

BY-LAW NO. 2

A By-law relating generally to the conduct of the activities and affairs of

THE STREETSVILLE MEADOWVALE FIGURE SKATING CLUB

(hereinafter referred to as the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

TABLE OF CONTENTS

Section 1 – General

Section 2 – Skate Canada

Section 3 – Members

Section 4 – Members' Meetings

Section 5 – Directors

Section 6 – Board Meetings

Section 7 – Financial

Section 8 – Officers

Section 9 – Protection and Indemnification of Directors and Others

Section 10 – Notices

Section 11 – Dispute Resolution

Section 12 – Amendment of By-laws

Section 13 – Repeal

Section 14 – Effective Date

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- 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. "Articles" means the instrument that incorporated the Corporation or that modifies the Corporation's incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- c. "Board" means the board of directors of the Corporation;

- d. "By-law" means this by-law, and "By-laws" means this By-law and all other by-laws of the Corporation which are, from time to time, in force and effect;
- e. "Chair" means the chair of the Board;
- f. "Director" means an individual occupying the position of director on the Board of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation;
- h. "Officer" means an officer of the Corporation;
- i. "Registrant of Skate Canada," means an individual who is a skater, skating official, board member of the Corporation, or a volunteer of the Corporation, that has registered with Skate Canada by paying the requisite registration fees and insurance premiums to Skate Canada; and
- j. "Special Resolution" means a resolution that (i) is submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney.

1.02 Interpretation

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 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.

1.04 Seal

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

1.05 Execution of Documents

- a. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons authorized and in the manner from time to time prescribed by the Board provided that in the absence of such prescription by the Board, all such cheques, drafts, orders, notes and

acceptances and bills of exchange shall be signed in accordance with section 1.05(b) below.

- b. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. Also, the Board may from time to time direct the manner in which and the person or persons 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.

Section 2 - Skate Canada

- a) The Corporation shall be a member of Skate Canada. This includes abiding by Skate Canada's Code of Ethics;
- b) The Corporation shall pay such fees and such other charges as shall be required of skating clubs from time to time by Skate Canada;
- c) The Corporation shall abide by all Ontario provincial statutes as applicable;
- d) The Corporation shall abide by the City of Mississauga rules, regulations and policies regarding facility management;
- e) The Corporation shall abide by all Skate Canada rules and regulations that are applicable to the Corporation and its members. If there are inconsistencies between Ontario provincial statutes and the applicable Skate Canada rules and regulations, the Ontario provincial statutes shall take precedence; and
- f) The Corporation is located in the Skate Ontario Section of Skate Canada.

Section 3 - Members

3.01 Membership

In accordance with the articles, there shall be two (2) classes of Members in the Corporation, namely, Regular Members and Youth Members. The following conditions of membership shall apply:

Regular Members (voting members):

Regular membership in the Corporation shall only be available to individuals, eighteen (18) or more years of age, who are Registrants of Skate Canada or who are a parent of a Youth Member that is a Registrant of Skate Canada, who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as determined by the Board.

As set out in the Articles, each Regular Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Youth Member (non-voting members):

Youth membership in the Corporation shall only be available to individuals who are less than eighteen (18) years of age, who are Registrants of Skate Canada, who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as determined by the Board.

As set out in the Articles, each Youth Member shall be entitled to receive notice of and attend all meetings of the members of the corporation but shall not be entitled to vote at such meetings.

The Board is authorized to adopt policies establishing criteria for admission to membership and to amend such policies, from time to time. The Board, or a committee established by the Board, shall have the discretion to screen applicants and may accept or reject an application for membership in the Corporation in the sole and absolute discretion of the Board, or the said committee, as the case may be. The decision of the Board, or the said committee, as the case may be, to deny an application for membership shall not be subject to challenge or appeal by the rejected applicant or any other person.

3.02 Members' Dues

The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

3.03 Termination of Membership

A membership in the Corporation is not transferable and automatically terminates when:

- a. a Member fails to maintain any qualifications for membership described in Section 3.01 hereof;
- b. the Member dies;
- c. the Member resigns;
- d. the Member's term of membership, if any, expires;
- e. the Member is expelled in accordance with section 3.04 of this By-law;
- f. the Corporation is dissolved under the *Act*; or
- g. the person's membership is otherwise terminated in accordance with the Articles or the By-laws.

3.04 Termination of Membership for Cause

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for:

- (i) violating any provision of the Articles, the By-laws or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as the Board determines; or
 - (iii) any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.
- b. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of membership. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Section 4 - Members' Meetings

4.01 Annual Meeting

The annual meeting of the Members shall be held on a day and, subject to section 4.09 below, at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the *Act* 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 the 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.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

4.02 Special Meetings

The Board may call a special meeting of the Members at any time by providing notice in accordance with section 4.03 of this By-law.

The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the *Act* provides otherwise.

