

**BY-LAW NO. 1
OF
INNOCENCE CANADA
("IC")**

INTERPRETATION AND DEFINITIONS

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
 - 1.1. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - 1.2. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - 1.3. "Board" means the board of directors of the Corporation and "Director" means a member of the board;
 - 1.4. "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
 - 1.5. "Family Member" means spouse, child, parent or sibling;
 - 1.6. "Meeting of Members" includes an annual meeting of members or a special meeting of members; "Special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - 1.7. "Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
 - 1.8. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
 - 1.9. "Purposes" means those set out in the Articles as may be amended from time to time;
 - 1.10. "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

- 1.11. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
- 2.1. all terms contained herein and which are defined in the Act or the Regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor, shall have the meanings given to such terms in the Act or such Regulations;
- 2.2. unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- 2.3. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

HEAD OFFICE

3. The head office of Innocence Canada shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board Members may from time to time determine.

MEMBERS OF THE BOARD

4. Number of Board Members - The affairs of Innocence Canada shall be managed by a Board of Directors ("the Board") of thirteen (13) directors (Board Members).
5. Election of Board Members
- 5.1. Each Board Member shall be elected by the members to hold office until the first annual meeting after expiry of their term or until a successor shall have been duly elected and qualified. Board Members shall have a three-year term and a portion of the board shall be retired at each annual meeting as set out in section 5.4. Board Members who retire shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any members.
- 5.2. The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

5.3. At the annual general meeting, members shall be elected to fill openings on the Board. Ordinarily members shall be elected to terms of three years, with the exception that the terms will be shorter when necessary to ensure that the terms of approximately one-third of the Board will expire each year.

6. Powers

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

6.2. Without in any way derogating from the foregoing, the Board Members are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by Innocence Canada, for such consideration and upon such terms and conditions as they may deem advisable.

7. Remuneration of Board Members - The Board Members shall receive no remuneration for acting as such, and no Board Member shall directly or indirectly receive any profit from his/her position, provided that a Board Member may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

8. Quorum and Meetings

8.1. No business of Innocence Canada shall be transacted by its Board Members except at a meeting where a majority of the Board Members then in office are present who shall form a quorum for the transaction of business. The Board may hold meetings at such place or places as it may from time to time determine.

8.2. Meetings may be formally called by the President, Secretary, or by five Board Members.

8.3. Board Members may consider or transact any business, either special or general, at any meetings of the Board.

9. Notice

9.1. Notice of meetings of the Board shall be faxed, delivered or telephoned or emailed to each Board Member not less than five days before the meeting is to take place or shall be mailed to each Board Member not less than four days before the meeting is to take place. In the event the President determines a meeting must take place on an emergency basis, the period of such notice may

be shortened.

- 9.2. The notice need not specify the purpose of or the business to be transacted at the meeting, unless the meeting involves any matter that requires member approval, fills a vacancy of a director or the public accountant, appoints additional directors, issues debt obligations, approves financial statements, adopts, amends or repeals by-laws, or establishes members' contributions or dues.
- 9.3. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A meeting may also be held, without notice, immediately following the annual meeting of Innocence Canada.
- 9.4. Subject to subsection 9.2, no formal notice of any meeting shall be necessary if all the Board Members are present, or if those absent have signified their consent to the meeting being held in their absence.
- 9.5. No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Board Member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

10. Voting

- 10.1. Questions arising at any Board meeting shall be decided by a majority of votes. In cases of equality of votes, the Chair shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Board Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 10.2. A resolution in writing, 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 committee of directors.
- 10.3. A director may, if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.
- 10.4. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible to evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

11. Qualification of Board Members - All Board Members shall have the following

qualifications:

