

# Metcalfe and District RINGETTE ASSOCIATION BY-LAWS

Adopted [September 2021]

## SECTION I GENERAL

- 1.1 Purpose: These By-laws relate to the general conduct of the affairs of the Metcalfe and District Ringette Association ("**Corporation**").
- 1.2 Definitions: The following terms have these meanings in these By-laws:
- a) "**Act**" means the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law);
  - b) "**Auditor**" means 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**" means the Board of Directors of the Corporation;
  - d) "**By-laws**" means these by-laws and any amendments made to these by-laws;
  - e) "**Corporation**" means the Metcalfe and District Ringette Association;
  - f) "**Days**" includes weekends and holidays;
  - g) "**Director**" means an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - h) "**Member**" means a member of the Corporation as defined in section 2.1;
  - i) "**Officer**" means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - j) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution; and
  - k) "**Special Resolution**" means a resolution passed by not less than two-thirds of the votes cast on that resolution, or a resolution signed by all of the voting Members entitled to vote on that 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 profit for its Members. Any profits will be used to promote the interests of the Corporation.
- 1.5 Ruling on By-laws: Except as provided in the Act, the Board will have the authority to interpret any provision in these By-laws that is unclear, provided such interpretation is consistent with the best interests of the Corporation.
- 1.6 Interpretation: Words importing the singular will include the plural and vice versa. Words importing gender will include all genders. Words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **SECTION II MEMBERSHIP**

- 2.1 One Category of Member: The Corporation has one category of Member, which shall include the following individuals:
- a) Player Member: a Player Member shall be an individual who is eighteen (18) years of age or older and registered to play ringette with the Corporation for the current season;
  - b) Parent Member: a parent or guardian of an individual who is under eighteen (18) years of age and registered to play ringette with the Corporation for the current season; or
  - c) Board Approved Member: An individual who becomes a Member by way of a resolution of the Board.

With respect to Parent Members, only one parent or guardian per registered player under eighteen (18) years of age is entitled to act as the Parent Member. The Parent Member of a family with two (2) or more individuals who are registered to play ringette with the Corporation for the current season but who are under eighteen (18) years of age shall have one vote per registered player under eighteen (18) years of age.

### **Admission of Members, Dues, Duration and Renewal of Members**

- 2.2 Admission of Members: Any candidate for membership will be admitted as a Member or renewed as a Member if:
- a) the candidate was a Member in good standing when the candidate most recently ceased to be a Member (assuming the candidate was previously a Member of the Corporation);
  - b) the candidate meets all conditions prescribed by the Board or its delegate;
  - c) the candidate has paid the registration fee prescribed by the Board;

- d) the candidate falls within one of the definitions of Member listed in section 2.1; and
- e) the candidate's application has been approved by Ordinary Resolution of the Board or a committee or individual authorized by the Board to approve membership applications.

2.3 Duration: Membership is accorded on an annual basis. Unless otherwise determined by the Board, the membership year of the Corporation will start on the 1st day of September and end on the 31st day of August of the following year.

### **Authority of Members**

2.4 Membership Authority: The Members of the Corporation will have the following powers prescribed in the Act, which include, but are not limited to, the power to elect Directors; appoint (or not appoint) an Auditor and determine the type of audit engagement, if any; amend the By-laws; and exercise such other authority that is prescribed in the Act.

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

2.5 Transfer: Membership in the Corporation is not transferable.

2.6 Suspension or Other Discipline: 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.

2.7 Termination: Membership in the Corporation will terminate immediately upon:

- a) the expiration of the Member's annual membership as per section 2.3 of these By-laws;
- b) the Member no longer meeting the definition of Member in section 2.1 of these By-laws;
- c) resignation by the Member with written notice to the Corporation;
- d) dissolution of the Corporation;
- e) the Member's death;
- f) A decision made by a panel in accordance with the Corporation's applicable discipline policies; 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.

2.8 Arrears: Notwithstanding Subsection 2.7 (g), 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

### **Good Standing**

2.9 Definition: A Member will be in good standing provided the Member:

- a) is not under a suspension or any other sanction under these By-laws; and
- b) was not the subject of a suspension, disciplinary or termination proceeding or under a suspension or any other sanction under these By-laws when the membership of the Member expired or the Member resigned.

