resolution**” means a resolution that is:
 - (i) submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
 - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;

- (h) **“Meeting of Members”** includes an annual meeting, a special meeting, or an annual and special meeting of members;
- (i) **“Member”** means a donor to the Corporation who has been admitted to membership in the Corporation pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and By-laws;
- (j) **“Ordinary Resolution”** means a resolution that:
 - (i) is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
 - (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;
- (k) **“Proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of section 56 of the Act;
- (l) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) **“Special Business”** has the meaning set out in section 7.5; and
- (n) **“Special Resolution”** means a resolution that is:
 - (i) is submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
 - (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, “days” shall mean “calendar days”, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 BOARD OF DIRECTORS

2.1 Number of Directors

Provided the Corporation has not less than three Directors at all times, the Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of directors to be elected at the annual Meeting of the Members shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.

2.2 Qualifications

Directors shall be Members of the Corporation. If a Director is elected to the Board who is not a Member of the Corporation, such Director shall become a Member within 10 days of the meeting at which such Director is elected.

Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.

Each Director must satisfy all other requirements for being a Director under this By-law. Prior to becoming a Director, or within 10 days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

No individual who is an "ineligible individual" as defined in the *Income Tax Act (Canada)*, R.S.C. 1985, c.1 (5th Supp.) may be a Director unless such individual has received written consent from the Board to act as a Director.

2.3 Directors Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the Act, or no longer fulfils all of the qualifications to be a Director set out in the Act or in section 2.2 of this By-law, as determined in the sole discretion of the Board.

2.4 Election and Term

Directors shall be elected by the Members at the annual Meeting of Members.

At the first election of directors following the approval of this By-law, one-third of the Directors shall be elected for a three year term, one-third of the Directors shall be elected for a two-year term and one-third of the Directors shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year terms, unless a shorter term is required pursuant to section 2.5 below, and shall retire in rotation. The term of office of Directors shall be staggered so that at each annual Meeting of Members, the number of Directors elected shall be as near as possible to one-third of the board.

Directors, if qualified, shall be eligible for re-election; provided that a director who stands for re-election and who has already served more than three years on the board shall stand for election for a term equal to the remaining number of years left in such Director's six-year tenure.

2.5 Director Tenure Policy

No Director shall serve more than six consecutive years. Where a Director is appointed to fill an unexpired term of a departing Director, the unexpired term shall be included in such Director's aggregate 6-year tenure. Notwithstanding the foregoing, a Director may continue to serve until the annual Meeting of Members that immediately follows the expiry of a Director's six-year tenure. A Director who has served a six-year tenure cannot be considered for re-election for one full year, subject to paragraph 2.6 below.

2.6 Board-Approved Extension

In exceptional circumstances, as determined by the Board, the Board may consider the extension of a Director's tenure for an additional one year, and may recommend to Members the election of such director for a one-year term.

2.7 Directors Compensation

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties where such expenses are deemed to be in the interest of the Corporation and approved by the Board.

2.8 Vacancy on the Board

If there is a vacancy on the Board, the remaining Directors shall appoint a qualified individual to serve as a Director for the remaining term. At the termination of the remaining term, a Director so appointed shall be eligible for election or re-election to the Board in accordance with sections 2.4, 2.5 and 2.6.

2.9 Appointment of Additional Directors

If, in between Meetings of Members, the Directors increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

2.10 Removal of Directors

The Members may, by Ordinary Resolution at a Special Meeting of Members, remove from office any Director or Directors, except persons who are Directors by virtue of their office. A vacancy created by the removal of a Director may be filled at the Meeting of Members at which the Director is removed, or by the Directors still in office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Director.

2.11 Audit Committee

The Board may appoint an audit committee and, if it does, the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates. The Audit Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

2.12 Nomination Committee

The Board may establish a Nomination Committee. The Nomination Committee shall establish all criteria and procedures in selecting nominees for election or appointment to the Board, subject to the Board's approval. The Nomination Committee shall present the slate of nominees to the Members at the annual Meeting of Members for election. The Nomination Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

2.13 Other Committees

The Board may establish such other committees as it may require from time to time, with such members and on such terms as the Board shall determine. All committees shall be responsible to the Board and shall be chaired by a Director. The Board shall determine the composition and terms of reference for any such committee, and may dissolve any committee by resolution of the Board at any time, as the Board deems appropriate.

