

**P.E.I. SOFTBALL ASSOCIATION
BY-LAWS**

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the P.E.I. Softball Association.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – Part II of the PEI *Companies Act*
 - b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
 - c) *Board* – the Board of Directors of the Corporation.
 - d) *Corporation* – the P.E.I. Softball Association, which may also do business as Softball P.E.I
 - 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) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all 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 Prince Edward Island.
- 1.4 Seal – The Corporation may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board, and will be kept at the Corporation’s Registered Office.
- 1.5 Affiliations – The Corporation will be a member in good standing with Softball Canada and will follow its published rules.
- 1.6 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.
- 1.7 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.
- 1.8 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).
- 1.9 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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 MEMBERS AND PARTICIPANTS

- 2.1 Categories – The Corporation has the following categories of Member:
- a) Registered Team Member – Any softball team in the province that is registered with the Corporation, and that has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
 - b) League Member – Any league that has registered with the Corporation before June 15th of each year and that has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations. League Members must provide the Corporation with the number of Registered Team Members in the league, the contact information for a representative for each Registered Team Member, and contact information for the League Member’s executive group. League Members must be an organized grouping of Registered Team Members that uses a schedule to determine their games.

- c) Director Member – Any individual who is currently in office as a voting member of the Board of Directors and who has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
- d) Life Member – Any individual who has been approved as a Life Member by the Corporation by Special Resolution at an Annual General Meeting.

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 Bylaws
- c) To elect Directors; and
- d) As provided in the Act and in these Bylaws

Admission and Renewal of Members

2.3 Admission of Members – Any candidate, excluding a Director who is deemed a Director in accordance with these Bylaws, 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 agrees to uphold and comply with the Corporation’s governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) 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 April 1st to March 31st.

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 – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

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) For Director Members, if the individual is no longer a Director;
- e) Dissolution of the Corporation;
- f) A decision made by a panel in accordance with the Corporation’s applicable discipline policies;

- g) The Member's death or dissolution; or
- h) 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.

2.11 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 Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

2.13 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.

2.14 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.

2.15 Participants – The Corporation has the following categories of Participants, who are not Members, but who participate in the Corporation's sanctioned activities and are therefore subject to the disciplinary procedures of the Corporation, and who may be required to pay fees as determined by the Board:

- a) Player/Coach – An individual who is a member of a Registered Team Member as a player or coach. Player/Coaches do not pay fees directly to the Corporation.
- b) Umpire – An individual who must register with the Corporation and pay a fee as determined by the Board. Umpires who pay the fee by June 30th of each year will receive an updated rule book.

2.16 Discipline – A Member or Participant may be disciplined in accordance with the Corporation's policies and procedures relating to discipline.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the province of Prince Edward Island. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual General Meeting, with a copy of the approved financial statements, auditor's 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 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.

3.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain 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.

3.5 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.

3.6 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.

3.7 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 sixty (60) 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 General Meeting.

3.8 Quorum – Ten (10) voting Members 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.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation of reports
- g) Report of Auditors (if any)
- h) Appointment of Auditors (if any)
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 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.

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of the Corporation (if any), and others who are entitled or required under any provision of the Act or the articles 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

- 3.14 Voting Rights – Members have the following voting rights at all meetings of the Members:
- a) Registered Associations have a maximum of 3 votes.
 - b) Registered Teams (not registered with an association) may each appoint a Delegate who has one vote.
 - c) Each League may appoint a Delegate who has one vote.
 - d) Board Members have one vote each.
- 3.15 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.
- 3.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member’s representative.
- 3.17 Voting Powers – Each voting Member votes on every issue. For clarity, Board Members vote during elections (which includes a sitting Board Member voting on the issue of his or her re-election, if applicable).
- 3.18 Proxy Voting – Proxy voting is not permitted.
- 3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President shall vote a second time to break the tie.
- 3.21 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of twelve (12) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- a) President (tie-breaker vote)
 - b) Vice President
 - c) Umpire-in-Chief
 - d) National/Eastern Canadian Director
 - e) Minor Director
 - f) Prince County Director
 - g) Queens County Director
 - h) Kings County Director
 - i) Director(s)-at-Large
 - j) Secretary (non-vote)
 - k) Treasurer (non-vote)
 - l) Past President
- 4.3 Past President – The immediate Past President of the Corporation will be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

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 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 will 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; and
- c) Be submitted to the Registered Office of the Corporation thirty (30) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Nominations from the Floor – An individual may be nominated from the floor of the Annual General Meeting provided there has been no valid nomination for a position and the individual being nominated is present and consents to the nomination.