2.10 Members Not in Good Standing: Members who are not in good standing shall be suspended from exercising the rights and enjoying the privileges of being a Member of the Corporation, which includes being a Director and attending and voting at all meetings of the Members or, if applicable, the Board, unless otherwise specified.

### **SECTION III MEETINGS OF MEMBERS**

3.1 Annual Meeting: The Corporation will hold an annual meeting of Members at such a date, time and place within the boundaries for the Metcalfe and District Ringette Association's boundaries (or virtually) as determined by the Board (the "Annual Meeting"). Notwithstanding the foregoing, 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 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. Said Special Meeting may be called at any time by an Ordinary Resolution of the Board or within twenty-one (21) days of a Director receiving a requisition that is signed by five percent (5%) or more of the Members. The notice provisions in Section 3.3 of these By-laws shall apply to a Special Meeting.

3.3 Notice: Electronic notice of the date of a Meeting of the Members will be given to all Members in good standing, Directors who are in good standing, and the Auditor (if required) at least twenty-one (21) days prior to the date of the meeting. The notice will contain a proposed agenda, the information reasonably necessary for Members to make informed decisions, the

names of the Directors whose terms will expire at or around the Annual Meeting (if the meeting is an Annual Meeting), and the text of any resolutions or amendments to be decided. No item of business may be transacted at the Meeting of the Members unless the requirements of this provision have been met for that particular item of business.

- 3.4 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 meeting being called in violation of these By-laws.
- 3.5 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, unless a Member makes an objection under Section 3.3, or a Member makes an objection within thirty (30) days of the date on which the Member discovers, or ought to have discovered, that the meeting will occur or has occurred.
- 3.6 Participation/Holding by Electronic Means: Any person entitled to attend a meeting of Members may also 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.
- 3.7 Quorum: Thirteen (13) Members are required for 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.
- 3.8 Agenda: The agenda for the Annual Meeting may include:
- a) a call to order;
  - b) the establishment of quorum;
  - c) permission to allow persons to attend the meeting who do not otherwise have a right to be present under Section 3.11;
  - d) approval of the agenda;
  - e) appointment of scrutineers;

- f) approval of the minutes of the previous Annual Meeting;
- g) presentation of reports;
- h) report of Auditors (if any) or the presentation of financial statements of the Corporation;
- i) appointment of Auditors (if any);
- j) business as specified in the meeting notice;
- k) election of new Directors; and
- l) adjournment.

3.9 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.

3.10 Adjournments: After quorum is ascertained, the Members may adjourn a meeting of the Members with the majority consent of the Members present. No notice is required of the continued meeting if the meeting is continued within thirty (30) days and the Members present at the original meeting are given verbal notice at the original meeting of the date, time and location of the continued meeting. Any business may be brought before or dealt with at any continued meeting which may have been brought before or dealt with at the original meeting.

3.11 Attendance: The only persons allowed to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation, and others who are entitled or required under the Act to be present at the meeting. Any other person may be admitted only with the majority consent of the Members present.

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

3.12 Eligibility to Vote: On a specific date not more than ten (10) days prior to the date on which notice is given under section 3.3 above, the Board or its delegate will determine the list of Members who are eligible to vote at a meeting of the Members.

3.13 Determination of Votes: Unless otherwise permitted under these By-laws, votes to elect a Director will be by secret ballot or electronic in accordance with section 3.14. All other votes will be by a show of hands, orally, or by electronic ballot in accordance with section 3.14, unless a secret ballot is requested by a Member.

- 3.14 Voting by Electronic Means: A Member may vote by electronic means so long as:
- a) the Corporation has made available a procedure that permits voting by electronic means;
  - b) the votes may be verified as having been made by a Member who is entitled to vote; and
  - c) the Corporation is not able to identify how the Member voted.
- 3.15 Majority of Votes: Except as otherwise provided in these By-laws, the majority of votes will decide each issue. The issue will be defeated in the event of a tie, other than in a vote to elect a Director, which is governed by section 4.10 below.
- 3.16 Written Resolution: A resolution signed by all the Members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Members.