ARTICLE 3 DIRECTORS' MEETINGS

3.1 Calling of Meetings

Meetings of the Board may be called by the chair of the Board, the President, or any two Directors, at any time.

For the first meeting of the Board to be held following the election of Directors at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. For any meeting the notice shall contain sufficient information to permit the Directors to form a reasoned judgment on the matters to come before the meeting.

3.2 Notice of Meetings

Notice of a meeting of the Board shall be sent to each Director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice.

3.3 Place of Meetings

The Board shall hold its meetings at the head office of the Corporation, or at such other place as the Board may determine from time to time, including holding meetings entirely by telephonic or electronic means, subject to compliance with section 3.5 below and the Act.

3.4 Quorum

Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors then fixed in accordance with section 2.1 of this By-law. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

3.5 Meetings Held Entirely by Telephonic or Electronic Means

The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.6 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall be entitled to a vote.

Any question or issue not requiring a resolution of the Board, as a guiding principle, shall be decided by consensus of the Directors present, so long as the Directors present constitute a quorum.

3.7 Casting Vote

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall not be entitled to a second or casting vote.

3.8 Resolution in Lieu of Meeting

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

3.9 Confidentiality

Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each Director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.

3.10 Conflict of Interest

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with section 11.6.

Subject to and in accordance with the Act, a Director or officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

3.11 Procedure

The chair of a meeting of Directors will conduct the meeting and determine the procedure to be followed at the meeting. Notwithstanding the foregoing, procedure at all meetings of Directors shall be determined by the latest edition of *Nathan and Goldfarb's Company Meetings* (currently 12th edition), unless otherwise provided for in the By-law or any resolution, rule or regulation made under it.

ARTICLE 4 APPOINTMENT AND DUTIES OF OFFICERS

4.1 Appointment of Officers

The Directors may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation, except the office of General Manager. An officer may, but need not be, a Director, unless this By-law otherwise provides. Two or more offices may be held by the same individual.

The Directors shall, at the first Board meeting following the annual Meeting of Members, appoint from the Board a Chair, a maximum of two Vice-Chairs and a Secretary.

4.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers:

- (a) Chair of the Board – The Board shall appoint the Chair of the Board, who shall be a Director. The Chair of the Board when present shall preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair(s) of the Board – The Vice-Chair(s) of the Board, if one or more is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair(s) of the Board, if any, shall when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair(s) of the Board shall have such other duties and powers as the Board may specify.
- (c) General Manager – The General Manager, if one is appointed, shall not be a Director. The General Manager shall be responsible for the overall management, conduct and supervision of the affairs and operations of the Corporation.
- (d) Secretary – The Secretary shall be a Director, and attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors and the Auditor; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- (f) Other Officers - The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board, General Manager requires of them.

4.3 Variation of Duties

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.4 Term of Officers

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer’s successor being appointed;

- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 5 INDEMNIFICATION

5.1 Limitation of Liability

- (a) No Director or officer shall be liable for:
 - (i) the actions, decisions, neglects, omissions or defaults of any and other Director or officer of the Corporation;
 - (ii) any loss or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired by order of the Board for or on behalf of the Corporation;
 - (iii) the insufficiency or deficiency of any security or other instrument in which any of the moneys of the Corporation have been invested;
 - (iv) any loss or damage arising from the bankruptcy, insolvency or illegal act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited; or
 - (v) any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto,

unless the same shall happen by or through their own wilful neglect or default. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

- (b) The Directors of the Corporation shall not be liable for any act or omission of the Corporation or for any liability, obligation, duty or responsibility of the Corporation in respect of any act, omission, contract, or transaction done or entered into in the name of or on behalf of the Corporation.

