# CANADIAN SOCIETY FOR EXERCISE PHYSIOLOGY/ SOCIÉTÉ CANADIENNE DE PHYSIOLOGIE DE L’EXERCICE 

BYLAW NO. 4

Bylaw No. 1 Adopted October 17, 2013
Bylaw No. 2 Amended October 13, 2016
Bylaw No. 2 Updated October 25, 2017
Bylaw No. 3 Amended November 7, 2019
Bylaw Number 4 Amended October 12, 2023

## SECTION 1-GENERAL

### 1.01 Definitions

In this Bylaw No. 4:
(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 of Directors" means the board of directors of the Corporation as described in Section 4
(d) "bylaw" means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
(e) "Corporation" means Canadian Society for Exercise Physiology/Société canadienne de physiologie de l'exercice, a corporation incorporated under Part II of the Canada Corporations Act; For the purposes of this Bylaw the CSEP is considered a 'soliciting corporation' as defined in Part I subsection 2 (5.1) of the Act.
(f) Director(s)" means a director of the Corporation as described in Section 4;
(g) "Member(s)" means a member of the Corporation and includes Academics/Researchers, CSEP Clinical Exercise Physiologists, CSEP Certified Personal Trainers, Industry and Allied Partner Members, Student Members, Emeritus Members, and CSEP Supporter Members;
(h) "meeting of members" includes an annual meeting of members or a special meeting of members;
(i) "Officer(s)" means an officer of the Corporation as described in Section 5;
(j) "ordinary resolution" means a resolution passed by a majority of not less than $50 \%$ plus 1 of the votes cast on that resolution;
(k) "person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;
(I) "Regulations" means the regulations of the Corporation made under the Act, as amended, restated or in effect from time to time; and
(m) "Special meeting of members" includes a meeting of one or more classes of members or a meeting of all the members entitled to vote at an annual meeting of members;
( n ) Special resolution" means a resolution passed by a majority of not less than two-thirds $(2 / 3)$ of the votes cast on that resolution.
(o) "Voting Member(s)" means Academics/Researchers, CSEP Clinical Exercise Physiologists, and CSEP Certified Personal Trainers

### 1.02 Interpretation

In the interpretation of this bylaw, 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

### 1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Treasurer of the Corporation shall be the custodian of the corporate seal.

## SECTION 2 - MEMBERS

### 2.01 Membership Conditions

Subject to the articles, there shall be seven (7) classes of members in the Corporation, namely:
(i) Academic/Researcher
(ii) Professional Member
(iii) Postdoctoral Fellow and Research Staff
(iv) Student
(v) Industry and Allied Partner
(vi) Emeritus
(vii) CSEP Supporter

The Board of directors of the Corporation may, by resolution, prescribe the manner by which members may be admitted, and approve the admission of the members of the Corporation. The following conditions of membership shall apply:

## (i) Academic/Researcher

Academic/Researcher member status shall be available only to individuals who hold graduate or postgraduate university degrees in relevant disciplines, as determined by the Board, or the degree of Doctor of Medicine, or the degree of Doctor of Chiropractic, and who have applied and have been accepted by the Board of Directors as Academic/Researcher members.

As set out in the articles, each Academic/Researcher member is entitled to receive notice of, attend and vote at all meetings of members and each such Academic/Researcher member shall be entitled to one (1) vote at such meetings.

The term of membership of Academic/Researcher members shall be annual, subject to renewal in accordance with the policies of the Corporation.

## (ii) Professional Member

Professional Member status shall be available only to individuals who hold current certification by the Corporation and who have applied, registered and have been accepted by the Board of directors as a Professional Member. Current certification by the Corporation includes the CSEP Certified Personal Trainer ${ }^{\circledR}$ and the CSEP Clinical Exercise Physiologist ${ }^{\mathrm{TM}}$.

As set out in the articles, each Professional Member is entitled to receive notice of, attend and vote at all meetings of members and each such Professional Member shall be entitled to one (1) vote at such meetings.

The term of membership of Professional Members shall be annual, subject to renewal in accordance with the policies of the Corporation.

## (iii) Postdoctoral Fellow and Research Staff

Postdoctoral Fellow and Research Staff member status shall be available only to individuals who hold graduate or postgraduate university degrees in relevant disciplines, as determined by the Board, and who have applied and have been accepted by the Board of Directors as Postdoctoral Fellow and Research Staff members.

As set out in the articles, each Postdoctoral Fellow and Research Staff member is entitled to receive notice of, attend and vote at all meetings of members and each such Postdoctoral Fellow and Research Staff member shall be entitled to one (1) vote at such meetings.