- 11.1. The Board Member must be eighteen years of age and over;
 - 11.2. The Board Member must have been a member of Innocence Canada for at least 12 months prior to the date of his or her election, unless the Board waives such requirement for a specific individual;
 - 11.3. The Board Member does not have the status of a bankrupt;
 - 11.4. The Board Member has not been declared incapable by a court in Canada or in another country.
12. Removal of Board Members - The members of Innocence Canada may, by resolution passed by a simple majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term.
13. Automatic Termination of Board Member's Term - A Board Member's term shall be automatically terminated,
- 13.1. if the Board Member becomes bankrupt or is declared insolvent;
 - 13.2. if by notice in writing to Innocence Canada, the Board Member resigns office;
 - 13.3. if the Board Member or his/her spouse becomes an employee of Innocence Canada;
 - 13.4. if the Board Member misses three consecutive Board meetings and fails to both adequately explain the absences at a fourth Board meeting and receive a vote of approval from a majority of the Board Members present at that meeting to continue in office; or
 - 13.5. if the Board Member ceases to be a member of the Corporation.
14. Vacancies
- 14.1. Vacancies on the Board, however caused, may, so long as a quorum of Board Members remain in office, be filled by the Board Members from among the qualified members of Innocence Canada to serve until the next annual meeting. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the Board Members for the ensuing year are elected, but if there is not a quorum of Board Members, the remaining Board Members shall forthwith call a meeting of the members to fill the vacancy.

14.2. If the number of Board Members is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

15. Board Members' Conflict of Interest

15.1. Every Board Member who, directly or indirectly, has an interest in a proposed or current contract, piece of litigation, client case, law reform, or any other activity or transaction of Innocence Canada, shall make a full and fair disclosure of the nature and extent of the interest at a meeting of the Board. An indirect interest includes one in which a Family Member of a Board Member has an interest.

15.2. In the case of a proposed contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration of interest shall be made at the first meeting of the Board at which the question of entering into the contract, piece of litigation, client case, law reform or any other activity or transaction is considered, or, if the Board Member is not at the meeting in which the proposed contract, piece of litigation, client case, law reform or any other activity or transaction is discussed, the declaration shall be made at the next meeting of the Board held after the Board Member becomes so interested.

15.3. In the case of an existing contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration shall be made at the first meeting of the Board after the Board Member becomes a Board Member or the interest becomes into being.

15.4. After making such a declaration as set out in paragraphs 15.1 to 15.3 herein, the Board Member shall not vote on such contract, piece of litigation, client case, law reform or any other activity or transaction nor shall the Board Member attempt to influence such vote nor be counted in the quorum in respect of such contract, piece of litigation, client case, law reform or any other activity or transaction.

15.5. If a Board Member has made a declaration of an interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with any of subsections 15.1 to 15.3 and has complied with subsection 15.4, the Board Member is not accountable to Innocence Canada for any profit realized from the contract or transaction.

15.6. If a Board Member fails to make a declaration of his/her interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with this clause, the Board Member shall account to and reimburse Innocence Canada for all profit realized and, upon resolution approved by a 2/3 majority of the Board Members, a resolution to remove the Board Member shall be referred to a Members Meeting for consideration.

15.7. If a Board Member believes another Board Member is in a conflict of

interest position, the first Board Member shall have his/her concern recorded in the minutes and thereafter the votes of each Board Member shall be recorded. Thereafter, and at the request of the Board Member who recorded the initial concern, the Board Members shall review whether or not the Board Member was in a conflict of interest position. If the Board so finds, the vote of the person in the conflict of interest position shall be invalidated.

15.8. To the extent that this section 12 of the Bylaw conflicts with section 141 of the Act, the requirements stipulated in section 141 shall prevail.

16. Board Members' Code of Responsibility - The Board Members shall abide by the following Code of Responsibility:

16.1. Board Members shall be familiar with Innocence Canada's structure, goals, objectives, activities, publications and programs.

16.2. Board Members have a fiduciary duty to act in the best interest of the Corporation, and shall treat the affairs of Innocence Canada with the same care and diligence with which they should treat their own affairs.

16.3. Board Members shall be familiar with the statutes and regulations under which programs of Innocence Canada operate.

16.4. Board Members shall be familiar with Innocence Canada's budget, budget process and financial situation, and shall insist on an annual audit by a reputable chartered accountant.

16.5. Board Members shall declare all conflicts of interest.

16.6. Board Members shall regularly attend Board meetings and meetings and sub-committees of which they are members.

16.7. Board Members shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board meetings and of meetings of sub-committees of which they are members.

16.8. Board Members shall ensure that committees, including the executive committee, if any, report on the exercise of any delegated authority to the Board and do not overstep their authority.

16.9. Board Members shall ensure that Innocence Canada has access to competent legal and accounting services.

16.10. Board Members shall ensure that the Board as a whole determines the policies and manages the affairs of Innocence Canada.

