



The Brant Curling Club Incorporation BY-LAWS

These By-laws brought into effect at the Annual General Meeting of the membership, September 20, 2017 at 34 Morrell Street, Brantford, Ontario, N3T 4J2.

"Corporation" refers to: The Brant Curling Club Incorporated

ARTICLE I GENERAL

1.01 Purpose

These By-laws relate to the general conduct of the affairs of The Brant Curling Club Incorporated.

1.02 Definitions

The following terms have these meanings in these By-laws:

- a) *"Act"* – means the *Not for Profit Corporations Act* 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) *"Auditor"* – means an individual 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 this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) *"Corporation"* – means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f) *"Days"* – days including weekends and holidays;
- g) *"Director"* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *"Officer"* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- i) *"Member"* – means a member of the corporation.
- j) *"Members"* – means the collective membership of the Corporation.
- k) *"Ordinary Resolution"* – a resolution passed by a majority of the votes cast on that resolution.
- l) *"Special Resolution"* – a resolution passed by not less than two-thirds of the votes cast on that resolution.

1.03 Registered Office

The registered office of the Corporation shall be located within the Province of Ontario.

1.04 Corporate Seal

The seal of the Corporation, if any, shall be in the form determined by the board.

1.05 No Gain for Members

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.

1.06 Ruling on By-laws

Except as provided in the *Act*, the Board shall 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.

1.07 Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board shall be conducted according to Robert's Rules of Order (current edition).

1.08 Interpretation

Words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and vice versa, and words importing persons shall include bodies corporate. Words importing an organization name, title, or program shall include any successor organizational name, title, or program.

1.09 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.10 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

ARTICLE II MEMBERSHIP

2.01 Categories

The Corporation has the following categories of Member:

- a) Individual Member – Any individual, who is a participant, coach, official, volunteer or administrator, who is registered with the Corporation and has who agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

2.02 Admission and Renewal of Members

Any candidate shall 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.

2.03 Membership Year

Unless otherwise determined by the Board, the membership year of the Corporation shall be October 1st to September 30th.

2.04 Membership Dues

Membership dues shall be determined annually by the Board.

2.05 Membership Duration

Membership duration is accorded on an annual basis and Members shall re-apply for membership annually.

2.06 Membership Deadline

Members shall 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 shall automatically cease to be a Member of the Corporation.

2.07 Transfer

Membership in the Corporation is non-transferable.

2.08 Termination

Membership in the Corporation shall 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) The Member's death; or
- f) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provisions of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.09 May Not Resign

A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.10 Arrears

A Member shall 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.

2.11 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.

2.12 Dues Payable

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

2.13 Member in Good Standing

A Member shall 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 Member Cease to be in Good Standing

Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel shall 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

3.01 Annual Meeting

The Corporation shall hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting shall be held within the six (6) months after the Corporation's fiscal year end. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

h. adjournment

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

3.02 Special Meetings

The Directors may call a Special Meeting of the Members. The Board shall convene a special meeting upon written requisition of not less than one-tenth 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.

3.03 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 permits 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.

3.04 Notice

Written or electronic notice of the date of the annual or special Members' meeting shall be given to all Members in good-standing, Directors, and the Auditor not less than (10) days and not more than fifty (50) days prior to the date of the meeting. Notice shall contain a reminder of the right to vote by proxy or by 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.

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimiles, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; 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.

3.05 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

3.06 Quorum

10 Percentage of Members present or by proxy 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.

3.07 Closed Meetings

Meetings of Members shall be closed to the public except by invitation of the Board.

3.08 Scrutineers

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

3.09 Attendance

The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, 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 of the meeting or with the majority consent of the Members present at the meeting.

3.10 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

3.11 Adjournments

With the majority consent of the Members present and 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.

3.12 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.13 Voting of Members

Business arising at any Member's meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) Each Member shall be entitled to one vote at any meeting;
- b) Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) An abstention shall not be considered a vote cast;
- d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

3.14 Eligibility of Votes

The date determined by the Board shall determine the list of Members who are eligible to vote at a meeting of the Members. The date shall be no more than thirty (30) days prior to the meeting.

3.15 Proxy Voting

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a 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 two (2) business days prior to the meeting of the Members

3.16 Determination of Votes

Votes shall 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.

ARTICLE IV GOVERNANCE/DIRECTORS

4.01 Composition of the Board

The Directors shall be elected by the Members. The Board shall consist of a minimum of 9 to a maximum of 12 Directors.

Composition of the Board - The Board shall consist of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary

- e) 5 - 8 Directors-at-Large

4.02 Eligibility of Directors

To be eligible for election 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.
- f) Be a member in good standing of The Brant Curling Club Incorporated.

4.03 Committees

Committees may be established by the board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
- b) Subject to the limitation on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- c) 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.
- d) The President shall be an ex-officio non-voting member of all Committees of the Corporation.
- e) The Board may remove any member of any Committee.
- f) No Committee shall have the authority to incur debts in the name of the Corporation.

4.04 Nomination of Directors

Any nomination of an individual for election as a Director shall:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) 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.
- c) Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the *Act*.
- d) Circulation of Nominations - Valid nominations shall be circulated to Members at the Annual Meeting prior to the elections.

