

STOCK CLEARING CORPORATION OF PHILADELPHIA By-Laws

ARTICLE I *Offices and Business Hours*

Sec. 1 Offices

Stock Clearing Corporation of Philadelphia shall have its principal office in the City of Philadelphia, Commonwealth of Pennsylvania. It may have branch offices at such other places as the Board of Directors may from time to time determine.

Sec. 2 Business Hours

The offices of the Corporation shall be open for the transaction of business for clearing members at 9:00 A.M. each day that the Exchange is open, and shall close at 5:00 P.M., except as otherwise determined by the Board of Directors.

Amended.

September 8, 1960; October 11, 1972; September 23, 1983.

Redesignation.

Redesignated from Article VII to Article I; September 23, 1983.

ARTICLE II *Seal*

Sec. 1 Seal

The seal of Stock Clearing Corporation of Philadelphia shall be circular in form with the words, "STOCK CLEARING CORPORATION OF PHILADELPHIA" on the circumference and the figures "1927" in the center. It shall be kept by the Secretary and shall be affixed to all instruments requiring the seal.

Redesignation.

Redesignated from Article V to Article II; September 23, 1983.

ARTICLE III *Shareholders*

Sec. 1 Meeting of Shareholders

Meetings of the shareholders shall be held at the registered office of the Corporation, or at such other place or places within the Commonwealth of Pennsylvania as may from time to time be selected.

Sec. 2 Annual Meeting

The annual meeting of the shareholders shall be held on the first Monday of May in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 4 o'clock P.M., when they shall elect Board of Directors, and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held during any calendar year, any shareholder may call such meeting at any time thereafter. A special election and meeting of shareholders shall be held to implement any amended By-Laws which alter the composition of the Board of Directors.

Amendment.

February 2, 1998 (97-06).

Sec. 3 Terms of Office—Board of Directors

The terms of office of the persons elected to the Board of Directors shall commence on the date of their election and shall continue for the periods of time hereafter specified in Article IV, Section 1, of these By-Laws.

Sec. 4 Nominating Committee

(a) The Nominating Committee shall consist of three persons appointed by the Chairman of the Board.

(b) The Committee shall submit nominations for the number of directors to be elected by the shareholders to the Board of Directors of the Corporation at the annual meeting and election of the Corporation.

(c) The Committee shall report in writing to the Secretary of the Corporation, on the first Monday in April, nominees for the number of directors to be elected by the shareholders to the Board of Directors at the next annual election of the Corporation.

(d) The Secretary of the Corporation, upon receipt of the report of the Nominating Committee, shall notify the participants in the Corporation of the names of such nominees.

(e) Independent nominations for the positions of director on the Board of Directors which are to be filled at the annual meeting and election of the Corporation may be made by a written petition filed with the Secretary of the Corporation in a sealed envelope within two weeks after the posting of the report of the Nominating Committee. No such nomination shall be valid unless it is signed by a participant or a

general partner or officer of a participant. No participant shall propose more than one nominee. The Secretary of the Corporation shall open such envelopes, and if found eligible for election, the persons nominated by petition conforming with the foregoing provisions shall be deemed nominees for the position of director on the Board of Directors.

(f) A ballot shall be prepared by the Secretary of the Corporation containing the names of all nominees for the office of director which comply with By-Law requirements. The names of persons nominated by the Nominating Committee shall be identified on the ballot by an appropriate symbol.

(g) The official ballot shall be available in such numbers as may be required at the annual meeting of shareholders at which directors are elected.

Amendments.

December 19, 1994 (94-03).

February 2, 1998 (97-06).

Sec. 5 Quorum and Action by Shareholders

The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter, and, unless otherwise provided by statute, the acts, at a duly organized meeting of the shareholders present, in person or by proxy, entitled to cast at least a majority of the votes which all shareholders present are entitled to cast shall be the acts of the shareholders. The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each, as may be directed by shareholders who are present in person or by proxy and who are entitled to cast at least a majority of the votes which all such shareholders would be entitled to cast at an election of directors until such directors have been elected. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

Sec. 6 Right to Vote

Every shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person

or persons to act for him by proxy. Every proxy shall be executed in writing by the shareholders, or by their duly authorized attorney in fact, and filed with the Secretary of the Corporation. A proxy, unless coupled with an interest shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation. A shareholder shall not sell his vote or execute a proxy to any person or any sum of money or anything of value. A proxy coupled with an interest shall include an unrevoked proxy in favor of a creditor of a shareholder and such proxy shall be valid so long as the debt owed by him to the creditor remains unpaid. Elections for directors need not be by ballot, except upon demand made by a shareholder at the election and before the voting begins. In each election of directors cumulative voting shall be allowed. No share shall be voted at any meeting upon which any installment is due and unpaid.

