



NOTICE OF ANNUAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the Members of Communitech Corporation (the “**Corporation**”) will be held in-person at 151 Charles Street West, Suite 100, Kitchener, Ontario on September 19, 2024. The Meeting shall commence at 4:00 p.m. EST for the following purposes:

1. to approve the minutes of the 2023 annual meeting of the Members of the Corporation;
2. to receive and consider the Financial Statements of the Corporation for the year ended March 31, 2024, together with the report of the auditors thereon;
3. to appoint KPMG as auditors of the Corporation and to authorize the directors to fix the remuneration of same;
4. to elect the Corporation’s Board of Directors;
5. to receive the Annual Report from the President and Chair of the Board;
6. to repeal current by-laws, approve and enact new By-Law No. 2024-1 in the form set forth in Schedule A attached hereto;
7. to approve the amendment to the Articles of the Corporation, as enclosed with this Notice, pursuant to the resolutions in the form set forth in Schedule B attached hereto;
8. to approve the Restated Articles of Incorporation of the Corporation, as enclosed with this Notice, pursuant to the resolutions in the form set forth in Schedule C attached hereto; and
9. to transact any other business that may properly come before the Meeting or any adjournment of the Meeting.

Requests for electronic copies of the Audited Financial Statements and any questions or concerns can be submitted to membership@communitech.ca.

Members may vote on any question presented at the meeting personally or by proxy using the form enclosed herewith.

DATED at Kitchener, Ontario as of the 9th day of September, 2024.

**BY ORDER OF THE BOARD OF
DIRECTORS**

Name: Chris Albinson
Title: President



2024-2025 Board of Directors

Name	Position	Company
Adam Belsher	Chief Executive Officer	Magnet Forensics
Amy Hastings	General Counsel	
Andrew MacLeod	President & Chief Executive Officer	Postmedia Network Inc.
Bill Currie	Vice Chair (Retired)	Deloitte
Bogdan Frusina	Chief Strategy Officer & Founder	Dejero Labs Inc.
Catherine Graham	Chief Executive Officer	commonsku
Chris Albinson	President & Chief Executive Officer	Communitech Corporation
Debbie Gamble	Chief Officer, Innovation Labs & New Ventures	Interac
Erin Stephenson	Chief Marketing Officer	Dozr
Hongwei Liu	Chief Executive Officer	Mappedin
Iain Stewart	President of NRC (Retired)	National Research Council of Canada
Martin Basiri	Founder & Chief Executive Officer	Passage
Michael Doughty	President & Chief Executive Officer (Retired)	Manulife Canada
Michael Eubanks	Senior Vice President, Operations Support and Chief Information Officer	goeasy Ltd.
Peter Barr	Chief Strategy Officer	Alta ML
Ruth Casselman	Chief Executive Officer	Accelerator Centre

Schedule A

By-Law No. 2024-1

COMMUNITECH CORPORATION

Enacted on [●]

TABLE OF CONTENTS

Article 1 General.....	4
1.1 Definitions	4
1.2 Interpretation.....	4
1.3 Severability and Precedence	4
1.4 Seal.....	4
1.5 Execution of Documents.....	4
1.6 Banking.....	5
1.7 Financial Year	5
Article 2 Directors	5
2.1 Composition.....	5
2.2 Qualifications	5
2.3 Duty to Disclose.....	5
2.4 Election and Term.....	6
2.5 Removal; Resignation; Termination.....	6
2.6 Filling Vacancies.....	6
2.7 Remuneration of Directors.....	7
Article 3 Board Meetings	7
3.1 Calling of Meetings	7
3.2 Regular Meetings.....	7
3.3 Notice.....	7
3.4 Chair	7
3.5 Quorum.....	7
3.6 Voting.....	7
3.7 Participation by Telephonic or Electronic Means.....	8
Article 4 Committees	8
4.1 Committees – General.....	8
4.2 Finance & Audit Committee	8
4.3 Governance & Compensation Committee	8
4.4 Procedure	9
Article 5 Officers	9
5.1 Officers	9
5.2 The Chair	9
5.3 The Vice-Chair.....	9
5.4 The Secretary	9
5.5 The President	9
5.6 Multiple Offices	9

