

Amended Bylaw of the Corporation under the Canada Not-for-profit Corporations Act

PRODUCT CARE ASSOCIATION OF CANADA/

ASSOCIATION POUR LA GESTION RESPONSABLE DES PRODUITS DU CANADA

BY-LAW No. 1

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PRODUCT CARE ASSOCIATION OF CANADA/
ASSOCIATION POUR LA GESTION RESPONSABLE DES PRODUITS DU CANADA
(the "Corporation")

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the Corporation.

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE 1
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 *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;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the board of directors of the Corporation and "director" means a member of the Board;
- (d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "EPR regulation" means the extended producer responsibility regulation of any jurisdiction pursuant to which the Corporation operates a program for its members;
- (f) "meeting of members" includes an annual meeting of members or a special meeting of members; and "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;
- (g) "Membership Class" means, the division of industry or category of product for which members are Producers as set out in the Articles and as further described in this by-law.
- (h) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- (i) "Producer" means the party who is or may be deemed or agrees to be subject to the EPR regulation, as a producer, steward, or other obligated party under that regulation;
- (j) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (k) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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, 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 these by-laws.

ARTICLE 2 ACTIVITIES OF THE CORPORATION

2.1 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.2 Financial Year

The financial year end of the Corporation shall be December 31 of each year unless otherwise determined by the Board.

2.3 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 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.

2.4 **Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf, and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

2.5 **Annual Financial Statements**

The Corporation shall send by electronic means or otherwise, to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member by electronic means or otherwise, along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

ARTICLE 3 MEMBERSHIP

3.1 **Membership Conditions**

Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, who meet the other qualifications set out in these by-laws, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

3.2 **Membership Classes and Conditions of Membership**

Subject to the Articles, the membership of the Corporation shall be divided into the Membership Classes set out in Schedule "A" to this By-law, and the conditions of membership set out in Schedule "A" shall apply to the relevant Membership Class. In addition, the following conditions of membership shall apply to all Membership Classes:

- (a) As set out in the Articles, each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one vote at such meetings, irrespective of the number of Membership Classes to which a member belongs, except as set out in By-law.
- (b) Members may become members in one or more Membership Classes.

3.3 **Application for Membership**

Every applicant for Membership in one or more Membership Classes may apply in accordance with the procedure approved by the Board of directors, provided that to be eligible for participation in any Membership Class, a member must be a Producer in the applicable division of industry or category of product for which the Corporation operates a product stewardship program under an EPR Regulation. Any decision as to whether or not a member qualifies as a Producer in a particular Membership Class will be in the sole discretion of the Board of directors.

3.4 **Membership Agreement**

In addition to any other conditions of membership established by the Articles or pursuant to this by-law or any other by-law of the Corporation, or by the Board of directors from time to time, each member must, as a condition of membership, execute a Membership Agreement with the Corporation, in a form determined by resolution of the Board from time to time, and agree to be bound thereby and to abide by the terms and conditions set out therein. Subject to the Articles and the By-laws, the Board may by resolution amend the Membership Agreement from time to time, and such amendments shall take effect in the manner specified in the Membership Agreement, or as determined by the Board.

3.5 **Membership Transferability**

The interest of a member in the Corporation is not transferable other than to the Corporation.

3.6 **Membership Fees**

The dues or fees payable by members shall from time to time be determined by the Board of directors and may vary by Membership Class or by product or by jurisdiction or in other ways, and overdue fees may be subject to interest or penalties as determined by the Board of directors. The fees may be modified by the Board of directors from time to time.

3.7 **Termination of Membership in Membership Class**

Where a member of the Corporation is a member pursuant to more than one Membership Class, and resigns from a certain Membership Class or ceases to meet the qualifications set out herein or established by the Board for membership in a certain Membership Class, membership of such Membership Class shall be terminated as of the date on which the member ceased to meet the qualifications, but the member's membership of the corporation in other Membership Classes shall not be affected.

3.8 **Termination of Membership**

The membership of a member in the Corporation shall be terminated in the following circumstances:

- (a) Resignation - membership shall be terminated when the resignation of a member, of which the member must give 12 months' notice in writing in accordance with the Membership Agreement or with such procedures as the Board may have established, is accepted by the Board; resigning members shall remain liable for any amount owed to the Corporation prior to acceptance of such resignation.

- (b) Termination of Membership Agreement - membership shall be terminated if the member's Membership Agreement is terminated in accordance with its terms.
- (c) Termination for Non-Payment - the membership of a member who is more than 90 days in arrears paying any amount owed the Corporation may be terminated by resolution of the Board.