Sec. 7 Written Consent of Shareholders Without a Meeting

Except as otherwise provided in the Articles or By-Laws of the Corporation, any action which may be taken at a meeting of shareholders or a class of shareholders may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Sec. 8 Notice of Annual Meeting

Written notice of the annual meeting shall be given to each shareholder entitled to vote thereat, at least five days prior to the meeting.

Sec. 9 Judges of Election

In advance of any meeting of shareholders, the Board may appoint judges of election, who need not be shareholders, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present and entitled to vote shall determine whether one or three judges are to be appointed. On request of the chairman of the meeting, or of any shareholder or his proxy, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. No person who is a candidate for office shall act as a judge.

Sec. 10 Special Meetings

Special meetings of the shareholders may be called at any time by the Chairman, or the Board, or shareholders entitled to cast at least one-fifth of the votes which all shareholders are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty days after the receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Amendment.

February 2, 1998 (97-06).

Sec. 11 Business Transacted at Special Meeting

Business transacted at a special meeting shall be confined to the original purpose stated in the written notice of such meeting and matters germane thereto, unless notice of an enlarged purpose is given to shareholders not present at such meeting in person or by proxy, or unless all shareholders entitled to vote are present in person or by proxy and consent to enlarge such original purpose.

Sec. 12 Notice of Special Meetings

Written notice of a special meeting of shareholders stating the time and place and purpose thereof, shall be given to each shareholder entitled to vote thereat at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

Sec. 13 Voting Lists

The officer or agent having charge of the transfer books shall make at least five days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this Commonwealth, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book, or to vote in person or by proxy, at any meeting of shareholders.

Amended.

December 16, 1964; September 23, 1983.

Redesignation.

Redesignated from Article I to Article III; September 23, 1983.

ARTICLE IV *Directors*

Sec. 1 Authorization

The business and affairs of the Corporation shall be managed by its Board of Directors.

Sec. 2 Composition of Board of Directors

(a) The number of Directors of the Corporation shall be not less than five nor more than twenty-three in number, all of whom shall be citizens of the United States. The determination of the actual number of directors to serve shall be made by the Board of Directors then in office.

(b) The Chairman of the Board of Governors of the NASDAQ OMX PHLX LLC, hereinafter referred to as the Exchange, shall be Chairman of the Board of Directors.

(c) The membership of the Board of Directors, provided that such membership consist of a minimum of fifty percent non-participants, at least one participant and such other persons as deemed to be qualified. For the purposes of this by-law provision, the term "non-participant" shall mean: (a) persons who are not officers, directors or employees of participants and persons who have not been employed in any such capacity at any time within the prior three years; and (b) persons who have no consulting or employment relationships with, nor provide professional services to, the Exchange or SCCP and persons who have not had any such relationship nor have provided any such services at any time within the prior three years. They shall be elected by the shareholders at the annual meeting of shareholders of the Corporation, and each such director shall be elected for a term of one year and until his successor shall be elected and shall qualify.

The requirement that the Board of Directors contain at least one participant shall be suspended during any period in which the Corporation has suspended its operations and is in an inactive status.

(d) At least one of the directors authorized to serve shall be a governor of the Exchange. This director shall be the Chairman of the Board of Governors.

(e) If the number required in any classification of directors are not maintained at any time on the Board of Directors, such requirements shall be suspended until the election of directors at the next succeeding annual meeting of the Corporation and their qualification for office.

(f)

Amendments.

May 4, 1987.

December 19, 1994 (94-03).

February 2, 1998 (97-06).

April 21, 1998 (98-01).

October 27, 2010 (10-03).

Sec. 3 Powers of the Board of Directors

In addition to all of the power and authority expressly conferred upon it by these By-Laws, the Board may exercise all such power and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the shareholders.

Sec. 4 Meetings of Directors

The meetings of the Board may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Amendment.

February 17, 1989.

Sec. 5 Regular Meetings

Regular meetings of the Board shall be held without notice at such times as the Board shall determine at the registered office of the Corporation, or at such other place within the Commonwealth of Pennsylvania as shall be determined by the Board.