## **SECTION IV GOVERNANCE**

### **Composition of the Board**

- 4.1 Directors: The Board will consist of twelve (12) Directors. However, any change to the number of Directors on the Board must be approved by an Ordinary Resolution of the Members.

### **Powers of the Board**

- 4.2 Powers of the Board: Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and it may delegate any of its powers, duties, and functions. Without limiting the foregoing, the powers of the Board include, but are not limited to, the following:
- a) to make policies and procedures and to manage the affairs of the Corporation in accordance with the Act and these By-laws;
  - b) to employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
  - c) to determine registration procedures and requirements, and set membership dues;
  - d) to enable the Corporation to receive donations and benefits for the purpose of furthering the best interests of the Corporation;
  - e) to make expenditures for the purpose of furthering the best interests of the Corporation;
  - f) to borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and

g) to perform any other duties from time to time as may be in the best interests of the Corporation.

4.3 Appointment of Committees: In addition to the Recruitment Committee (below), the Board may appoint such other committees it deems necessary for managing the affairs of the Corporation and delegate to such a committee any of its powers, duties, and functions, on such terms that are set by the Board. The President will be an ex-officio non-voting member of all committees of the Corporation, except the Recruitment Committee.

#### **Duties of Directors**

4.4 Standard of Care: Every Director will: 1) act honestly and in good faith with a view to the best interests of the Corporation; and 2) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Eligibility of Directors**

4.5 Eligibility: To be eligible to serve as a Director, an individual must:

- a) be eighteen (18) years of age or older;
- b) have not been declared incapable by a court in Canada;
- c) not have the status of bankrupt; and
- d) meet all Ringette Ontario requirements that generally apply to directors and members of local ringette associations.

#### **Election of Directors**

4.6 Recruitment Committee: Each year, at its earliest opportunity after each Annual Members Meeting, the Board will appoint a Recruitment Committee that consists of no more than five (5) individuals. The Recruitment Committee will be responsible for soliciting and receiving nominations for the election of Directors at the next Annual Meeting of the Members and overseeing the election of Directors at the next Annual Meeting of the Members.

4.7 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 Recruitment Committee; and



c) be submitted to the Recruitment Committee seven (7) days prior to the Annual Meeting of the Members.

Timelines specified in this provision may be extended or abridged by Ordinary Resolution of the Board.

4.8 Circulation of Nominations: Valid nominations will be circulated to Members prior to or at the Annual Meeting prior to the elections.

4.9 Election: In addition to the election required to fill Director positions that became vacant after the previous Annual Meeting of the Members, four (4) Directors of the Board shall be elected at each Annual Meeting of the Members.

4.10 Elections: With respect to the election required to fill Director positions that have become vacant after the previous Annual Meeting of the Members, those vacant Director positions, if any, shall be filled in accordance with the results of one vote of the Members. With respect to the election required to fill Director positions because the term of the Director in that position has expired, those Director positions shall be filled in accordance with the results of a second vote of the Members. In both cases, the nominees who receive the most votes shall be deemed to have been elected to the Director position by the Members. For example, in the event there are four Director positions to be filled, the four nominees with the most votes shall be deemed to have been elected to fill the four Director positions. In any election, where the number of nominees exceeds the number of vacant positions by two or more and the election cannot be decided due to a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will occur. In any election, where the number of nominees exceeds the number of vacant positions by one and that election cannot be decided due to a tie, the winner of the election for the final vacant Director position will be declared by Ordinary Resolution of the Board.

4.11 Terms: Directors will serve terms of three (3) 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. In the event that a Director vacated their office, the term of the Director elected at the following Annual General Meeting to fill the vacated position will be the remainder of the term of such position.

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

4.12 Resignation: A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Director of Board Operations. The resignation will become effective on the date the notice is received by the Director of Board Operations, 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.

- 4.13 Vacate Office: The office of any Director will be vacated automatically if:
- a) the Director is no longer eligible to serve as a Director;
  - b) the Director resigns;
  - c) the Director is charged and/or convicted with any criminal offence;
  - d) the Director makes an authorized assignment in bankruptcy or is declared insolvent; or
  - e) the Director dies.
- 4.14 Removal: An elected Director may be removed by Ordinary Resolution of the Members provided the Ordinary Resolution is passed at a meeting and the Director has been given reasonable written notice of the meeting, and the opportunity to be present and heard at, such a meeting.

