Ontario Corporations Act and ONCA – Compliant bylaws

Whitby Ringette Association
BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Whitby Ringette Association.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
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 Whitby Ringette Association.
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 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, 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 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 registration fee as a player, has agreed to abide by and comply with the policy and procedures, regulations and playing rules of the Corporation. Player members must reside within Corporation boundaries (Open players are not bound to this limitation). Player Members living outside the Corporation boundaries must have the annual approval of the Board of Directors for Player Member status.
b) Voting Member – Any individual, who is a participant (18 years of age or older at time of vote), Director, one parent or legal guardian per Player Member under the age of 18, coach or other registered bench staff, official, referee, 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 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 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;
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 September 1 to May 15.

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 membership renewal date 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.

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.

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.

2.14 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

2.15 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.

2.16 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 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 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.

3.5 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 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.

3.8 Quorum – **Ten** 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 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 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

3.11 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.

3.12 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, 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

3.14 Voting Rights – Members have the following voting rights at all meetings of the Members:

a) Player Members who are 18 years old or older may exercise one vote at all meetings of the Members. Player Members who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Society who are younger than 18 years old may exercise three votes. Also, two parents of the same child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote
b) Voting Members who are 18 years old or older may exercise one vote at all meetings of the Members

3.15 Eligibility of Votes – All voting members, in good standing, will be eligible to vote. 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 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.

3.17 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.

3.18 Voting on Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, each class of Member is permitted to vote separately on fundamental changes affecting the Corporation.

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 issue is defeated.

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 20 Directors.

4.2 Composition of the Board – The Board will consist of the following:

a) President
b) 1st Vice President (Provincial)
c) 2nd Vice President (Regional)
d) Secretary
e) Treasurer
f) Past President (unelected)
g) Registrar
h) Referee-in-Chief
i) Coach Development
j) Player Development
k) Ice Scheduler
l) Rookie Coordinator
m) Member at Large

n) Member at Large
o) Marketing
p) Sponsorship
q) Equipment
r) Tournaments
s) Social Media
t) Webmaster

Eligibility of Directors

4.3 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

4.4 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.

4.5 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 seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

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

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

a) President, 2nd Vice President, Treasurer, Referee-in Chief, Player Development, Rookie Coordinator will be elected for a 2 year term at alternate Annual Meetings in odd years.
b) First Vice President, Secretary, Registrar, Coach Development, Ice Scheduler will be elected for a 2 year term at alternate Annual Meetings in even years.
c) Member at Large (X2), Marketing, Sponsorship, Equipment, Tournaments, Social Media and Webmaster will be elected for a 1 year term.

4.8 Elections – Elections for each position 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.

4.9 Key Volunteer Positions – The Board may create elected Key Volunteer Positions at their discretion as deemed necessary. These positions will be ratified for two-year terms at an Executive Committee meeting called immediately following the Annual General Meeting. Half of the Key Volunteer Positions will be ratified on odd years, the other half on even years in order to avoid turnover of all positions in a single year. Key Volunteers are not Directors and do not have a vote at meetings of the Board.

4.10 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.

4.11 Terms – Directors will serve terms of one or two (2) years, to a maximum of three (3) consecutive terms, 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.

Resignation and Removal of Directors

4.12 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.

4.13 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 found to be incapable of managing property by a court or under Ontario law;
d) The Director is found by a court to be of unsound mind;
e) The Director charged and/or convicted of any criminal offence related to the position;
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.

4.14 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual 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

4.15 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 the position for the remainder of the term.

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 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 Vice-President (or designate) will be the Chair of the meeting.

4.18 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.

4.19 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).

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

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

4.22 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.

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

4.24 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.

4.25 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.

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

4.27 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

4.28 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

4.29 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.

4.30 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;
b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
e) Determine registration procedures, determine membership dues, and determine other registration requirements;
f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;

g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
i) 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, Vice Presidents, Secretary, and Treasurer.

5.2 Duties – The duties of Officers are as follows:

a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

b) The First Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, will convene the Provincial level teams and will perform such other duties as may from time to time be established by the Board.

c) The Second Vice President will, in the absence or disability of the First Vice President, perform the duties and exercise the powers of the President, will convene the Regional level teams and will perform such other duties as may from time to time be established by the Board.

d) 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.

e) 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 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 will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer, excluding 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. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

5.6 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 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 Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Corporation.

6.4 Removal – The Board may remove any member of any Committee.

6.5 Debts – No 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 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.

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 – 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) of the Officers or other individuals, as

designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 High Value Contracts – All financial instruments and contracts with a value larger than $10000 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 – These By-laws may only be amended, revised, repealed or added to:

a) Under the jurisdiction of the *Ontario Corporations Act*, by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Any amendments, revisions, addition or deletions will be effective immediately.

b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act:*

   i. By Ordinary Resolution of the Board. Any By-laws amendments 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.

ii. By 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. Any By-laws amendments 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.

8.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

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 – The Corporation may be dissolved in accordance with the Act.

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 maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act,* a Special Resolution of all Members (whether voting or non-voting) 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.

12.2 Special Class Vote Result – Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

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 12, 2021.

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.