16.11. Board Members shall serve on a minimum of one sub-committee of Innocence Canada.

OFFICERS OF Innocence Canada

17. There shall be a President, a Secretary, a Treasurer and an Executive Director, and such other officers as the Board may determine from time to time
18. A person may hold more than one office.
19. The officers other than the Executive Director shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall continue in their positions until an election is held by the Board. An Executive Director may be appointed and removed by the Board, subject to any contract of employment.
20. The Board Members may, by resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such a resolution has been given, remove any officer other than the Executive Director before the expiration of the officer's term of office and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term, provided that such resolution and election is ratified by a majority of the votes cast at the next following meeting of the members.
21. The Board Members may elect a Co-President in addition to the President. In such event, all decisions to be made by the President under the Act or these By-laws must be made by the President and Co-President jointly. In the event the President and Co-President do not agree, either may refer the disagreement to the executive committee for resolution.
22. In the event the Board Members elect a Co-President, the President and Co-President shall be known as "Co-Presidents". The Co-Presidents shall alternately chair meetings of the Board. If there are Co-Presidents in office, reference to "President" in these By-laws shall mean the Co-Presidents acting jointly.
23. Duties of President - The President shall, when present, preside at all meetings of the members of the Corporation and the Board. The President shall supervise the affairs of the Corporation. The President or other officers appointed by the Board for the purpose shall sign all By-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board or incident to his/her office. During the absence or inability to act of the President, his/her duties and powers may be exercised by the Secretary or such other director as the Board may from time to time appoint for the purpose, and if the Secretary, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability to act of the President shall be presumed with reference thereto.
24. Duties of the Secretary - The Secretary shall act as the clerk of the Board. He/she shall attend all meetings of the Board and of the members of the Corporation and

record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and documents belonging to the Corporation. He/she shall give all notices required to be given to members and to directors and he/she shall perform such other duties as may from time to time be determined by the Board. The Secretary may delegate the carrying out of such duties.

25. Duties of the Treasurer - The Treasurer, or person performing the usual duties of a Treasurer, shall have the following duties and responsibilities:

25.1. Keep a full and accurate set of accounts of all receipts and disbursements of Innocence Canada.

25.2. Deposit all moneys or other valuable effects in the name and to the credit of Innocence Canada in such bank or bank as may from time to time be designated by Innocence Canada.

25.3. Disburse the funds of Innocence Canada under the direction of the Board, taking proper vouchers therefore.

25.4. Render to the Board at the regular meeting thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of Innocence Canada.

25.5. Perform such other duties as may from time to time be determined by the Board.

26. Duties of other Officers - The duties of all other officers of Innocence Canada, except the Executive Director, shall be such as the terms of their engagement call for, or the Board requires of them. The duties of the Executive Director shall be:

26.1. Provides leadership in the development of the organization's vision and mission and in the development of corresponding strategies, annual plans and budgets.

26.2. Provides governance advice and staff support to the Board and its committees.

26.3. Oversees effective and efficient day-to-day operations and the delivery of services.

26.4. Establishes appropriate standards of service and evaluates the programs.

26.5. Ensures the availability of financial resources and ensures that the funds are allocated in accordance with the approved budget.

- 26.6. Plans and manages staff and volunteer resources, including recruiting, setting goals, monitoring performance, delegating, mentoring, rewarding and where necessary terminating.
- 26.7. Develops relationships with key related justice system stakeholders.
- 26.8. Ensures effective internal and external communication with relevant Canadian and international audiences.
- 26.9. Identifies and manages risk.

COMMITTEES

27. The Board shall appoint as standing committees, an Executive Committee, Case Review Committee, Nomination Committee, Audit Committee, and such other standing or ad hoc committees, consisting of such numbers of Board Members and other persons as may be deemed desirable.
28. The Board shall prescribe the duties and authority of committees. Committees shall have only such authority as is delegated to them by the Board, and shall be accountable for their actions to the Board.
29. The Board shall appoint the Chair of any committee, and may at any time dissolve any committee, and may at any time remove any person from any committee and substitute another person for such person or may add persons to or remove persons from committees.
30. Subject to the direction of the Board, committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Unless otherwise determined by the Board, a majority of the members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Any decision at a meeting of a committee must be ratified by the Board, unless the Board has expressly delegated to the committee the authority to make a final decision in a particular manner.
31. The Chair of a committee shall ensure that minutes are taken and given to the President of Innocence Canada.