3.9 Effect of Termination of Membership

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

3.10 Discipline or Termination of a Member

The Board shall have authority to discipline, suspend or terminate the memberships of any member for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, the member's Membership Agreement, or any written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

3.11 Procedure for Discipline, Suspension or Termination

- (a) Upon 15 days' notice to a member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 0.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action, suspension or termination of membership.
- (c) If written submissions are received, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 4
MEMBERS MEETINGS

4.1 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.2 Absentee Voting at Members' Meetings

Pursuant to Subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.3 Voting by Proxy

Pursuant to Subsection 171(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, to demand a ballot at the meeting and, except where a proxy holder 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;

- (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 chairman of the meeting directs.

4.4 **Form of Proxy**

Subject to the Act, a proxy may be in the following form:

The undersigned member of Product Care Association of Canada (the "Corporation") hereby appoints **[name]** of **[address]** or failing him, **[name]** of **[address]** as the proxy of the undersigned to attend and act at the **[annual]** meeting of the members of the said Corporation to be held on the **[day/month/year]**, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

DATED the **[day/month/year]**.

Signature of Member

Print Name of Member:

4.5 **Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.6 **Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant 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.

4.7 **Chair of Members' Meetings**

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 **Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be six members provided that at least one member representing each Membership Class of the members entitled to vote at the meeting present in person or by proxy.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. 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. The quorum at an adjourned meeting of members shall be the presence of those members entitled to vote who are present at the meeting.

4.9 Votes to Govern at Members' Meetings

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 questions. 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 shall not have any 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.

4.10 Number of Votes per Member

- (a) Each member shall have only one vote on any question put before a meeting of members on which all members are entitled to vote, irrespective of the number of Membership Classes to which a member belongs.
- (b) On any question the subject matter of which relates and is limited to a specific Membership Class, only those members who belong to that Membership Class may vote; each member belonging to such Membership Class shall have one vote on each Membership Class-specific question or matter put before such Membership Class.

4.11 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility 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, electronic or other communication facility 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, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 **Members' Meeting Held Entirely by 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, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.13 **Decision Making by Consensus**

Unless otherwise required by the Act or the Articles, questions arising at any meeting of members shall be decided by consensus of the members present. Consensus will be considered to have been reached when no member objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the members.

4.14 **Procedure**

The chair of a meeting of members will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of members shall be determined by the latest edition of *Nathans Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 5 BOARD OF DIRECTORS

5.1 **Number of Directors and Composition of the Board**

Subject to the Articles, the Board shall consist of the number of directors set forth in Schedule "B" to this By-law; each position on the Board of directors shall represent a specific Membership Class and shall be appointed by the members of that Membership Class. The Board may, and shall following request by Ordinary Resolution, propose changes to the number of directors and/or redistribution of the current number of directors among Membership Classes; such changes shall be subject to approval by a Special Resolution of all the members of the Corporation, as well as to approval by all Membership Classes pursuant to a vote among the members of each individual Membership Class.

5.2 **Term of Office of Directors**

Directors of the Board shall be elected for a term of two (2) years, after which each such director shall retire as a director, but, if qualified, shall be eligible for re-election. To the greatest extent possible, half of the Directors representing each Membership Class, comprising half of the members of the Board as a whole, will be elected each year.

5.3 **Qualifications**

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 by a court in Canada or elsewhere to be mentally incompetent, or who has the status of a bankrupt.

5.4 **Nomination and election**

Each year, prior to the annual meeting of members, the Board, acting in its own right or through a governance committee, if appointed, shall nominate eligible individuals as prospective directors to fill the directorships allotted to such Membership Class which will be vacant at the time of the annual meeting. The Board shall use all reasonable efforts to nominate prospective directors who are acceptable to the Membership Class which each prospective director will represent. The members of each Membership Class shall vote at the annual meeting to elect the nominees who will be elected as directors affiliated with such Membership Class. If more prospective directors are nominated to represent a Membership Class than the number of open directorships allotted to such Membership Class, the members of that Membership Class shall determine by vote which of such nominees are elected to the Board.

5.5 **Vacation of Office**

A director ceases to hold office on death, on removal from office by the members, on ceasing to be fulfill the qualifications for election as a director (as determined by the Board in its sole discretion), on receipt of a written resignation by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later.

5.6 **Removal of Directors**

The members comprising a Membership Class may by ordinary resolution remove a director appointed by that Membership Class from office. A vacancy created by the removal of a director may be filled by a vote of the members of the relevant Membership Class at the meeting of the members at which the director is removed or, if not so filled, may be filled as described in Section 0.