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

4.9 Nominees – Nominees may be given a maximum of five (5) minutes each to speak to the Members at the Annual General Meeting prior to elections being held. Nominees may decline to speak.

4.10 Election – Directors will be elected at each Annual General Meeting as follows:

- a) The President, National/Eastern Canadian Director, Minor Director, and Director(s)-at-Large shall be elected at alternate Annual General Meetings of even years.
- b) The three County Directors will be elected at alternate Annual General Meetings of odd years.

4.11 Elections – Elections for Director positions will be decided by Ordinary Resolution of the Members 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 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. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 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.

4.13 Terms – Directors will be elected for terms of two (2) years. Directors 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.

Resignation and Removal of Directors

4.14 Resignation – A Director may resign from the Board at any time by presenting his or her 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.

4.15 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;

- b) The Director resigns;
- c) The Director is absent, without reasonable cause, from three (3) consecutive meetings of the Board;
- d) The Director is found to be incapable of managing property by a court or under provincial law;
- e) The Director is found by a court to be of unsound mind;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.16 **Removal** – An elected Director may be removed by Special Resolution of the Members at an Annual General Meeting or 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

4.17 **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 vacancy for a term expiring not later than the close of the next Annual General Meeting.

Meetings of the Board

4.18 **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.

4.19 **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, the Umpire-in-Chief (or designate) will be the Chair of the meeting.

4.20 **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 General Meeting of the Corporation.

4.21 **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).

4.22 **Number of Meetings** – The Board will hold at least four (4) meetings per year.

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

4.24 **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.

4.25 **No Alternate Directors** – No person shall act for an absent Director at a meeting of the Board.

4.26 **Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.27 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.28 **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.

Duties of Directors

- 4.29 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

4.30 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.

- 4.31 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws, which will be communicated to the Members within fifteen (15) days of being adopted by the Board;
 - b) Make policies and procedures relating to the discipline of Members and Participants, and have the authority to discipline Members and Participants in accordance with such policies and procedures;
 - c) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - d) Determine registration procedures, determine membership dues, and determine other registration requirements;
 - e) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - f) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
 - h) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Umpire-in-Chief, Secretary, Treasurer, and Past President.

5.2 Appointment – The Board will appoint the Secretary, and Treasurer to a two-year term. These Officers are not Directors and do not vote at meetings of the Board unless they are also elected Directors.

5.3 Multiple Positions – Appointed Officers may hold multiple appointed Officer positions and elected Directors may fill appointed Officer positions.

5.4 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual General and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will be an ex-officio and non-voting member of each standing committee, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, be responsible for the organization and operation of softball umpires in PEI, will represent the Corporation at regional, provincial, and national meetings of softball umpires, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, 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, and will perform such other duties as may from time to time be established by the Board.

5.5 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.

5.6 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

5.7 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.

5.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such Standing and Ad-Hoc 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 Vacancy – When a vacancy occurs on any Standing Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 Removal – The Board may remove any member of any Standing or Ad-Hoc Committee.

6.4 Debts – No Standing or Ad-Hoc Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1st to March 31st

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 General Meeting the Members may appoint an auditor to audit the books, accounts and records of the Corporation. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct 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 General Meeting and present the approved financial statements before the Members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements twenty-one (21) days or less before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;

- b) The auditor's report (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 letters patent, any supplementary letters patent, and By-laws;
- b) A register of Directors, including names and addresses; and
- c) A register of Members, including names and addresses.

7.6 **Signing Authority** – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Officers, one of whom must be the President. In addition, the Board may appoint any other person or persons to act as a signing authority of the Corporation by way of Ordinary Resolution of the Board.

7.7 **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.

7.8 **Borrowing** – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 **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 General Meeting.

Remuneration

7.10 **No Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by 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

7.11 **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** – These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting of the Members.

8.2 **Notice** – Proposed amendments to the By-laws must be submitted to the Corporation twenty-one (21) days prior to a meeting of the Members.

8.3 **Amendments without Notice** – If notice for proposed By-laws amendments has not been provided, the By-laws may be amended, revised, or repealed at a meeting of the Members only by unanimous resolution of the voting Members.

8.4 **Effective Date** – Any amendments, revisions, addition or deletions will be effective immediately.

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 – In the event of dissolution or the winding up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

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 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.

11.3 Insurance – The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII REPORTING

12.1 Reporting – The Corporation must annually complete Provincial Form 25 (Annual Return for Part II (Non-Profit Companies)) showing the names and addresses of the Officers and Directors). Any amendments to the By-Laws of the Corporation must also be reported at that time.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on April 10, 2018.

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.