The term of membership of Postdoctoral Fellow and Research Staff members shall be annual, subject to renewal in accordance with the policies of the Corporation.

## (iv) Student

Student member status shall be available only to individuals registered in post-secondary undergraduate or graduate programs in relevant disciplines, as determined by the Board and who have applied and have been accepted by the Board of Directors as Student members.

Subject to the Act and the articles, Student members shall be entitled to receive notice of and attend meetings of the members of the Corporation.

Student members shall not be entitled to vote at such meetings.

The term of membership of Student members shall be annual, subject to renewal in accordance with the policies of the Corporation

## (v) Industry and Allied Partner

CSEP Industry and Allied Partner member status shall be available only to organizations, whose activities or interests are related to CSEP provided that CSEP Industry and Allied Partner members shall designate, not later than February 1 in each year, a representative to act on behalf of such CSEP Industry and Allied Partner member for the following financial year of the organization and who have applied and have been accepted by the Board of Directors as CSEP Industry and Allied Partner members.

Subject to the Act and the articles, CSEP Industry and Allied Partner members shall be entitled to receive notice of and attend meetings of the members of the Corporation.

CSEP Industry and Allied Partner members shall not be entitled to vote at such meetings.

The term of membership of CSEP Industry and Allied Partner members shall be annual, subject to renewal in accordance with the policies of the Corporation.

## (vi) Emeritus Members

Emeritus Member status shall be available only to a member who shall have retired from full-time employment, and who has been accepted by the Board of Directors as an Emeritus member.

Subject to the Act and the articles, Emeritus Members shall be entitled to receive notice of and attend meetings of the members of the Corporation.

Emeritus members shall not be entitled to vote at such meetings.

The term of membership of an Emeritus Member shall be determined by the Board of Directors.

## (vii) CSEP Supporter Members

CSEP Supporter member status shall be available to individuals who are graduates in the field of Exercise Science/Human Kinetics and in relevant disciplines with an undergraduate degree, as determined by the Board and who have applied and have been accepted Board of Directors as a Supporter member.

Subject to the Act and the articles, Supporter members shall be entitled to receive notice of and attend meetings of the members of the Corporation.

Supporter members shall not be entitled to vote at such meetings.
The term of membership of a Supporter member shall be determined by the Board of Directors.

### 2.02 Multiple membership

Members may qualify to belong to more than one membership class. Notwithstanding their qualifications, members shall enjoy the membership voting rights and privileges of only one membership class of their choosing for which they are qualified and have been accepted in accordance with the Regulations of the Corporation.

### 2.03 Absentee Voting by Mailed-in or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in or electronic ballot if the Corporation has a system that: enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

### 2.04 Notice of Meeting of Members

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:

- 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
- 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.


### 2.05 Amendments Affecting Membership Rights

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (I) or (m).

## SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

### 3.01 Membership Dues

Members shall pay dues as determined by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

### 3.02 Termination of Membership

A membership in the Corporation is terminated when:

- the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or bylaws;
- the member's term of membership expires; or
- the Corporation is liquidated or dissolved under the Act.

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

### 3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- violating any provision of the articles, bylaws, or written policies of the Corporation;
- carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- 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.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## SECTION 4 - BOARD OF DIRECTORS

### 4.01 Composition

The property and business of the Corporation shall be managed by a Board of not less than seven (7) and not more than eleven (11) Directors, comprised of:

One (1) individual who shall have voting member status elected as Chair;
One (1) individual who shall have voting member status elected as Chair Elect;
One (1) individual who shall have Academic/Researcher member status elected as Vice Chair Research;
One (1) individual who shall have Professional Member status elected as Vice Chair Professional Standards;
One (1) individual who shall have voting member status elected as Treasurer;
Two (2) individuals who shall have Academic/Researcher member status elected as Director Academic;
Two (2) individuals who shall have Professional Member status elected as Director Professional;
One (1) individual who shall have Student member status elected as Director Student;
One (1) individual who shall have voting member status elected as Director at Large;
One (1) individual who shall have voting member status elected as Past Chair.
The nominations and subsequent elections of the Chair and Chair-Elect shall be coordinated such that the Chair shall alternate between an individual with Academic/Researcher member status and an individual with Professional member status.
The Past Chair position is a 1 year term and non-voting board position.
The Chair-Elect is a 1 year term voting position on the board, leading to the subsequent Chair (2 years) and Past Chair (1 years) positions for a total of 4 years.