5.7 **Vacancies**

Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board provided that the Board shall use all reasonable efforts to appoint a Director to fill such a vacancy who is acceptable to the Membership Class which appointed the vacating Director.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 **Calling of Meetings of Board of Directors**

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 **Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.1 of this by-law to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law or the Act otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.3 **Quorum**

The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors at the time of the meeting.

6.4 **Voting on General and on Membership Class Specific Questions**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question provided that any Membership Class specific matter shall be decided, both by a majority of votes cast on the question, and a separate affirmative vote of a majority of the Directors representing the Membership Class so affected. A Membership Class specific matter is defined as any matter before the Board which has an effect on members of one Membership Class in a way that is unique from the effect it would have on every other Membership Class. By way of example the following are Membership Class specific matters:

- (a) Budgets and dues or fee rates relating to a Membership Class specific product;
- (b) special funds or reserves relating to a specific Membership Class
- (c) nomination and election of a Director representing a Membership Class
- (d) appointment of members of a committee relating to a Membership Class specific matter;
- (e) product definitions
- (f) the decision to initiate, modify or terminate a product stewardship program in a jurisdiction relating to Membership Class specific products

6.5 **Resolutions in Writing**

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.

6.6 **Meeting Held Entirely by Electronic Means**

If the chair of the Board (if any), the president or any one director call a meeting of directors pursuant to the Act, the chair of the Board (if any), the president or any one director, 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, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.7 **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.

6.8 **Decision Making by Consensus**

Unless otherwise required by the Act or the Articles, questions arising at any Board meeting shall be decided by consensus of the directors present. Consensus will be considered to have been reached when no director objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the directors. In that event each director is authorized to exercise one vote. In case of an equality of votes, the person chairing the meeting shall not have a second or casting vote.

6.9 **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.

6.10 **Procedure**

The chair of a meeting of directors will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of directors shall be determined by the latest edition of *Nathans Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 7 OFFICERS AND COMMITTEES

7.1 **Appointment of Officers**

The Board may 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. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.2 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 associated with their positions:

- (a) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a director. The chair of the Board, if any, shall, when present, 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 of the Board – The vice-chair of the Board, if one 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 of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- (c) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. 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, the public accountant and members of committees; 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.

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

7.3 Vacancy in Office

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 become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.4 Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and terms of reference as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors. The Board may, from time to time, determine if members are entitled to receive an honorarium for their service on a committee. Members of the committee are entitled to reasonable expenses incurred in the exercise of their duty.

ARTICLE 8 INDEMNIFICATION

8.1 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that 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.

8.2 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 his 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 him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) he or she 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, he had reasonable grounds for believing that his or her conduct was lawful.

8.3 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 151(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.

ARTICLE 9 GENERAL

9.1 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members 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 public accountant 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 last notice that was sent by the Corporation in accordance with the Act;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with 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.

9.2 **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, unless it is otherwise provided, be counted in such number of days or other period.

9.3 **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 his or her new address.

9.4 **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.

9.5 **Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, 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.

9.6 **Invalidity of any Provisions of this By-law**

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

9.7 **Operating 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 code 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.

9.8 **By-laws and Effective Date**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation except in respect of matters referred to in the Act that require a special resolution of the members of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members 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 to the members at the next meeting of members or if it is rejected by the members at the meeting. If a by-law, an amendment or a repeal of a by-law ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members of the Corporation.

MADE by the Board on the 18th day of June, 2014

SCHEDULE "A" TO BY-LAWS OF PRODUCT CARE ASSOCIATION OF CANADA

Membership Classes and Conditions of Membership

Membership Class	Product or Division	Conditions of Membership
Class A	Paint Products	Must be a Producer of Paint Products included in one or more of the programs of the Corporation operated pursuant to an EPR Regulation
Class B	Lighting and Alarm Products	Must be a Producer of Lighting or Alarm products included in one or more of the programs of the Corporation operated pursuant to an EPR Regulation
Class C	Retail	Must be a Retailer of one or more products included in one or more of the programs of the Corporation operated pursuant to an EPR Regulation
Class D	Other products	Must be a Producer of flammable, pesticide, waste gasoline, or any other products not specified for another Membership Class, included in one or more of the programs of the Corporation operated pursuant to an EPR Regulation

SCHEDULE "B" TO BY-LAWS OF PRODUCT CARE ASSOCIATION OF CANADA

Number of Directors and Composition of the Board

Membership Class	Product or Division	Number of Directors
Class A	Paint Products	4
Class B	Lighting and Alarm Products	2
Class C	Retail	2
Class D	Other products	3
Total:		11