4.05 Elections

Elections shall be decided by majority vote 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 and an ordinary resolution shall be elected. In the case of a tie, the nominee receiving the fewest votes shall be deleted from the list of nominees and a second vote shall be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes shall 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) shall be declared by Ordinary Resolution of the Board.

4.06 Terms of Office

Directors will serve terms of three (3) years and shall hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.07 Vacancies

The office of a Director shall be vacated immediately:

1. A Director may resign from the Board at any time by presenting his or her written notice of resignation to the secretary. This resignation shall 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 shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
2. If the Director dies or becomes bankrupt.
3. If the Director is found to be incapable of managing property by a court or under Ontario law;

4. At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;

4.08 Filling a Vacancy on the Board

A vacancy on the Board shall be filled as follows:

A quorum of Directors may fill a vacancy among the Directors;

1. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
2. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
3. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.09 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Director's duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii in compliance with the conflict of interest provisions of the Act; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

ARTICLE V BOARD MEETINGS

5.01 Call of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days notice to each Director, stating the time and place of the meeting.

5.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

5.03 Chair

The President shall be the Chair of all Board meetings unless designated by the President. In the absence of the President, the Directors present shall choose one of their number to act as the Chair. If the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.

5.04 Notice of Board Meetings

Written notice, served other than by mail, of meetings of the Board shall 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.

5.05 Number of Meetings

The Board shall hold at least four (4) meetings per year.

5.06 Quorum

At any meeting of the Board, quorum shall be forty percent of Directors holding office.

5.07 Voting

Each Director is entitled to one vote. Questions arising at any Board meeting shall be decided by a majority of votes. Voting shall be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions shall be passed by Ordinary Resolution. In the event of a tie, the resolution shall be defeated.

5.08 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.

5.09 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) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

5.10 Closed Meetings

Meetings of the Board shall be closed to Members and the public except by invitation of the Board.

5.11 Meetings by Telephone or Other Communications Facilities

A meeting of the Board may be held by telephone conference call or by means of other electronic means that permits all participants to communicate adequately with each other during the meeting. Directors who participate by such means are considered to have attended the meeting.

5.12 Duties of Directors

Every Director shall:

- 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.

5.13 Powers of the Board

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.

5.14 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, recommend 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 VI OFFICERS

6.01 Composition

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Election

The Officers of the Corporation shall be elected by the Board of Directors at the first meeting of the Board of Directors held following the election of new Directors. They shall take office immediately.

6.03 Voting

Elections shall be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote shall be conducted. Only those nominees who were tied for the position shall appear on the ballot. The nominee receiving the greatest number of votes shall be declared the winner. Additional runoff votes may occur if required.

6.04 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

6.05 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.06 Duties of the Chair

The Chair shall perform the duties described in section 5.03 and 3.10 and such other duties as may be required by law or as the Board may determine from time to time.

6.07 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.08 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

6.09 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

6.10 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.

6.11 Other Officers

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

6.12 Removal of Officer

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.

ARTICLE VII PROTECTION OF DIRECTORS AND OTHERS

7.01 Protection of Directors and Others

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

7.02 Insurance

The Corporation shall, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE VIII FINANCE AND MANAGEMENT

8.01 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Corporation shall be May 1 to April 30th.

8.02 Banking

The banking business of the Corporation shall be conducted at such financial institution as the Board may determine.

8.03 Auditors

At each Annual meeting the Members shall 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 shall hold office until the next Annual Meeting. The auditor shall 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.

8.04 Annual Financial Statements – The Directors shall 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 shall 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 shall include:

- a) The financial statements
- b) The auditor's report
- c) Any further information respecting the financial position of the Corporation

8.05 Books and Records

The necessary books and records of the Corporation required by these By-laws or by applicable law shall 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.

8.06 Signing Authority

The Corporation will have a minimum of two signing officers for cash disbursements and will have a maximum of four signing officers registered as signing officers with the designated financial institution. In the normal course of events, the two signing officers shall be the President and one of the other three.

8.07 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.

8.08 Borrowing

The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

8.09 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.

ARTICLE IX NOTICE

9.01 Written Notice

In these By-laws, written notice shall 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.

9.02 Date of Notice

Date of notice shall 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

9.03 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 shall not invalidate any action taken at the Meeting.

ARTICLE X CONFLICT OF INTEREST

10.01 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 shall disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE XI AMENDMENT OF BY-LAWS

11.01 Voting

These By-laws may only be amended, revised, repealed or added to by:

- a) 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 shall be effective immediately.
- b) The Board of Directors by way of Ordinary Resolution. Any amendments, revisions, addition or deletions shall be effective until the next Members meeting at which the Members shall by Special Resolution amend, revise or delete the Bylaws approved by the Board.

11.02 Effective Date

By-law 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 XII DISSOLUTION

12.01 Dissolution

The Corporation may be dissolved in accordance with the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.01 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 September 20, 2017. President Signature: _____

Secretary Signature: _____

13.02 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.

Schedule A

Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct.

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the

Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.