Sec. 6 Special Meetings

Special meetings of the Board may be called by the Chairman on one hour's notice to each director, either personally or by mail, facsimile or by telegram: special meetings shall be called by the Chairman or Secretary in like manner and on like notice upon the written request of a majority of the directors then in office.

Amendment.

February 2, 1998 (97-06).

Sec. 7 Quorum

Except where otherwise specifically provided by the By-Laws, a majority of all the directors then in office shall constitute a quorum for the transaction of business and actions of a majority of those present at a meeting at which a quorum is present shall be actions of the Board.

Sec. 8 Committees

(a) The Standing Committees of the Corporation shall consist of an Audit Committee, a Finance Committee, a Nominating Committee and an Operations Committee. Each of such committees shall be composed of such number of members as may be hereafter prescribed in the By-Laws.

Except as otherwise specifically provided in the By-Laws, members of such committees may be directors of the Corporation, participants, or general partners or officers of participants in the Corporation or other persons who are considered to be qualified.

The requirement to maintain Standing Committees under this Section shall be suspended during any period in which the Corporation has suspended its operations and is in an inactive status.

(b) Except as otherwise specifically provided in the By-Laws, the Standing Committees shall be appointed by the Chairman of the Board, subject to the approval of the Board of Directors, as promptly as possible after each annual meeting and election of the Corporation. Each appointee shall serve for one year or until his successor is appointed. Subject to like approval, the Chairman of the Board shall designate the Chairman of each such committee.

(c) Each Standing Committee shall assist in the supervision, management and control of the affairs of the Corporation within its particular area of responsibility and interest. Subject always to the control and supervision of the Board of Directors, each Standing Committee shall make or recommend for adoption, and administer such rules as it may deem necessary for the orderly transaction of the Corporation's business.

(d) In addition to the Standing Committees, the Board of Directors may constitute and appoint by rule or resolution special committees and designate their composition, responsibilities and powers, as well as their chairmen.

(e) Subject always to the control and supervision of the Board of Directors, each Standing Committee, exclusive of the Audit and Finance Committees, and Special Committee shall determine the manner and form in which its proceedings shall be conducted, and may act at a meeting or without a meeting, and through a quorum

composed of a majority of all its members then in office. Except as otherwise specifically provided in the By-Laws or Rules, the decision of a majority of those present at a meeting at which a quorum is present, or the decision of a majority of those participating when at least a quorum participates, shall be the decision of the Committee.

(f) One or more directors may be appointed on a temporary basis to any Standing Committee, exclusive of the Finance Committee, by the Chairman of the Board to effect a quorum when one is lacking for a meeting of such Committee.

(g) The Audit Committee of the Corporation. The Committee shall review annually with the independent auditors their examination of the Corporation. It shall periodically review with the independent auditors and the internal auditor the Corporation's internal controls and the adequacy of the internal audit program. It shall review the annual management letter and other reports submitted by the independent auditors and make such recommendations to the Board of Directors with respect thereto as it may deem appropriate.

(h) The Operations Committee shall consist of not less than three members, as may be determined by the Board of Directors, at least one of whom shall be a director, and any additional number of whom may be persons specified in subsection (a) hereof. The Committee shall review on an ongoing basis the systems of the Corporation, the services it provides, its margin rules, its clearing and participants funds, its linking with other clearing agencies and such other phases of corporate operations as the Committee may consider appropriate. The Committee shall report its findings to the Board of Directors and make recommendations thereon as it deems necessary.

Amendments.

February 2, 1998 (97-06).

October 27, 2010 (10-03).

Sec. 9 Written Consent in Lieu of Meeting

Any action which may be taken at a meeting of directors or of the members of any committee may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all the directors or all of the members of the committee and filed with the Secretary of the Corporation.

Amendment.

February 2, 1998 (97-06).

Sec. 10 Compensation

The Board may, except as otherwise provided in the Articles or By-Laws, fix the compensation of directors for their services and a director may be a salaried officer of the Corporation.

Sec. 11 Vacancies

Vacancies on the Board, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the directors then in office, although less than a quorum, and each person so elected shall be a director until his successor is elected and qualified or until his earlier resignation or removal.

Sec. 12 Conduct of Meetings

The Board of Directors may adopt such rules and regulations for the conduct of their meetings as they may deem proper, consistent with the laws of the Commonwealth of Pennsylvania and these By-Laws.