5.2 Indemnity of Directors and Officers

Every Director and officer of the Corporation, every former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and

legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

5.3 Insurance

Subject to the limitations contained in the Act, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or officer of the Corporation; or
- (b) in the individual's capacity as a Director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
- (c) Notwithstanding the foregoing, the Corporation may not purchase insurance described above unless (a) the Corporation complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or (b) the Corporation or a Director or officer of the Corporation obtains an order of the court authorizing the purchase.

ARTICLE 6 MEMBERSHIP CONDITIONS

6.1 One Membership Class

Subject to the Articles, there shall be one class or group of Members in the Corporation. Membership in the Corporation shall be available to persons who have donated to the Corporation an annual amount specified from time to time by the Board. The Corporation shall confirm, in writing, to any Member who requests it, particulars of that person's membership. Each Member in good standing shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation.

6.2 Term of Membership

A donor is a Member for 364 days after the date an annual donation specified from time to time by the Board is made or after the date monthly donations made during a 12 month period total that amount. Members who do not renew their donation by the end of that period shall be considered in arrears and shall not be Members.

6.3 Transfer of Membership

A membership may not be transferred to any individual or corporation.

6.4 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member dies or, in the case of a corporate Member, is dissolved;
- (b) the Member resigns, in writing, which shall be effective upon receipt by the Secretary;
- (c) the Member is expelled or his, her or its membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member's term of membership expires; or
- (e) the Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

6.5 Membership Records

The Corporation shall maintain an annual register of Members in which shall be recorded the name, mailing address, telephone number and email address of each Member. The membership records for a particular year shall be maintained for not less than six years, and thereafter may be destroyed, in the Board's discretion.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Notice of Meetings

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's Auditor, not less than 15 days and not more than 50 days before the meeting and by the following means:

- (a) by mail, courier or personal delivery; or
- (b) by telephonic or electronic means.

7.2 Timing of Annual Meeting of Members

The Annual Meeting of Members shall be held no later than 15 months after the preceding annual Meeting of Members and not more than six months after the financial year end of the Corporation.

7.3 Place of Meetings

Subject to compliance with section 53 of the Act, Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree or the Articles so provide, outside Ontario. Subject to the Act and this By-law, Meetings of Members may be held entirely by telephonic or electronic means.

7.4 Information to be Furnished in Advance of Meeting

Any Member, upon request, shall be provided, , in accordance with section 9.2 of this By-law, not less than 21 business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, Auditor's report or review engagement report and other financial information required by the Articles or the By-law.

7.5 Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) election of Directors; and
- (e) appointment of the Auditor.

7.6 Matters Requiring Member Approval

Subject to and in accordance with the Act, a sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of its activities requires the authorization of the Members.

7.7 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those Members entitled to vote at the meeting, the Directors, the Auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7.8 Chair of Meeting

If the chair of the Board and the Vice-Chair(s) of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to chair the meeting.

7.9 Quorum

- (a) A quorum at any Meeting of Members (unless a greater number of Members is required to be present by the Act) shall be not less than 15 Members entitled to vote at the Meeting of Members, present in person or represented by proxy. If a quorum is present at the opening of a Meeting of Members and subsequently during the Meeting of Members a quorum is lost, the Members present may proceed with the business of the Meeting of Members or any other business.
- (b) If a quorum is not present at the opening of a Meeting of Members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.
- (d) Notice of an adjourned meeting is required to be given in accordance with these By-laws for any meeting that is adjourned by more than 30 days.

7.10 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote. After a show of hands has been taken upon any question, the chair may require, or any Member or proxyholder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

7.11 Participation by Telephone or Electronic Means

If the Corporation chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.

7.12 Meeting Held Entirely by Telephonic or Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by electronic means is deemed to be held at the registered office of the Corporation.

7.13 Voting by Proxy

Pursuant to subsection 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing and shall be executed by the Member or such Member's attorney, and must be received by the Secretary or another individual designated by the Board from time to time, before or at the beginning of the Meeting of Members;
- (e) any form of proxy which is created by a person other than the Member by or for whom it is executed shall conform to the requirements set out in the Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

7.14 Resolution in Lieu of Meeting

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

7.15 Special Meeting of Members

The Board, the Chair or Vice-Chair may, at any time, call a special Meeting of Members to consider special or exceptional matters concerning the Corporation.

