

**Amended and Restated
BY-LAW NO. 1**

A by-law relating generally to the conduct
of the affairs of
ARIRANG AGE-FRIENDLY COMMUNITY CENTRE
(the "Corporation")

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

1. General

1.1 Definition

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

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"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;

"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;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"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 (1) 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.

1.3 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.

1.4 Financial Year

The financial year end of the Corporation shall be March 31 in each year.

1.5 Borrowing Powers

The directors of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the real or personal property of the Corporation, owned or subsequently acquired, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys, borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

1.6 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, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available 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.

2. Members

2.1 Eligibility

The members of the Corporation shall consist of, and be limited to, those individuals who are from time to time directors of the Corporation and are admitted to membership in the Corporation by resolution of the board.

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

2.2 Transferability and Termination of Membership

Membership in the Corporation shall not be transferable and shall lapse and terminate upon the occurrence of any one (1) or more of the following events:

- a) the member dies;
- b) the member fails to maintain any eligibility requirements for membership described in section 2.1;
- c) 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 and the resigning member shall be deemed also to have resigned as a director; or
- d) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist. Pursuant to paragraph 197(1)(h) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Dues

The members of the Corporation may from time to time fix the dues, if any, payable by members.

3. Meeting of Members

3.1 Annual Meeting

The annual meeting of the members shall be held at such time and on such day in each year as the board or the chair of the board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors and appointing auditors, and for the transaction of such other matters as may properly be brought before the meeting.

3.2 Special Meeting

The board, the chair of the board, or any two (2) directors, shall have the power to call a special general meeting of members at any time.

3.3 Place of Meetings

Meetings of members shall be held in the City of Toronto or some other place in Canada or elsewhere as may be permitted in the Act.

3.4 Notice of Meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than twenty-one (21) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the matters to be considered at it. Notice of each meeting of members must remind the member if that member has the right to vote by proxy. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

3.5 Meetings Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

3.6 Chair, Secretary and Scrutineers

The chair of the board or, in his or her absence, a director, shall be chair of any meeting of members; if no such officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one (1) of their number to be chair of the meeting. If the secretary of the Corporation be absent, the chair of the meeting shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one (1) or more scrutineers, who need not be members, may be appointed by a resolution of members or by the chair of the meeting with the consent of the meeting.

3.7 Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

3.8 Quorum

A quorum for the transaction of business at any meeting of members shall be ten percent (10%) of the members, present in person or represented by proxy, and each entitled to vote thereat, provided that quorum shall not in any event be less than two (2) persons.

3.9 Right to Vote

At any meeting of members, every person who is at the time of the meeting entered in the books of the Corporation as a member of the Corporation shall be entitled to vote.

3.10 Proxies

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy holder must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

3.11 Votes to Govern

At any meeting of members, every decision shall, unless otherwise required by the articles or by-laws of the Corporation, be determined by the majority of votes cast on the decision.

3.12 Method of Voting

Any decision at a meeting of members shall be decided by a show of hands unless:

- a) prior to a show of hands, a majority of the members present and entitled to vote on the decision resolves to vote on the matter by ballot, in which case the chair of the meeting shall distribute and collect ballots for such purpose and the result of the vote by ballot shall be the decision of the members upon the said decision; or
- b) after a show of hands, a ballot thereon is required or demanded by the chair of the meeting or any person entitled to vote on the decision, in which case the procedure set out in section 3.13 shall be followed.

Whenever a vote by ballot or show of hands shall have been taken upon a decision, (unless in the latter case a ballot thereon is so required or demanded), a declaration by the chair of the meeting that the vote upon the decision 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 any resolution or other proceeding in respect of the said decision, and the result of the vote so taken shall be the decision of the members upon the said decision.

3.13 Ballot

If a ballot is required or demanded, the ballot shall be taken in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot shall be the decision of the members upon the said decision.

3.14 No Casting Vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chair of the meeting shall not have an additional or casting vote.

3.15 Adjournment

The chair of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

3.16 Error or Omission in Notice

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 the Corporation 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.

4. Directors

4.1 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

4.2 Election and Term

Directors shall be elected at annual meetings of members. The directors shall be elected by a show of hands unless a ballot is demanded by any member.

Each term of a director shall expire not later than the close of the third annual general meeting following the director's election; if any such director was elected to complete the unexpired term of a former director, such director shall be elected for the remainder of such term.

Subject to the foregoing, at every annual general meeting at which the term of a director expires, there shall be elected a number of directors equal to the number of directors whose term of office shall expire at the close of such meeting.

