

**Etobicoke Ringette Association Inc.**

**BY-LAWS**

**2024**

## ARTICLE I

## GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Etobicoke Ringette Association Inc.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
  - b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *Corporation* – the Etobicoke Ringette Association Inc.
  - e) *Days* – days including weekends and holidays.
  - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - g) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
  - h) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
  - i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
  - k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.
- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an

organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The Corporation has the following categories of Member:

- a) Player Member – Membership in the Corporation shall be composed of individuals who, having paid the prescribed annual registration due to the Etobicoke Ringette Association for the regular season, as a player, have agreed to abide by and comply with the policy and procedures, regulations and playing rules of the Corporation or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member. Player Members playing on release to Etobicoke Ringette Association are not considered Members, unless otherwise approved by the Board of Directors.
- b) Non-Player Member – Any individual who is a Director, coach or other registered bench staff, official, referee, volunteer or administrator, who is registered with the Corporation, and who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

### **Authority of Members**

2.2 Membership Authority – The Members of the Corporation will have the following powers:

- a) To appoint the Auditor;
- b) To amend the By-laws;
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws.

### **Admission and Renewal of Members**

2.3 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member is not an employee or contractor receiving \$500 or more in compensation from the Corporation; compensation for officials/referees is excluded from this total;
- e) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- f) The candidate member meets any other condition of membership determined by the Board;
- g) The candidate member has met the applicable definition listed in Section 2.1; and

- h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Dues and Duration**

- 2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be immediately following the previous year’s Annual Meeting to the end of the current year’s Annual Meeting.
- 2.5 Dues – Membership dues will be determined annually by the Board.
- 2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 2.7 Deadline – The Board via designate shall notify Member(s) in writing of the membership dues or fees at any time payable by them, and if the membership dues are not paid within thirty (30) days of the date directed by the Board or notice of default (or unless a payment plan has been approved by the Board), the Member in default will automatically cease to be a Member of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated by a majority vote of the Board.

### **Transfer, Suspension, and Termination of Membership**

- 2.8 Transfer – Membership in the Corporation is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.10 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
  - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
  - c) Resignation by the Member by giving written notice to the Corporation;
  - d) Dissolution of the Corporation;
  - e) A decision made by a panel in accordance with the Corporation’s applicable discipline policies;
  - f) The Member’s death; or
  - g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding the termination of membership.

- 2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.12 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.13 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **Good Standing**

- 2.14 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, and rules of the Corporation;
  - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required membership dues.
- 2.15 Privileges of Good Standing – Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members;
  - b) To participate in the Corporation’s activities; and
  - c) To participate in other events associated with the Corporation.
- 2.16 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## **ARTICLE III MEETINGS OF MEMBERS**

- 3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual

Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:
- a) Receipt of the agenda;
  - b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
  - c) Consideration of the financial statements;
  - d) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
  - e) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
  - f) Election of Directors; and
  - g) Such other business or special business as may be set out in the notice of meeting
- 3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if required) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of

objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

- 3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board fifteen (15) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.9 Quorum – Voting Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.11 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order
  - b) Establishment of quorum
  - c) Appointment of scrutineers
  - d) Review of the agenda
  - e) Approval of minutes of the previous Annual Meeting
  - f) Presentation of reports
  - g) Report of Auditors (if any) or Presentation of Finances
  - h) Appointment of Auditors (if any)
  - i) Business as specified in the meeting notice
  - j) Election of new Directors
  - k) Adjournment
- 3.12 Scrutineers – At the beginning of each meeting, the Board may appoint two or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.13 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 3.14 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Corporation, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

### **Voting at Meetings of Members**

- 3.15 Voting Rights – Members have the following voting rights at all meetings of the Members:
- a) Player Members have one vote each.
  - b) Non-Player Members have one vote each.
- 3.16 Voting Powers – Each voting Member votes on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Corporation who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote. For further clarity, Members who are Directors vote during elections (which includes a sitting Member voting on the issue of their re-election, if applicable).
- 3.17 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 3.18 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. A proxy must:
- a) Be signed by the Member;
  - b) Be in a form that complies with the Act;
  - c) Comply with the format stipulated by the Corporation; and
  - d) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.
- 3.19 Proxy Holder – A proxy holder will only hold a maximum of five (5) proxies.
- 3.20 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.
- 3.21 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:





- e) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

### **Eligibility of Directors**

- 4.4 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - c) Have the power under law to contract;
  - d) Have not been declared incapable by a court in Canada or in another country; and
  - e) Not have the status of bankrupt.