Sec. 13 Rights and Remedies

The Board of Directors may define the rights and remedies of Stock Clearing Corporation to secure indebtedness of clearing members to the Corporation; it may prescribe the procedure to be followed in case of a default of a clearing member upon its contracts or in the performance of its obligations to the Corporation; and it may prescribe how far and in what manner any such losses shall be payable by other clearing members.

Amendments.

November 14, 1951; December 5, 1951; December 5, 1957; July 21, 1960; September 8, 1960; June 26, 1961; September 18, 1963; December 16, 1964; October 11, 1972; February 14, 1973; September 23, 1983.

February 2, 1998 (97-06).

Redesignation.

Redesignated from Article II to Article IV; September 23, 1983.

ARTICLE V *Rules*

Sec. 1 Rules and Regulations

The Board may make, and from time to time alter, amend, and repeal, rules relating to and regulating the business of the Corporation, and the relationship of the Corporation with the persons for whom it provides services, and among such persons. The Rules of the Corporation, made in accordance with these By-Laws, shall have the same force and

effect as though a part hereof. The Board shall have the power to interpret the Rules adopted pursuant to this Paragraph and any and all amendments or changes therein and additions thereto, and any such interpretations so made shall be final and conclusive.

Sec. 2 Notice of Rule Changes

Notice of any amendments or changes to the rules shall be sent to all participants and other registered clearing agencies prior to their effective date in order that they may comment thereon, if they so choose, to the Corporation or to the regulatory agency for the Corporation.

Amended.

September 8, 1960.

Redesignation.

Redesignated from Article XIII to Article V; September 23, 1983.

ARTICLE VI *Officers*

Sec. 1 Officers

The officers of the Corporation shall be chosen by the directors and shall be a President, one or more Vice Presidents, Secretary, Treasurer and such other officers and agents as the Board shall deem necessary. All officers shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. Any number of offices may be held by the same person except the offices of the President and Treasurer. It shall not be necessary for the officers to be directors.

Amendment.

February 2, 1998 (97-06).

Sec. 2 Compensation

The salaries of all officers and Agents of the Corporation shall be fixed by the Board.

Sec. 3 Term of Office

The officers of the Corporation shall hold office for the terms for which they are elected or appointed and until their successors are chosen and have qualified. Any officer

or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby.

Sec. 4 President

The President shall be the chief executive officer of the Corporation. He shall have general and active management of the business and affairs of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect, subject however, to the right of the directors to delegate any specific powers to any other officer or officers of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Subject to the approval of the Board of Directors, the President shall appoint the other officers of the Corporation as provided for in the By-Laws and such additional officers as he may determine are required for the efficient management of the Corporation. Subject to like approval, he shall fix their duties, responsibilities and terms of employment. Subject also to like approval, he may terminate their employment at any time. All such appointive officers shall be responsible to the President for the proper performance of their duties.

The President shall have power to appoint all other employees of the Corporation, to fix the duties, responsibilities and terms of their employment and to terminate their employment at any time.

Amendment.

February 2, 1998 (97-06).

Sec. 5 Secretary

The Secretary shall attend all meetings of the Board and all meetings of the shareholders and shall act as clerk thereof, and record all votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose. He shall perform like duties for all committees of the Board when required. He shall give, or cause to be given, notice of all meetings of the shareholders and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Sec. 6 Treasurer

The Treasurer shall have charge of all funds and securities beneficially owned by the Corporation; shall endorse the same for deposit or collection when necessary; and deposit the same to the credit of the Corporation in such banks or depositories as the Board may authorize. He may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to

the Corporation. He shall have all such powers and duties as generally are incident to the position of Treasurer or as may be assigned to him by the Board or by the President.

Sec. 7 Vacancies

If the office or any officer or agent, one or more, becomes vacant for any reason, the Board may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

Amended.

November 14, 1951; July 21, 1960; December 16, 1964; October 11, 1972; September 23, 1983.

Redesignation.

Redesignated from Article III to Article VI; September 23, 1983.

ARTICLE VII *Indemnification*

Sec. 1 Indemnification

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

Adopted.

September 23, 1983.

ARTICLE VIII *Share Certificates and Dividends*

Sec. 1 Share Certificates

The share certificates of the Corporation shall be numbered and registered in the share ledger and transfer books of the Corporation as they are issued. They shall bear the corporate seal and shall be signed by the President and the Secretary or by such other officers as the Board may decide.