### 4.02 Election and Term

Subject to these bylaws and the articles, any member in good standing of the corporation may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Members at each annual meeting at which an election of directors is required for a term expiring not later than two years following their election.

At the end of their term, directors may stand for, and be re-elected by the voting members for a further consecutive two years to a maximum of four consecutive years.

Former directors may stand for election by the voting members provided that they have not exercised the office of director for a minimum of two years following the end of their last term.

### 4.03 Vacancy in Office

Subject to subsections 132. (4) and (5) of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

## SECTION 5 - OFFICERS

### 5.01 Description of Officers

The Officers of the Corporation shall be the Chair, Chair-Elect, Treasurer, and the Chief Executive Officer (CEO), if one is appointed.

## Term

Officers, except for the CEO, shall serve for a term of two (2) years from the date of the election or until their successors are elected. 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 shall have the following duties and powers associated with their positions:

Chair- The Chair of the Board, shall be a director. The Chair of the Board, 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.

Chair-Elect - The Chair-Elect of the Board shall be a director. If the Chair of the board is absent or is unable or refuses to act, the Chair-Elect of the Board, shall, when present, preside at all meetings of the board of directors and of the members. The Chair-Elect shall have such other duties and powers as the board may specify.

Treasurer - The Treasurer shall have such powers and duties as the board may specify.

Chief Executive Officer - The Chief Executive Officer, or other title as the Board may determine from time to time shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, attend meetings of the Board in a non-voting capacity and subject to the authority of the Board, have general supervision of the affairs of the Corporation.

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 Chair 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.

## SECTION 6 - MEETINGS OF DIRECTORS

### 6.01 Calling of Meetings

The Chair may, and shall, upon written requisition of not less than two (2) Directors, call a meeting of the Board of Directors. There shall be at least one (1) meeting of the Board of Directors in each financial year of the Corporation.

### 6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this bylaw to every director of the Corporation provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be received at least fourteen (14) days prior to the meeting. 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 bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### 6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### 6.04 Votes to Govern

A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### 6.05 Teleconferences and Participation by Electronic Means

A director may 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 if all the directors of the corporation consent.

A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

### 6.06 Committees

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 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.

## SECTION 7 - MEETINGS OF MEMBERS

### 7.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the members, 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 bylaws 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 voting members.

### 7.02 Chair of the Meeting

In the event that the chair of the board and the chair-elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of the members present to chair the meeting.

### 7.03 Quorum

A quorum at a meeting of the members shall be fifty (50) members entitled to vote at the meeting. 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.

### 7.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## SECTION 8 - NOTICES

### 8.01 Method of Giving Notices

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 bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
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
if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
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 Treasurer 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 Treasurer to be reliable. The declaration by the Treasurer that notice has been given pursuant to this bylaw 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.

### 8.02 Invalidity of any provisions of this bylaw

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

### 8.03 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 bylaws 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.

## SECTION 9 - INDEMNITIES TO DIRECTORS AND OTHERS

### 9.01 - Indemnities to Directors

The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action to satisfy a judgment, reason- ably incurred by Directors or Officers in respect of:
(i) any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;
(ii) any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, if the Corporation obtains any approval required under the Canada Corporations Act in respect of such indemnification; and
(iii) the defence of any civil, criminal or administrative action of proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his defence of the action or proceeding, if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer has reasonable grounds for believing that their conduct was lawful.

## SECTION 10 - EXECUTION OF DOCUMENTS

### 10.01 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. 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, bylaw or other document of the Corporation to be a true copy thereof.

## SECTION 11 - FINANCIALYEAR

### 11.01 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

### 11.02 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.

### 11.03 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, notify its members electronically stating that the annual financial statements and documents provided in subsection 172(1) are available electronically or at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## SECTION 12 - DISPUTE RESOLUTION

### 12.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 12.02 of this bylaw.

### 12.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.
If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## SECTION 13 - EFFECTIVE DATE

### 13.01 Effective Date

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the board.
CERTIFIED to be Bylaw No. 4 of the Corporation, as enacted by the directors of the Corporation by resolution on the $25^{\text {th }}$ day of September 2023 and confirmed by the members of the Corporation by electronic vote and presented on October $12^{\text {th }}, 2023$.

Dated as of the $12^{\text {th }}$ day of October 2023.

William (Bill) Sheel, PhD
Chair, CSEP Board of Directors
$\frac{\text { Williams Sheel }}{\text { William Sheel (Oct 17, } 2023 \text { 06:51 PDT) }}$