### **Election of Directors**

- 4.5 Nominations Committee – The Board may appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 4.6 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
  - b) Comply with the procedures established by the Nominations Committee (if appointed); and
  - c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.7 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- 4.8 Nominations from the Floor – If a position on the Board is vacant, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
- 4.9 Election – Positions will be elected at each Annual Meeting as follows:
- a) President and the Registrar will be elected for a 2 year term at alternate Annual Meetings to those listed in sub-section b;
  - b) Secretary and Treasurer will be elected for a 2 year term at alternate Annual Meetings to those listed in sub-section a;
  - c) To the greatest extent possible, an equal number of Directors-at-Large will be elected for a 2 year term at alternate Annual Meetings.
- 4.10 Elections – Elections for each non-Director-at-Large positions will be decided in accordance with the following:
- a) One Valid Nomination – Winner declared by Ordinary Resolution.
  - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the

nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared..

- 4.11 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:
- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
  - b) More Nominations than Available Positions – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.
- 4.12 Key Volunteer Positions – The Board may create elected Key Volunteer Positions at their discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board but are not Directors and do not have a vote at meetings of the Board.
- 4.13 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.
- 4.14 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.
- 4.15 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

### **Resignation and Removal of Directors**

- 4.16 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.17 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt; or
- f) The Director dies.

4.18 **Removal** – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

4.19 **Vacancy** – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

### **Meetings of the Board**

4.20 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.21 **Chair** – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, a designate will be the Chair of the meeting.

4.22 **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.23 **Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.24 **Number of Meetings** – The Board will hold at least six (6) meetings per year.

4.25 **Quorum** – At any meeting of the Board, quorum will be a majority of Directors.

- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. Tied votes fail.
- 4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.28 Written Resolutions – A resolution signed or consented to by all the Directors either written or through verified electronic communication, is as valid as if it had been passed at a meeting of the Board.
- 4.29 In-Camera Meetings – The Board, may by Ordinary Resolution, consider business in-camera if the business deals with:
- a) Discipline of any Director or Member;
  - b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
  - c) Acquisition of property or other contractual arrangements; or
  - d) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- 4.30 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

### **Duties of Directors**

- 4.32 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Powers of the Board**

- 4.33 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 4.34 Empowered – The Board is empowered, including but not limited to:



will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.4 Removal – An Officer may be removed by Special Resolution at a meeting of the Board or removed by Ordinary Resolution of the Members at a Special Meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

## **ARTICLE VI COMMITTEES**

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Committee Limitations – No Committee has authority to:

- a) Submit to the Members any question or matter requiring approval of the Members;
- b) Fill a vacancy among the Directors or appoint additional Directors;
- c) Issue debt obligations except as authorized by the Board;
- d) Approve any financial statements;
- e) Adopt, amend or repeal the By-laws; or

- f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.
- 6.3 President Ex-officio – The President (or designate) will be an ex-officio and non-voting member of all Committees of the Corporation.
- 6.4 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

## **ARTICLE VII FINANCE AND MANAGEMENT**

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be June 1 to May 31.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or notice to reader in lieu of an audit.
- 7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
- a) The financial statements;
  - b) The auditor's report or review engagement (if any); and
  - c) Any further information respecting the financial position of the Corporation.
- 7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a) The Corporation's articles and By-laws;
  - b) The minutes of meetings of the Members and of any committee of Members;
  - c) The resolutions of the Members and of any committee of Members;
  - d) The minutes of meetings of the Directors or any committee of Directors;



- e) The resolutions of the Directors and of any committee of Directors;
  - f) A register of Directors;
  - g) A register of Officers;
  - h) A register of Members; and
  - i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 7.6 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two (2) of these Officers or persons shall be required on any financial instrument of the Corporation.
- 7.7 High Value Contracts – All financial instruments and contracts with a value larger than \$5,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.
- 7.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.9 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

## **Remuneration**

- 7.11 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

## **Conflict of Interest**

- 7.12 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VIII**

### **AMENDMENT OF BY-LAWS**

- 8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to by:
- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
  - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

## **ARTICLE IX**

### **NOTICE**

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

## **ARTICLE X**

### **DISSOLUTION**

- 10.1 Dissolution – Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations as determined by the Board of Directors.

## **ARTICLE XI**

### **INDEMNIFICATION**

- 11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result

of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

- 11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; 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 their conduct was lawful.
- 11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

## **ARTICLE XII FUNDAMENTAL CHANGES**

- 12.1 Fundamental Changes –A Special Resolution of all is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
  - b) Add, change or remove any restriction on the activities that the Corporation may carry on;
  - c) Create a new category of Members;
  - d) Change a condition required for being a Member;
  - e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
  - f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
  - g) Add, change or remove a provision respecting the transfer of a membership;
  - h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
  - i) Change the purposes of the Corporation;
  - j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
  - k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
  - l) Change the method of voting by Members not in attendance at a meeting of the Members; or
  - m) Add, change or remove any other provision that is permitted by the Act.

## **ARTICLE XIII ADOPTION OF THESE BY-LAWS**

- 13.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on **April 23, 2024**.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

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