Sec. 2 Transfer of Shares

Transfers of shares on the record of shareholders of the Corporation shall be made only upon surrender to the Corporation of the certificate or certificates for such shares,

duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. No transfer shall be made which is inconsistent with law.

Sec. 3 Record Date for Meetings and Other Purposes

The Board of Directors may fix a time, not more than forty days prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of, or to vote at, any such meeting, or any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares. In such case, only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the Corporation against transfers of shares during the whole or any part of such period, and in such case, written or printed notice thereof shall be mailed at least ten days before the closing thereof to each shareholder of record at the address appearing on the records of the Corporation or supplied by him to the Corporation for the purpose of notice. While the stock transfer books of the Corporation are closed, no transfer of shares shall be made thereon. If no record date is fixed for the determination of shareholders entitled to receive notice of, or vote at, a shareholders' meeting, transferees of shares which are transferred on the books of the Corporation within ten days next preceding the date of such meeting shall not be entitled to notice of or to vote at such meeting.

Sec. 4 Lost, Stolen or Destroyed Certificates

In the event that a share certificate shall be lost, stolen, destroyed or mutilated, a new certificate may be issued therefor upon such terms and indemnity to the Corporation as the Board may prescribe.

Sec. 5 Dividends

The Board may, from time to time, declare, and the Corporation may pay, dividends on its outstanding shares subject to restrictions in applicable statutes or in its Articles.

Amended.

September 23, 1983.

Redesignation.

Redesignated from Article IV to Article VIII; September 23, 1983.

ARTICLE IX *Miscellaneous Provisions*

Sec. 1 Authority to Sign Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate.

Sec. 2 Fiscal Year

The Board shall have the power by resolution to fix the fiscal year of the Corporation. If the Board shall fail to do so, the President shall fix the fiscal year.

Sec. 3 Method of Giving Written Notice

Written notice required to be given to any person by statute, the Articles, or By-Laws of the Corporation may be given to such person either personally or by sending a copy thereof through the mail, or by telegram, charges prepaid, to his address appearing on the books of the Corporation, or supplied by him to the Corporation for the purpose of notice. If notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. If such notice is of a meeting, it shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

Sec. 4 Waiver of Notice

Any written notice required to be given by statute, the Articles or By-Laws of the Corporation need not be given if there is a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time when notice would otherwise be required to be given. If the notice is of a meeting other than a special meeting of shareholders, neither the business to be transacted at, nor the purpose of, the meeting need be specified in the waiver of notice.

Adopted.

September 23, 1983.

ARTICLE X

Sec. 1 Deleted

Adopted.

September 23, 1983.

Amendment.

October 27, 2010 (10-03).

ARTICLE XI *Amendments*

Sec. 1 Amendment Procedure

The Board shall have the power to make, alter, amend and repeal these By-Laws. Notwithstanding this power of the Board, the power to make, amend or repeal By-Laws fixing the qualifications, classification or terms of office of directors shall be vested in the shareholders. The powers conferred herein on the Board shall be exercised by the affirmative vote of a majority of the whole Board of Directors at a regular or special meeting, provided notice of any proposed action on the By-Laws is included in the notice of such meeting. The powers conferred herein on the shareholders shall be exercised by the affirmative vote of the holders of record of a majority of the outstanding stock of the corporation entitled to vote in respect thereof at a regular or special meeting, provided notice of any proposed action on the By-Laws is included in the notice of such meeting.

Sec. 2 Notice of Amendments

Notice of any amendments or changes to the By-Laws shall be sent to all participants and registered clearing agencies prior to their effective date in order that they may comment thereon, if they so choose, to the Corporation or to the regulatory agency for the Corporation.

Amended.

September 8, 1960; September 23, 1983.

Redesignation.

Redesignated from Article XIV to Article XI; September 23, 1983.

ARTICLE XII *Clearing Members*

Sec. 1 Corporation's Relationship to Members

The Corporation shall make its services available to persons and entities who have qualified for membership therein in accordance with the rules of the Corporation. Such participants are sometimes also referred to as members or clearing members. The Corporation may decline to accept an application to become a participant, cease to act for a participant, condition, limit or terminate the privileges of a participant, or reinstate a participant in accordance with standards and procedures provided in the rules of the

Corporation. Applicants or participants shall have rights of appeal from any such action taken by the Corporation in accordance with its rules.