5.7	Office Held at Board’s Discretion	10
5.8	Duties	10
Article 6	Protection of Directors and Others	10
6.1	Indemnification of Directors and Officers	10
6.2	Advance of Costs	10
6.3	Limitation	10
6.4	No Restriction	10
6.5	Insurance	10
Article 7	Conflict of Interest	11
7.1	Conflict of Interest	11
7.2	No Benefit to Directors	11
Article 8	Membership	11
8.1	Membership	11
8.2	Founding Members	11
8.3	Ordinary Members	11
8.4	Honorary Members	12
8.5	Employee Members	12
8.6	Membership Dues	12
8.7	Income Payable to Members	12
8.8	Removal of Members	12
8.9	Disciplinary Act or Termination of Membership for Cause	13
Article 9	Members’ Meetings	13
9.1	Annual Meeting	13
9.2	Special Meetings	14
9.3	Notice	14
9.4	Quorum	14
9.5	Chair of the Meeting	14
9.6	Voting of Members	14
9.7	Proxies	15
9.8	Adjournments	15
9.9	Persons Entitled to be Present	15
9.10	Participation by Telephonic or Electronic Means	15
Article 10	Notices	15
10.1	Service	15
10.2	Error or Omission in Giving Notice	16
Article 11	Adoption and Amendment of By-laws	16
11.1	Amendments to By-laws	16

ARTICLE 1 GENERAL

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) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Articles**” means the instrument that incorporated the Corporation or that modifies the Corporation’s incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**By-law**” or “**By-laws**” means this by-law (and schedules) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Corporation**” means Communitech Corporation;
- (g) “**Director**” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (h) “**Member**” means a member of the Corporation; and
- (i) “**Officer**” means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and *vice versa*, and words importing one gender include all genders.

1.3 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5 Execution of Documents

Subject to any resolution or policy adopted by the Board from time to time, deeds, transfers, assignments, contracts, obligations and other instruments in writing to be entered into by the Corporation in the normal course of business may be signed by any two Officers of the Corporation. Deeds, transfers, assignments, contracts, obligations and other instruments in writing to be entered into by the Corporation outside of the normal course of business shall require the approval of the Board who shall also specify the signatory or signatories thereto.

In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

1.7 Financial Year

The financial year of the Corporation ends on March 31st in each year or on such other date as the Board may from time to time by resolution determine.

ARTICLE 2 DIRECTORS

2.1 Composition

The Board will consist of a minimum of six (6) Directors and a maximum of sixteen (16) Directors to be elected as described in Section 2.4. Upon the approval of this By-law, the Board shall be set at twelve (12) Directors. The Directors may by an ordinary resolution of the Board confirm the set number of Director composing the Board within the minimum and maximum range set herein.

2.2 Qualifications

Without limiting Section 2.1, each Director shall:

- (a) be at least 18 years old;
- (b) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) not have been found to be incapable by any court in Canada or elsewhere;
- (d) not have the status of bankrupt;
- (e) have the necessary skill and experience, as determined by the Board; and
- (f) be a Member of the Corporation.

2.3 Duty to Disclose

Every Director who no longer meets the qualifications set out in Section 2.2 shall disclose such fact to the Board immediately upon learning same. Upon such disclosure being made, the Board may approve

the disclosing Director remaining as a Director. If the Director is not so approved, the Director will be deemed to be no longer qualified pursuant to Section 2.2 and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in Section 2.6.

2.4 Election and Term

- (a) The Directors shall be elected by the Members at each annual meeting where an election is required.
- (b) The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the third annual meeting after their election or until their successors are elected or appointed.
- (c) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than six (6) consecutive years.
- (d) Notwithstanding the foregoing, a Director is eligible to be re-elected as a Director after an eleven (11) month period in which they are not a Director.
- (e) The Board may permit a Director who has served as a Director for six (6) consecutive years to serve one (1) further three-year term, if the Board, in its sole discretion, has determined that it would be in the best interests of the Corporation to do so.