4.03 Notice

Subject to the *Act*, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in section 10 of this By-law to each Member entitled to receive notice of a meeting of Members pursuant to the Articles, to each Director and to the auditor or person appointed to conduct a review engagement.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any Special Resolution to be submitted to the meeting.

4.04 Quorum

A quorum for the transaction of business at a Members' meeting shall be five percent (5%) of the Members or proxyholders entitled to vote at the meeting, with at least five (5) Members present in person or by telephonic or electronic means. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the vice-chair of the Board, if any, shall be the chair of the Members' meeting. In the absence of the Chair and the vice-chair of the Board, the Members entitled to vote who are 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.

4.06 Adjournments

The Chair may, with the consent of the majority of Members present at a Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

4.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members entitled to receive notice of and attend a Members' meeting pursuant to the Articles, the Directors, the auditor or

the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the Articles or the By-laws of the Corporation 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.

4.08 Voting of Members

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

- a. each Member entitled to vote shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present who are entitled to vote and the chair of the meeting, if a Member entitled to vote, 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 entitled to vote 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.

4.09 Meetings by Telephonic or Electronic Means

If the Corporation chooses to make available a telephonic or electronic communication facility that permits all participants to communicate adequately with each other during a meeting of the Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of the Members under this section 4.09 who is entitled to vote at that meeting may vote, in accordance with the *Act*, by such telephonic or electronic means that the Corporation has made available for that purpose.

If the Directors or the Members of the Corporation call a meeting of the Members under the *Act*, the Directors or the Members, as the case may be, may determine that the meeting shall be held

entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.10 Voting by Mail or by Telephonic or Electronic Means

Pursuant to section 67 of the *Act*, a Member entitled to vote at a meeting of Members may vote by mail or by telephonic or electronic means if the Corporation has a system:

- (i) by which the votes can be verified as having been made by Members entitled to vote; and
- (ii) that permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Voting by Proxy

(1) Pursuant to section 64 (Proxies) of the *Act*, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- b. A Member may revoke a proxy by depositing a revocation that is signed by the Member:
 - (i) at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or
 - (ii) with the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.
- c. A proxyholder or an alternate proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands.
- d. A form of proxy that is created by the Corporation shall:
 - (i) indicate, in bold type, the meeting at which the proxy is to be used;
 - (ii) indicate, in bold type, that a Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the

- Member's behalf at the meeting, and contain instructions as to the manner in which the Member may do so;
- (iii) contain a designated blank space for a signature and the date of signature;
 - (iv) provide a means for the Member to designate a different person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (v) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor or person to conduct a review engagement of the Corporation, and the election of Directors;
 - (vi) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or person to conduct a review engagement of the corporation, or the election of Directors; and
 - (vii) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under clause (v) or (vi) with respect to any matter to be acted upon, the membership is to be voted accordingly.
- e. A form of proxy that is created by a Member of the Corporation shall indicate:
- (i) the meeting at which the proxy is to be used;
 - (ii) whether the proxy is solicited by or on behalf of management of the Corporation; and
 - (iii) the powers granted under the proxy.
- f. A form of proxy may include a statement that the Member confers authority with respect to matters for which a choice is not provided in accordance with clause d.(v) only if the form of proxy states, in bold type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- g. A form of proxy that confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a statement to that effect.
- h. If a form of proxy is not dated, the proxy is deemed to have been dated on the date it is sent.
- i. If a form of proxy is sent in electronic form, the requirement in clauses d.(i) and (ii) and clause f. that certain information be set out in bold type is satisfied if the information is set out in a different manner so as to draw attention to the information.
- (2) Time for Deposit of Proxies: The Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or

continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Corporation or its agent specified in the notice or if, no such time having been specified in the notice, it has been received by the Corporate Secretary of the Corporation or by the chair of the meeting before the time of voting.

Section 5 - Directors

5.01 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual meeting of the Members must be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors. A decrease in the number of Directors does not shorten the term of an incumbent Director.

5.02 Qualifications and Composition

Each Director shall be an individual who is at least eighteen (18) years of age; has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or found to be incapable by a court in Canada or elsewhere; does not have the status of a bankrupt; and is a Registrant of Skate Canada at the time of election as a Director, or within 10 days of being elected as a Director, and during the term of office.

One (1) of the Directors of the Corporation shall be a certified professional coach or registered skating coach.

5.03 Election and Term

The Directors shall be elected at each annual meeting of Members by the Members entitled to vote at the meeting. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting of Members or until their successors are elected or appointed.

5.04 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;

- c. if the Director ceases to be a Registrant of Skate Canada;
- d. if the Director becomes bankrupt;
- e. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- f. if the Members entitled to vote, by ordinary resolution at a special meeting, remove from office the Director before the expiration of the Director's term of office.