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

- 4.15 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 that position until the next Annual Meeting of the Members.

#### **Meetings of the Board**

- 4.16 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.
- 4.17 President: The President will Chair all meetings of the Board unless the President delegates this responsibility or the President is incapacitated, in which case the Vice-President or the designate of the Vice-President will be the Chair of the meeting. Notwithstanding the foregoing, if a meeting of the Board is called by written requisition of at least two (2) Directors pursuant to section 4.16 above, one of the Directors requisitioning the meeting of the Board shall chair that meeting.
- 4.18 Notice: Electronic notice 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 the meeting is scheduled by Ordinary Resolution of the Directors at the previous meeting of the Board; all Directors waive notice; or if those absent consent in

writing or electronic communication 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 Members of the Corporation.

- 4.19 Quorum: At any meeting of the Board, quorum will be a majority of the Board.
- 4.20 Voting: Each Director is entitled to one vote. Voting will be by a show of hands, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- 4.21 No Alternate Directors: No person shall act for an absent Director at a meeting of the Board.
- 4.22 In-Camera Meetings: The Board, may by Ordinary Resolution, consider business in-camera if the business includes, but not limited to the following:
- a) the discipline, including expulsion, of any Member or Director;
  - b) acquisition of property or other contractual arrangements; or
  - c) preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- 4.23 Meetings by Telecommunications or Electronic Means: Any Director is entitled to attend a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting. The Directors 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.
- 4.24 Remuneration of Directors: A Director shall serve without remuneration. No Director shall, directly or indirectly, receive any profit from occupying the position of Director. A Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties, as approved by the Board of Directors or its designate or pursuant to a policy of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

## **SECTION V OFFICERS**

5.1 Appointment of Required Officers: During the first meeting of the Board following the Annual Meeting of the Members, the Board shall appoint the following required Officers of the Corporation by Ordinary Resolution of the Board:

- a) President
- b) Vice-President, Player Development
- c) Vice-President, Coaching
- d) Treasurer
- e) Director of Board Operations

To be eligible for one of the above-noted required Officer positions, an individual must be a Director. For clarity, all required Officer positions shall be appointed by the newly elected Board by Ordinary Resolution of that Board. Any appointment of an Officer by a Board prior to the Annual Meeting of the Members shall be void and of no force or effect unless ratified by the newly elected Board by Ordinary Resolution.

5.2 Duties: The duties of these Officers shall be as follows:

- a) Subject to the authority of the President to delegate duties, the President will be the chair of the Board; the President will preside over Annual and Special Meetings of the Members; the President will be the official spokesperson of the Corporation; and the President will perform such other duties as may from time to time be established by the Board.
- b) In addition to their own duties the Vice-President of Coaching and/or the Vice-President of Player Development will perform the duties of the President in the event the President is absent or incapable of performing said duties, as well as such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act; cause to be deposited all monies received by the Corporation in the Corporation's bank account; supervise the management and the disbursement of funds of the Corporation; provide the Board with an account of financial transactions and the financial position of the Corporation when required; and will perform such other duties as may from time to time be established by the Board.
- d) The Director of Board Operations will be responsible for the following: documenting all amendments to the Corporation's By-laws; ensuring that all official documents and records of the Corporation are properly kept; causing to be recorded the minutes of all meetings; preparing and submitting to each meeting of the Members and other

meetings a report of all activities since the previous meeting of the Members or other meetings; giving due notice to all Members of a meeting of the Members of the Corporation; performing such other duties as may from time to time be established by the Board; and generally ensuring compliance with the Act and these By-laws .