2.5 Removal; Resignation; Termination

- (a) The Members may, by ordinary resolution, remove a Director before the expiration of the Director's term of office.
- (b) Subject to Section 2.3, the office of Director shall be vacated upon:
 - (i) the written resignation of the Director, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (ii) the failure of a Director to maintain the qualifications set out in Section 2.2;
 - (iii) the death of the Director;
 - (iv) fails to comply with the Corporation's code of conduct in force from time to time ("**Code of Conduct**"); or
 - (v) the Director missing three (3) consecutive Board meetings without justifiable cause, as determined by the Board by at least two-thirds of the votes cast on the resolution to remove the Director.

2.6 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors in office and in attendance at a fully called Board

meeting or there has been a failure to elect the number or minimum number of Directors set out in the Articles, then the Directors in office shall call a special meeting of Members without delay to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; or

- (c) if there a quorum of Directors in office and in attendance at a fully called Board meeting, then the Directors may fill the vacancy by appointment by ordinary resolution of the Directors.

For greatest certainty, the Director appointed or elected to fill the vacancy in accordance with this Section 2.6 holds office for the remainder of the unexpired term of the Director's predecessor.

2.7 Remuneration of Directors

The Directors shall serve as such without remuneration for being Directors, except Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

ARTICLE 3 BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or by the Vice-Chair in the absence of the Chair, or by any two (2) Directors at any time and any place on notice as required by this By-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings unless required by the Act.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 10 of this By-law to every Director of the Corporation not less than forty-eight (48) hours before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair and in the absence of both, the Directors present shall choose one of their number to act as the chair.

3.5 Quorum

A majority of the Directors in office at the time the meeting is held constitutes a quorum at any meeting of the Board. No Director is permitted to attend or vote by proxy at any meeting of the Board.

3.6 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, a resolution on the question shall not pass.

3.7 Participation by Telephonic or Electronic Means

The Directors may participate in an in-person meeting of the Board or of a committee of Directors or a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

ARTICLE 4 COMMITTEES

4.1 Committees – General

The Board shall establish such committees as the Board deems necessary or advisable, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

4.2 Finance & Audit Committee

The members of the “**Finance & Audit Committee**” shall be composed of at least five (5) Directors of the Corporation and may include non-Directors. If the Corporation ever has a treasurer in office, then their must always be a member of the Finance & Audit Committee.

The primary purposes of the Finance & Audit Committee include:

- (a) reviewing the financial information as provided by management and reporting to the Board;
- (b) monitoring the financial performance of the Corporation;
- (c) reviewing the annual financial statements of the Corporation prior to their submission to the Board for approval; and
- (d) engaging and overseeing the work of the auditor.

The Finance & Audit Committee shall meet on the same schedule as that of the Board. The chair of the Finance & Audit Committee does not need to be a Director or Officer of the Corporation, but shall be a former or current certified public accountant in Ontario or a chief financial officer who has not been the Chief Financial Officer for at least five (5) years preceding the date of appointment.

4.3 Governance & Compensation Committee

The members of the “**Governance & Nominating Committee**” shall include at least one (1) Director of the Corporation and may include non-Directors.

The primary purpose of the Governance & Nominating Committee includes:

- (a) reviewing the Board effectiveness and reporting same to the Board;
- (b) recommending individuals who meet the qualifications for Section 2.2 to be nominated as new Directors when vacancies on the Board arise;

- (c) reviewing compensation of the employees of the Corporation; and
- (d) reviewing the Articles, the By-laws, policies, and regulations (if any) and recommending improvements to the Board.

The Governance & Nominating Committee shall meet regularly upon a schedule set by the committee's chair in consultation with the Chair. The Governance & Nominating Committee shall select its own chair from amongst its members.

4.4 Procedure

Unless otherwise determined by the Board, each committee will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 5 OFFICERS

5.1 Officers

Subject to these By-laws, the Board may, in its discretion, appoint any of the Officers named in this Article 5 as well as any other Officers as the Board may determine. The power of the Board to determine the powers and duties of the Officers is subject to the Act, the Articles, the By-laws and any applicable employment agreement.