Each director shall hold office for a maximum of nine (9) consecutive years. Notwithstanding the foregoing, a director may, with the approval by resolution of the members passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, be re-elected to the board for such additional term or terms or part thereof as determined by the members.

Subject to the foregoing, retiring directors shall be eligible for re-election.

4.3 Vacancy in Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) the director has the status of a bankrupt;

- b) the director has been declared incapable by a court in Canada or in another country;
- c) the director dies;
- d) the director resigns by delivering a written resignation to the chair of the board; or
- e) the director is removed as a director of the Corporation pursuant to section 4.4.

4.4 Removal of Directors

Pursuant to section 130(1) (Removal of Directors) of the Act, the members may, by ordinary resolution at a special meeting of member called for that purpose, remove any director before the expiration of such director's term of office and may, by ordinary resolution, elect any person in such director's stead for the remainder of such director's term.

4.5 Filling Vacancies

Pursuant to section 132 (Filling Vacancy) of the Act, vacancies on the board may be filled by the board, provided that the remaining directors constitute a quorum and the vacancy has not resulted from an increase in the minimum or maximum number of directors provided for in the articles or a failure to elect the minimum number of directors provided for in the articles.

4.6 Calling of Meetings

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; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one (1) director, that director may call a meeting.

4.7 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than forty-eight (48) hours (not including Saturdays, Sundays and bank holidays) before the time when the meeting is to be held by one (1) of the following methods: by mail; by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or by an electronic document in accordance with Part 17 of the Act.

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 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.

4.8 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.

4.9 Quorum

Not less than ten percent (10%) of the number of directors then in office shall constitute a quorum, provided that quorum shall not in any event be less than (2) directors.

4.10 Votes to Govern

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 shall not have a second or casting vote.

4.11 Committees, etc.

The board may from time to time appoint any committee, task force, council, honorary patron 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, task force member, council member, honorary patron or member of other advisory body may be removed by resolution of the board of directors.

For greater clarity, a person's status as a committee member, task force member, council member, honorary patron or member of other advisory body does not make that person a member of the Corporation.

5. Officers

5.1 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 (2) or more offices may be held by the same person.

5.2 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:

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.

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.

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.

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.

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.

5.3 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.

6. Limitation of Liability

6.1 Limitation of Liability

No director or officer of the Corporation shall be liable for (a) the acts, receipts, neglects or defaults of any other person, (b) joining in any receipt or other act for conformity, (c) any loss, damage or expense of the Corporation arising from the insufficiency or deficiency of title to any

property acquired by or on behalf of the Corporation, (d) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, (e) any loss or damage arising from the bankruptcy, insolvency, act or omission of any person with whom any of the monies, securities or other property of the Corporation are lodged or deposited, (f) any loss, damage or expense occasioned by any error of judgment or oversight, or (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

6.2 No Limitation

The provisions of this section 6 shall be in addition to and not in substitution for any rights, immunities and protections to which a director or officer is otherwise entitled under the Act or as the law may permit or require.

7. Indemnity

7.1 Indemnification of directors and officers

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

7.2 Advance of Costs

The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of an action or proceeding referred to in section 7.1, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.3.

7.3 Limitations

The Corporation shall not indemnify an individual under section 7.1 unless,

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

7.4 Indemnification in an action by Corporation

A Corporation may, with the approval of a court, indemnify an individual referred to in section 7.1, or advance money under section 7.2, in respect of an action by or on behalf of the

Corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in section 7.1, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in section 7.3.

7.5 Insurance

The Corporation may purchase and maintain insurance for the benefit of each director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,

- a) in the individual's capacity as a director or officer of the Corporation; or
- b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

7.6 No Limitation

The provisions of this section 7 shall be in addition to and not in substitution for any rights, immunities and protections to which an indemnified person is otherwise entitled under the Act or as the law may permit or require.

8. Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

9. Invalidity of any Provisions of this By-law

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

10. 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.

11. By-laws

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

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12. Effective Date

Subject to matters requiring a special resolution, this Amended and Restated By-Law No. 1 shall be effective when made by the board.

CERTIFIED to be the Amended and Restated By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 2nd day of November 2017.

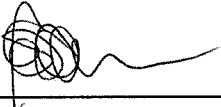


Chair Eunice Kim



Vice Chair - Julia Shin Doi

CONFIRMED by the members of the Corporation by special resolution on the 2nd day of November 2017.



Chair