- 5.3 Appointment of Other Officers/Key Volunteers: At its earliest opportunity, the Board, by Ordinary Resolution, shall appoint such other Officers of the Corporation and key volunteers that are required by the Corporation as determined by the Board.
- 5.4 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.
- 5.5 Removal: An Officer may be removed by Ordinary Resolution at a meeting of the Board, or a meeting of the Members, provided that the Officer is given notice of the meeting and the opportunity to be heard at the meeting prior to the vote. If an Officer is removed by the Members, and that Officer is also a Director, his or her position as a Director will automatically and simultaneously be deemed to be terminated.
- 5.6 Vacancy: Where the position of an Officer, except the President, 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 provided the individual meets the eligibility requirements in section 5.1 of these By-laws if they apply. If the President position becomes vacant, the board shall by ordinary resolution appoint either the Vice-President of Coaching or Vice-President of Player Development to the president position. The Board may appoint a replacement for the Vice-President from among the Directors.

## **SECTION VI FINANCE AND MANAGEMENT**

- 6.1 Fiscal Year: Unless otherwise determined by the Board, the fiscal year of the Corporation will end on April 30.
- 6.2 Bank: The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 6.3 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.
- 6.4 Annual Financial Statements: The Board will approve the financial statements (evidenced by the minutes of a Board meeting confirming same, and the signature of one or more

Directors) of the Corporation for the last fiscal year of the Corporation not more than six (6) months before the Annual Meeting and deliver said financial statements to the Members in accordance with section 3.1 of these By-laws and present the approved financial statements to the Members at every Annual Meeting. A copy of the most recent financial statements of the Corporation and any previous financial statements of the Corporation on file will be provided to any Member requesting a copy of same. The financial statements delivered to the Members and presented to the Members at the Annual Meeting will include the auditor's report or review engagement report (if any) and any further information required by the Act.

6.5 Books and Records: The books and records of the Corporation will be properly kept by the Director of Board Operations or their designate. The books and records include, but are not limited to, the following:

- 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.

6.6 Signing Authority: Contracts, agreements, leases, discharges for the payment of money or other obligations, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least the Treasurer and one other Director, -unless otherwise designated by the Board. In addition, the Board may direct the manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

6.7 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.

## **Conflict of Interest**

- 6.8            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 (i) disclose, fully and promptly, the nature and extent of such interest to the Board or committee, as the case may be, (ii) refrain from voting or speaking in debate on such contract or transaction, (iii) refrain from influencing the decision on such contract or transaction, and (iv) otherwise comply with the requirements of the Act regarding conflict of interest.

## **SECTION VII AMENDMENTS OF BY-LAWS**

- 7.1            Amendments of By-laws: These By-laws may only be amended, revised, repealed or added to in accordance with the Act.

## **SECTION VIII NOTICE**

- 8.1            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.

## **SECTION IX DISSOLUTION**

- 9.1            Dissolution: The Corporation may be dissolved in accordance with the Act.

## **SECTION X INDEMNIFICATION**

- 10.1           Will Indemnify: Subject to section 10.2 of these By-laws, 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 performing such other similar duties authorized by the Corporation.

- 10.2           Will Not Indemnify: Notwithstanding section 10.1, the Corporation will not indemnify a Director or any individual who acts at the Corporation's request for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her 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 his or her conduct was lawful.

10.3 Insurance: The Corporation will ensure that sufficient insurance coverage is in place at all times.

#### **SECTION XI ADOPTION OF THESE BY-LAWS AND TRANSITION**

11.1 Ratification: These By-laws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on September 7, 2021.

11.2 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.

11.3 Transition: Notwithstanding the foregoing, the Directors elected under the prior By-laws of the Corporation and currently serving a term that has not expired will continue to serve as a Director even though the Board will temporarily exceed the limits prescribed in section 4.1 of these By-laws. To bring the Board into compliance with section 4.1 of these By-laws in an orderly fashion, the following will occur:

- a) At the 2022 Annual Meeting of the Members, there will be an election of four (4) Directors who will each have a term of three (3) years, and there will be an election of one (1) Director who will have a term of two (2) years. Should there be a Director position that has become vacant since the 2021 Annual Meeting of the Members, there will be an election to fill those vacant positions for a term of two (2) years.
- b) At the 2023 Annual Meeting of the Members, in addition to the election required to fill Director positions that became vacant after the 2022 Annual Meeting of the Members, there will be an election of four (4) Directors who will each have a term of three (3) years, and there will be an election of three (3) Directors who will each have a term of one (1) year.
- c) Thereafter, Directors shall be elected in accordance with section 4 of these By-laws.