5.2 The Chair

The Chair must be appointed from among the Directors by the Board. The Chair shall act as chair of the Corporation. The Chair shall preside at all meetings of the Corporation and of the Board. The Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

5.3 The Vice-Chair

The Vice-Chair must be appointed from among the Directors by the Board. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the office by the Board.

5.4 The Secretary

The Secretary must be appointed from among the Directors by the Board. The Secretary shall record the minutes of the meetings and issue notices for all meetings of the Corporation and of the Board. The Secretary shall perform such other duties as shall from time to time imposed upon the office by the Board.

5.5 The President

The President (also referred to as the chief executive officer) must be appointed from among the Directors by the Board. The President shall be responsible for the general supervision and management of the business and the affairs of the Corporation. The President shall perform such other duties as shall from time to time imposed upon the office by the Board.

5.6 Multiple Offices

Officers may hold more than one officer position at a time.

5.7 Office Held at Board's Discretion

Subject to the terms of any applicable employment agreement, any Officer shall cease to hold office upon resolution of the Board and unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

5.8 Duties

Officers shall be responsible for the duties assigned to them and, they may delegate to others the performance of any or all of such duties.

ARTICLE 6 PROTECTION OF DIRECTORS AND OTHERS

6.1 Indemnification of Directors and Officers

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

6.2 Advance of Costs

The Corporation shall advance money to a Director, Officer or other individual referred to in Section 6.1 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 6.3.

6.3 Limitation

The Corporation shall not indemnify an individual under Section 6.1 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.4 No Restriction

The Corporation will also indemnify the individuals referred to in Section 6.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

6.5 Insurance

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 6.1 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 a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 7 CONFLICT OF INTEREST

7.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.2 No Benefit to Directors

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

ARTICLE 8 MEMBERSHIP

8.1 Membership

In accordance with the Corporation's Articles, there shall be four (4) classes of Members in the Corporation, consisting of:

- (a) Founding Members;
- (b) Ordinary Members;
- (c) Honorary Members; and
- (d) Employee Members.

8.2 Founding Members

The Founding Members shall be individuals, corporations, or other legal entities, that each became a Member of the Corporation prior to July 1, 1997 and have each paid a one-time application fee determined by the Board. In accordance with the Articles, each Founding Member shall be entitled to receive notice of and attend all meeting of the Members of the Corporation and shall have one (1) vote at each such meetings.

8.3 Ordinary Members

The “**Ordinary Members**” shall be individuals, corporations, or other legal entities that have applied for and been accepted into the membership of the Corporation by an ordinary resolution of the Board (or in another manner as determined by the Board). In Accordance with the Articles, each Ordinary Member shall be entitled to receive notice of and attend all meeting of the Members of the Corporation and shall have one (1) vote at each such meetings.

8.4 Honorary Members

The “**Honorary Members**” shall be individuals admitted into membership by an ordinary resolution of the Board that have provided significant contributions to start-up companies within the technology industry. In accordance with the Articles, Honorary Members shall not have voting rights at any meetings of the Members of the Corporation and shall not have a right to receive notice of any meetings of the Members of the Corporation.

8.5 Employee Members

The “**Employee Members**” shall be individuals that are employees, officers, or directors of a Founding Member or Ordinary Member of the Corporation in good standing that have applied and been accepted into the membership of the Corporation by an ordinary resolution of the Board (or in another manner as determined by the Board). In accordance with the Articles, Employee Members shall not have voting rights at any meetings of the Members of the Corporation and shall not have a right to receive notice of any meetings of the Members of the Corporation.

8.6 Membership Dues

The Board shall have the right to determine the Corporation’s annual membership dues (which may differ among membership classes). Membership are on a calendar year basis and sixty (60) days’ notice (excluding Saturdays, Sundays, and Bank of Canada holidays) will be given to Members of any change in the annual membership dues. The Board may assess additional fees with respect to late payment of membership dues.