Sec. 2 Losses in War

Stock Clearing Corporation shall not be liable for any loss directly or indirectly caused by military, naval or usurped power, war, whether declared or not, invasion, insurrection, rebellion, revolution or hostilities; or any loss in time of peace or war directly or indirectly caused by a weapon of war employing nuclear fission or fusion or radioactivity.

Sec. 3 Membership List

The Corporation shall maintain a current list of clearing members in published form which shall be made available to the Membership.

Sec. 4 Additions and Withdrawals

Additions and withdrawals shall be published in the weekly bulletin of the Exchange.

Amended.

May 4, 1944; December 20, 1944; March 16, 1949; December 5, 1951; July 21, 1960; October 16, 1961; October 11, 1972; September 23, 1983.

Redesignation.

Redesignated from Article VIII to Article XII; September 23, 1983.

ARTICLE XIII *Objects of the Corporation*

Sec. 1 Business

The business of Stock Clearing Corporation of Philadelphia shall be the clearing of security purchases and sales on the Exchange or other markets, the receipt, delivery and transfer of securities pursuant thereto, and the settlement of money payments thereon.

Sec. 2 Member and Correspondent

The Corporation may hold membership in the Exchange and act as correspondent for its clearing members.

Sec. 3 Membership in Other Organizations

The Corporation may hold memberships in such other organizations as the Board of Directors may determine to be required in the conduct of its business.

Amended.

September 8, 1960; October 16, 1961; October 11, 1972.

Redesignation.

Redesignated from Article VI to Article XIII; September 23, 1983.

ARTICLE XIV *Open Accounts of Clearing Members*

Sec. 1 Opening Accounts

Upon the application of a clearing member, Stock Clearing Corporation of Philadelphia may carry cleared securities for such member and extend credit thereon, subject to the applicable provision of its By-Laws and its Rules. Any action under this section shall be reported to the Board of Directors at the next regular meeting.

Sec. 2 Corporation's Authority

Such clearing member shall in writing in such form as may be approved by the Board of Directors authorize Stock Clearing Corporation to hypothecate any securities carried for such member's margin accounts and any securities in such member's cash account for which Stock Clearing Corporation has not been fully paid, and shall give the Corporation authority to liquidate the unpaid part of his account at any time.

Amended.

November 14, 1951; October 11, 1972; May 12, 1976; September 23, 1983.

Redesignation.

Redesignated from Article X to Article XV; September 23, 1983.

ARTICLE XV *Loans*

Sec. 1 Loans

Stock Clearing Corporation may, from time to time, borrow money in such amounts as may be reasonably necessary to effect the extension of credit to members and may pledge as collateral for such loans any securities in such members' margin accounts and any securities in such members' accounts for which Stock Clearing Corporation has not been paid in full. The Treasurer or an Assistant Treasurer or such other officer or officers

as may be authorized to act shall sign notes or other instruments necessary to effectuate such loans.

Amendments

October 20, 1948; May 12, 1976; December 11, 1997; February 2, 1998 (97-06).

Redesignation.

Redesignated from Article XI to Article XV; September 23, 1983.

ARTICLE XVI *Contingency Reserve*

Sec. 1 Purpose and Amount

A Contingency Reserve Fund shall be maintained in an amount set from time to time by the Board of Directors against which Corporation losses from defaulting participants may be charged in accordance with the provisions of Rule 4.

Amended.

September 8, 1960; March 30, 1966; June 11, 1975; September 23, 1983.

Redesignation.

Redesignated from Article XII to Article XVI; September 23, 1983.

ARTICLE XVII

Sec. 1 Disciplinary Rules, Procedures, and Sanctions

The Board of Directors shall have the power, by resolution, to adopt, amend or repeal such rules as it may deem necessary with respect to the initiation of disciplinary action, the procedure and conduct for disciplinary hearings and reviews therefrom, and the imposition of disciplinary sanctions, as such matters may apply to participants in the Corporation. Such disciplinary sanctions may include expulsion; suspension; limitation of activities, functions, and operations; fine; censure; or any other fitting sanction.

Adopted.

September 23, 1983.

ARTICLE XVIII

Sec. 1 Definitions

Unless the context requires otherwise, the terms defined in this Section shall, for all purposes of the By-Laws, have the meaning herein specified:

(a) The term "person," as used herein, shall be defined in the rules of the Corporation.

Adopted.

September 23, 1983.