7.16 Procedure

The chair of a Meeting of Members will conduct the meeting and determine the procedure to be followed at the meeting. Notwithstanding the foregoing, procedure at all Meetings of Members shall be determined by the latest edition of *Nathan and Goldfarb's Company Meetings* (currently 12th edition), unless otherwise provided for in the By-law or any resolution, rule or regulation made under it.

ARTICLE 8 BANKING ARRANGEMENTS, CONTRACTS, ETC.

8.1 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments to be entered into in the ordinary course of business of the Corporation's operations requiring execution by the Corporation may be signed by the General Manager.

Deeds, transfers, assignments, contracts, obligations and other instruments to be entered into not in the ordinary course of business of the Corporation's operations, including the transfer of assets, changes in existing radio licences, significant contracts or other transactions of a material nature shall be executed by the General Manager, and at least one of the Chair or Vice-Chair, and are subject to prior Board approval.

In an emergency circumstance where the General Manager is unable to act or is otherwise incapacitated, any above noted transactions may be executed by the Chair and Vice-Chair, and shall be subject to prior Board approval.

Notwithstanding any provisions to the contrary, the Board may, by resolution, at any time direct the manner in which, and the person or persons by whom any particular above noted transaction shall be executed. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

8.2 Banking Arrangements

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

ARTICLE 9 NOTICES

9.1 Giving Notices

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current.
- (b) if mailed to such person at such person's recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
- (c) if sent to such person by telephonic or electronic means at such person's recorded address or telephone number for that purpose.

Notice to Members shall be given electronically by email to those Members that have provided the Corporation with an email address unless a Member has requested that the Corporation send notice by mail. Members who have not provided the Corporation with an email address shall be sent notice by mail or by telephone.

9.2 Electronic Documents

Notice provided to Members which contains an electronic link or internet address which is accessible by remote means by the internet or other electronic means, whereby the Member may review or download the notice and/or the materials related to the notice, shall be sufficient delivery of such notice and/or materials.

9.3 Change of Address

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

9.4 Errors or Omissions

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 By-laws 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 was otherwise founded on such notice.

9.5 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period.

9.6 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of a new address.

9.7 Waiver of Notice

Any Member (or such Member's duly appointed proxy), Director, officer or Auditor may waive any notice required to be given under the Act, the Articles or the By-laws of the Corporation and such waiver, 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 of such notice.

ARTICLE 10 BY-LAW AMENDMENTS

10.1 By-laws, Amendment, or Repeal

Unless the Act, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

10.2 Repeal

Subject to the provisions of section 10.3 hereof, all prior By-laws, including By-law No. 3, and all resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

10.3 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

ARTICLE 11 GENERAL

11.1 Corporate Seal

The Corporation does not adopt the use of a seal.

11.2 Financial Year End

The financial year end of the Corporation shall be August 31.

11.3 Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by the Act or By-laws or any other applicable legislation are regularly and properly maintained by the Corporation. This is in addition to the Secretary's duties provided in section 4.2(e).

11.4 Annual Financial Statements

Not less than 21 days before each annual Meeting of Members, or before the signing of annual resolutions in lieu of the annual meeting, the Corporation shall give a copy of the annual financial statements of the Corporation to all Members who have informed the Corporation that they wish to receive them. Such financial statements may be provided to a Member in the manner set out in section 9.2.

11.5 Adjournments

Any meeting of the Board or Meeting of Members may be adjourned to any time, and such business may be transacted as such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required for any such adjournment.

11.6 Policies

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

11.7 Invalidity of any Provision of This By-Law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

11.8 Designation

This By-law is designated as By-Law No. 4 of the by-laws of the Corporation.

ENACTED BY THE DIRECTORS on the 9th day of December, 2021.

CONFIRMED BY THE MEMBERS on the 3rd day of February, 2022.

Chair of the Board

Secretary