Honorary Members and Employee Members shall not be charged membership dues.

8.7 Income Payable to Members

No Member shall receive income of the Corporation.

8.8 Removal of Members

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member is expelled or their membership is otherwise terminated in accordance with these By-laws;
- (c) the Member resigns by delivering a written resignation to the Corporation;
- (d) an Employee Member’s employment with a Member has terminated or otherwise comes to an end;
- (e) the Member has failed to pay any outstanding membership dues; or

- (f) the Corporation is liquidated or dissolved under the Act.

8.9 Disciplinary Act or Termination of Membership for Cause

- (a) A Member may be terminated or disciplined for:
 - (i) violating any provision of the Articles or By-laws;
 - (ii) violating the Code of Conduct; or
 - (iii) any conduct that is not in keeping with the values and mission, policy objectives and activities of the Corporation,by a special resolution of the Members of the Corporation at a special meeting of the Members, or by a resolution of at least 75% of the Directors present at a special meeting of the Board.
- (b) The Member to be disciplined or terminated shall be provided with no less than fifteen (15) days prior written notice of a disciplinary action or termination with reasons. Such Members shall be entitled to present their opposition, orally or in writing, to the disciplinary action or termination no less than five (5) days before the special meeting and the Members or Directors shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership. During this notice period, the Board may temporarily suspend a Member's membership until a final decision is rendered.

ARTICLE 9 MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five 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 and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- (a) receiving a report on the activities of the Corporation during the preceding year;
- (b) consideration of the financial statements and report of the auditor;
- (c) reappointment or new appointment of the auditor for the coming year;
- (d) election of Directors in accordance with Section 2.4; and
- (e) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10% of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

9.3 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is not less than ten percent (10%) of Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) votes shall be taken by a show of hands among all Members present including the chair of the meeting, if a Member, however, the chair of the meeting shall not have a second or casting vote;
- (b) an abstention shall not be considered a vote cast;
- (c) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (d) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (e) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Proxies

- (a) Votes may be given either personally or by proxy at any Members meeting.
- (b) Any Member in Good Standing entitled to vote may appoint its proxy any other Member in Good Standing.
- (c) Each instrument appointing a proxy shall be filed with the Vice-Chair prior to the meeting being opened. Instruments appointing a proxy shall be provided to the Vice-Chair by no later than forty-eight (48) hours prior to day the meeting is scheduled to take place.
- (d) Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.
- (e) An instrument appointing a proxy shall be in writing, signed, and dated by the appointing Member.
- (f) The notice of meeting shall contain a reminder of the proxy right accompanied with a sample form of proxy.

9.8 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.9 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.10 Participation by Telephonic or Electronic Means

The Members may participate in an in-person meeting of the Members or a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

ARTICLE 10 NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her 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; and to the auditor at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

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 otherwise founded on such notice.

ARTICLE 11 ADOPTION AND AMENDMENT OF BY-LAWS

11.1 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law, except in respect of the following matters which shall not come into effect unless first approved by special resolution of the Members:

- (a) add, change, or remove a provision respecting the transfer of a membership;
- (b) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed; and
- (c) change the method of voting by members not in attendance at a meeting of the Members.

The Board shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment, or repeal by ordinary resolution.

ENACTED by the Directors of the Corporation on the _____ day of _____, _____.