EXECUTION OF DOCUMENTS

32. Deeds, transfers, licences, contracts and engagements on behalf of Innocence Canada shall be signed by any two of the Executive Director, President, Secretary or Treasurer.

33. Contracts in the ordinary course of Innocence Canada's operations may be entered into on behalf of Innocence Canada by the President, Secretary, or any other officer or director authorized by the Board.
34. The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of Innocence Canada may or shall be executed.

BOOKS AND RECORDS

35. The Board shall see that all necessary books and records of Innocence Canada required by the By-laws of Innocence Canada or by any applicable statute or law or funding source are regularly and properly kept.

MEMBERSHIP AND DUES

36. The membership of Innocence Canada shall consist of the following classes of members:
 - 36.1. Individual members. Initial individual members shall be the members in good standing of the unincorporated Innocence Canada at the date of the initial incorporation meeting of Innocence Canada.
 - 36.2. Corporate, partnership, or other non-individual members.
 - 36.3. Honourary Life Member.
37. The Board may confer Honourary Life Membership in Innocence Canada on any person who has made an outstanding contribution to Innocence Canada. Honourary Life Members shall have the rights and privileges of members, but shall not be required to pay annual membership dues and may be elected to the Board.
38. A corporation, partnership or other non-individual entity may apply for membership in Innocence Canada, such application to be approved by the Board or by a committee designated by the Board for that purpose. Such entity may appoint one representative to attend meetings of members, but shall have no vote.
39. Individuals may apply to the Board for admission to membership in Innocence Canada. Each member shall promptly be informed of admission as a member or of the rejection of his/her application for membership. Admission shall be in the sole discretion of the Board.
40. Each individual who has been approved as a member shall be entitled to one vote on each question arising at any special or general meeting of the members only after six months of being approved as a member.

41. Dues or fees payable by members shall from time to time be fixed by the Board, which vote shall become effective unless and until it is rejected by a vote of the members at an annual or other general meeting.
42. The President shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of Innocence Canada, but any such members may, on payment of all unpaid dues or fees, be reinstated by vote of the Board.
43. All membership in Innocence Canada shall expire on the September 30th following payment of the dues or fees by the member, save and except that membership paid for between May 1st and September 30th of any year shall expire on the September 30th of the year following.
44. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.
45. The Board may terminate or suspend membership of an individual or non-individual by a two-thirds vote of those present at a meeting of the Board called for that purposes after outlining the reasons for considering termination or suspension and after the member has been given an opportunity to be heard.

ANNUAL MEETING OF MEMBERS

46. The annual or any other general meeting of the members shall be held each year as the Board may determine and on such day as the Board shall appoint.
47. At the annual meeting:
 - 47.1. A report of the activities of Innocence Canada for the previous year, the audited financial statements of Innocence Canada and the auditor's report shall be presented.
 - 47.2. New by-laws and amendments to or revocations of existing by-laws passed by the Board in the previous year shall be presented for confirmation by the members.
 - 47.3. The Board may present such other information or material relating to Innocence Canada's affairs as, in the opinion of the Board, is of interest or importance to the members.
 - 47.4. Members' agenda items of which the Board has received notice in accordance with section 50 of this By-law shall be discussed.

- 47.5. Other business relating to the affairs of Innocence Canada which a majority of the members present at the meeting by resolution consent to discuss shall be discussed.
 - 47.6. Vacancies and expired terms of the Board shall be filled by election from nominations submitted to the Chair of the Nominating Committee at least 60 days prior to the annual meeting.
 - 47.7. Auditors shall be appointed for the next year.
48. Notice shall be provided to each member using one of the following options:
- 48.1. by mail, courier or personal delivery to each member and debt obligation holder entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date;
 - 48.2. by telephonic, electronic or other communications facility to each member and debt obligation holder entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date;
 - 48.3. if the corporation has more than 250 members, by publication:
 - 48.3.1. at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members reside, or
 - 48.3.2. at least once in a publication of the corporation that is sent to all its members, no more than 60 days and no fewer than 21 days before the meeting date.
 - 48.4. if the corporation provides notice electronically, it must also make available a non-electronic alternative form of notice.
49. Any meetings of members may be held at any time and place without such notice if all the members of Innocence Canada are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which Innocence Canada at annual or general meetings may transact.
50. In accordance with section 163 of the Act and subject to the rights of the Corporation specified therein not to comply with a proposal request, a member entitled to vote at an annual meeting of members may
- 50.1. submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal" provided such proposal is submitted 90 to 150 days before the anniversary date of the previous annual

meeting of members and its subject matter is not within one of the categories of subjects excepted under the Act; and