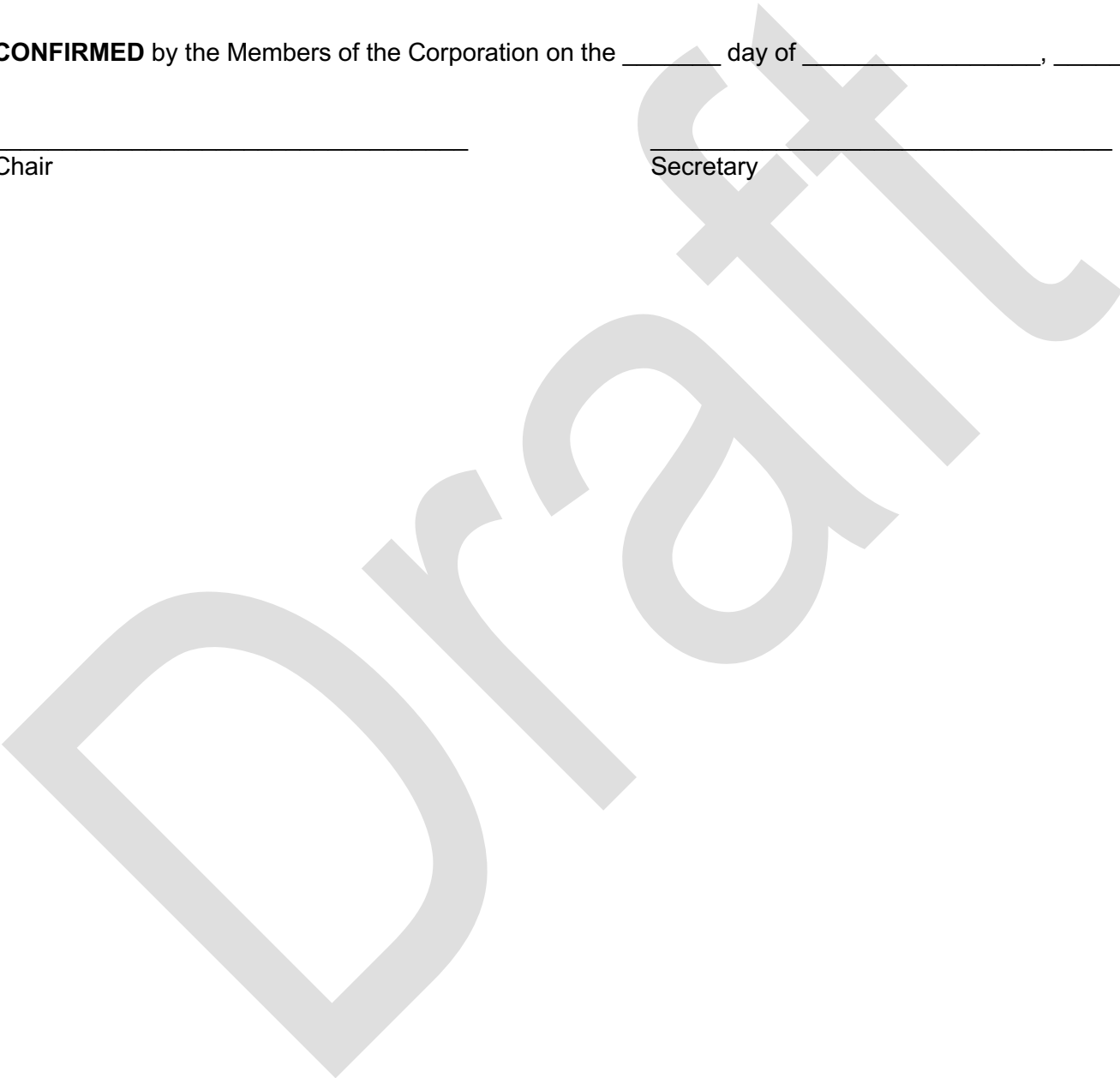
Chair

Secretary

CONFIRMED by the Members of the Corporation on the _____ day of _____, _____.

Chair

Secretary



For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

Ontario Corporation Number (OCN) *
1220815

Company Key *

Official Email Address *

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name * Jill	Middle Name	Last Name * Sylvester
----------------------	-------------	--------------------------

Telephone Country Code 1	Telephone Number * 519-576-6910	Extension 77537
-----------------------------	------------------------------------	--------------------

Email Address *

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

Fixed Number Minimum/Maximum

Minimum Number of Directors *
6

Maximum Number of Directors *
16

5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? i

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

N/A

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

All of the special provisions contained in the Corporation's Letters Patent dated September 18, 1997, and subsequently amended in the Corporation's Supplementary Letters Patent dated March 3, 2000, are deleted in their entirety and replaced with the following special provisions:

The special provisions are:

- a. Commercial purposes, if any, included in the Articles are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities.
- b. The Corporation shall be subject to the Charities Accounting Act.
- c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a director may be compensated for services other than a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.
- d. Directors shall invest the funds of the Corporation pursuant to the Trustee Act.
- e. Upon the dissolution of the Corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.
- f. The Corporation is authorized to establish four (4) classes of members as follows:
 - (1) Class 1 – Founding Members - Each Founding Member shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and shall have one (1) vote at each such meetings.
 - (2) Class 2 – Ordinary Members - Each Ordinary Member shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and shall have one (1) vote at each such meetings.
 - (3) Class 3 - Honorary Members - Each Honorary Member shall not be entitled to receive notice of or to attend any meetings of the Members of the Corporation and shall not have the right to vote at such meetings.
 - (4) Class 4 - Employee Members - Each Employee Member shall not be entitled to receive notice of or to attend any meetings of the Members of the Corporation and shall not have the right to vote at such meetings.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

Requested Date for Amendment *

Authorization

* I, Jill Sylvester

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature

Save Form

Print Form

Clear Form

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name * 
Communitech Corporation

Ontario Corporation Number (OCN) *
1220815

Company Key *
000000000

Official Email Address * 
gwlgo.ontario.corporate@ca.gowlingwlg.com

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name * Jill	Middle Name	Last Name * Sylvester
----------------------	-------------	--------------------------

Telephone Country Code 1	Telephone Number * 519-576-6910	Extension 77537
-----------------------------	------------------------------------	--------------------

Email Address * 
jill.sylvester@ca.gowlingwlg.com

3. Purposes and Provisions (Maximum limit is 100,000 characters per text box)

Is this corporation a charity or intend to operate as a charity? * 

Yes No

Purposes

The purposes of the corporation are: * 

(a) To promote Canada's Technology Triangle as a technology area of excellence and specialization;

(b) To facilitate the supply of highly qualified employees to service Canada's Technology Triangle technology industry;

(c) To facilitate the development of an infra-structure within Canada's Technology Triangle which is necessary to attract technology corporations and accommodate the growth of same;

(d) To interface with areas of government for the promotion of Canada's Technology Triangle as an area of technology excellence and to obtain government grants for research and development in the technology area;

(e) To facilitate technology research;

(f) To co-operate with other associations in Canada's Technology Triangle; and

(g) To facilitate technology education and information dissemination to the public with respect to Canada's Technology Triangle technology industry.

Special Provisions

Because the corporation is operating as a non-profit, the following special provisions will be included in the restated articles. You may restate any additional special provisions in the space below.

The special provision(s) are:

Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.

If the corporation will restate any existing additional special provisions, enter them in the space below:

a. Commercial purposes, if any, included in the Articles are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the Corporation except in furtherance of its activities.

b. The Corporation shall be subject to the Charities Accounting Act.

c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a director may be compensated for services other than a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

d. Directors shall invest the funds of the Corporation pursuant to the Trustee Act.

e. Upon the dissolution of the Corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

f. The Corporation is authorized to establish four (4) classes of members as follows:

(1) Class 1 – Founding Members - Each Founding Member shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and shall have one (1) vote at each such meetings.

(2) Class 2 – Ordinary Members - Each Ordinary Member shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and shall have one (1) vote at each such meetings.

(3) Class 3 - Honorary Members - Each Honorary Member shall not be entitled to receive notice of or to attend any meetings of the Members of the Corporation and shall not have the right to vote at such meetings.

(4) Class 4 - Employee Members - Each Employee Member shall not be entitled to receive notice of or to attend any meetings of the Members of the Corporation and shall not have the right to vote at such meetings.

4. Required Statement

The corporation confirms the following:

These Restated Articles of Incorporation correctly set out, without any changes, the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation and any amendments made to them. *

5. Authorization

* I, Jill Sylvester

confirm that this form has been signed by all the required persons.

Caution - The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signature

Name	Position	Signature
Christopher Albinson	President	
Name	Position	Signature

Save Form

Print Form

Clear Form