- 50.2. discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

OTHER MEETINGS

51. The President, Secretary or a majority of the Board, may convene a general meeting of the members at any time or place for business relating to the affairs of Innocence Canada.
52. Members holding at least five (5) percent of the votes may requisition the directors of a corporation to call a meeting of members. On receiving the requisition, the directors must call a meeting to deal with the business stated in the requisition. If the directors do not call a meeting within twenty-one (21) days after receiving the requisition, any member who signed the requisition may call the meeting.

IN RELATION TO MEETINGS

53. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of Innocence Canada shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
54. For the purpose of sending notice to any member, Board Members or officer for any meeting or otherwise, the address of any member, Board Member or officer shall be his/her last address recorded on the mailing list of Innocence Canada.
55. Adjournments - Any meetings of Innocence Canada or of the Board Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
56. Quorum - A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen members of Innocence Canada present in person or represented by proxy.
57. Entitlement to Vote and Proxies
 - 57.1. Each member of Innocence Canada who is entitled to vote meetings of members shall be entitled to one vote and he/she may vote by proxy. Votes at a meeting of the members may be given either personally or by proxy. At every

meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized to represent one or more members and/or individuals shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder. A proxy shall be executed by the member in writing. A person appointed to act as a proxy must be a member of the Corporation.

- 57.2. The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be emailed, faxed or sent by the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept emailed or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such email or facsimile or written communication accepted by the chair of the meeting shall be valid and shall be counted.
58. No member shall be entitled either in person or by proxy to vote at meetings of Innocence Canada unless all dues or fees have been paid.
59. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of Innocence Canada or the Act.
60. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of Innocence Canada shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

61. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner and the Chair shall direct and the result of such poll shall be deemed the decision of Innocence Canada in general meeting upon the matter in question.
62. In case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

63. Unless otherwise ordered by the Board, the fiscal year of Innocence Canada shall terminate on the 31st day of December in each year..

CHEQUES, ETC.

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

DEPOSIT OF SECURITIES FOR SAFEKEEPING

65. The securities of Innocence Canada shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Innocence Canada signed by such officer or officers, agent or agents of Innocence Canada, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

66. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, 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 public accountant shall be sufficiently given:

66.1. 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 last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

(a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(c) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant 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. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

67. The President may change or cause to be changed the recorded address of any member, Board Member, officer or auditor in accordance with any information believed to be reliable.

PROTECTION OF DIRECTORS AND OFFICERS

68. Subject to the requirements of the Act, no Board Member or officer shall be liable for acts, receipts, neglect or default of any other Board Member or officer or employee of Innocence Canada, for any loss, damage, or expense happening to Innocence Canada, or for any deficiency on behalf of Innocence Canada in or upon which any moneys or property of Innocence Canada shall be lost or damaged,

whether through bankruptcy, neglect or otherwise, whenever such appended in the execution of the duties of his/her respective office. Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

69. No Board Member or officer shall be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into on behalf of Innocence Canada, except such as shall have been submitted to and authorized or approved by the Board.

NOT FOR PROFIT

70. Innocence Canada shall be carried on without the purpose of gain for its members and any profits or other accretions to Innocence Canada shall be used to promote its purposes.

71. On dissolution of Innocence Canada, the net assets remaining after payment of all debts shall be transferred to any organization in Canada carrying on activities similar to Innocence Canada.

72. These By-laws may be amended by two-thirds vote of the Board, provided they are confirmed by two-thirds of the votes cast by members in attendance at the first general meeting following amendment by the Board, subject to the provisions of the Act governing voting by class depending on the subject matter of the amendment.

ENACTED is this consolidation of By-law No. 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the _____ day of _____, 2016.

President

Secretary

The foregoing consolidation of By-law No. 1 as enacted by the directors of the Corporation was confirmed by the Members of the Corporation at a general meeting of the Members duly called for that purpose and at which a quorum was present on the ___ day of _____, 2016.

President

Secretary

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