5.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members entitled to vote removing a Director, the vacancy may be filled by an ordinary resolution at the meeting of the Members at which the Director is removed;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or 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 or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

5.06 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 except those powers set out in the *Act* that are not permitted to be delegated; and
- b. Subject to the limitations 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. Any committee member may be removed by resolution of the Board. The Board may dissolve any committee by resolution at any time.

5.07 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; subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. 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
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in another capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

Section 6 - Board Meetings

6.01 Calling 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.

6.02 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 except if the purpose of the meeting or the business to be transacted includes a matter referred to below, in which case the notice must specify the matter:

- a. submitting to the Members any question or matter requiring the approval of the Members;
- b. filling a vacancy among the Directors;
- c. appointing additional Directors;
- d. filling a vacancy in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;

- e. issuing debt obligations except as authorized by the Board;
- f. approving any annual financial statements;
- g. adopting, amending or repealing By-laws; or
- h. establishing contributions to be made, or dues to be paid, by Members under section 3.02 of this By-law.

6.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10 of this By-law to every Director of the Corporation not less than forty-eight (48) hours before the date that the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent not less than ten (10) days before the date that the meeting is to be held. A notice of a meeting of the Board need not specify the purpose or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 6.02(a) to (h) of this By-law, in which case the notice must specify that matter. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. 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.

6.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the vice-chair of the Board, if any, shall preside at Board meetings. In the absence of the Chair and the vice-chair of the Board, if any, the Directors present shall choose one of their number to chair the meeting.

6.05 Quorum

A majority of Directors in office from time to time shall constitute a quorum for meetings of the Board.

6.06 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

6.07 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each

other during the meeting. A Director participating by such means is deemed to be present at that meeting.

6.08 Resolutions in Lieu of Meeting

A resolution signed by all the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting and the Corporation shall keep a copy of each such resolution with the minutes of the meetings of the Board.

Section 7 - Financial

7.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

7.02 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

7.03 Financial Year

The financial year end of the Corporation shall be determined by the Board.

Section 8 - Officers

8.01 Officers

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 Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

8.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. such Officer's death; or
- d. the Officer ceasing to be a Director, if being a Director is a necessary qualification of appointment to such office.

8.03 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.

8.04 Duties of the Chair

The Chair shall, when present, preside at all Board meetings and all Members' meetings. The Chair shall perform such other duties as the Board may determine from time to time.

8.05 Duties of the President

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall perform such other duties as the Board may determine from time to time.

The president shall be entitled to receive notice of and to attend and speak at all meetings of the Board, save and except when (i) the Board is discussing the position, salary or benefits of the president; or (ii) the Board declares certain business of the Corporation to be of such a confidential nature that it requires that the business be addressed during an *in camera* session of the Board meeting and the president is asked to leave for the *in camera* portion of the meeting. The president shall be entitled to receive notice of and to attend and speak at all Members' meetings. Attendance of the president at Board meetings and/or Members' meetings, shall be as a non-member thereof without the right to vote.

8.06 Duties of the Treasurer

If appointed, the treasurer shall work collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities. The treasurer shall keep, or cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or cause to be deposited, 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, or supervise the disbursement of, the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements. The treasurer shall render to the Chair and the Directors at the regular meetings 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.

8.07 Duties of the Secretary

If appointed, the secretary shall keep, or cause to be kept, a roll of the names and addresses of the Members. The secretary shall give such notice as required by the By-Laws of all meetings of the Members, meetings of the Board and meetings of Board committees. The secretary shall ensure the proper recording and maintenance of minutes of all meetings of the Members, all meetings of the Board and all meetings of Board committees. The secretary, or their designate, shall have custody of all minute books, documents, registers and the seal of the Corporation, if any, and ensure that they are maintained as required by law. The secretary shall perform such other duties as the Board may determine from time to time.

Section 9 - Protection and Indemnification of Directors and Others

9.01 Indemnification of Directors and Officers

(a) Indemnification

Subject to the *Act*, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual: (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; (b) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such individual in such other circumstances as the *Act* or law permits or requires to the maximum extent permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

(b) Advance of costs

The Corporation shall advance money to a Director, Officer or other individual referred to in section 9.01(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 9.01(c).

(c) Limitation

The Corporation shall not indemnify an individual under section 9.01(a) unless,

- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

(d) Insurance

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in section 9.01(a) as the Board may determine from time to time.

9.02 Limitation of Liability

No Director, Officer or committee member of the Corporation is 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 their respective office or trust provided that they have:

- a. complied with the *Act* and the Articles and the By-laws; and
- b. exercised their powers and discharged their duties in accordance with the *Act*.

Section 10 - Notices

10.01 Service

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 of the Corporation shall be delivered personally, or sent by prepaid mail, fax, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at such Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Dispute Resolution

11.01 Dispute Resolution Mechanism

If a dispute or controversy among the Members, Directors, Officers or committee members of the Corporation arising out of or related to the *Act*, the Articles or the By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in accordance with the Complaint Reporting and Resolutions Policy of the Corporation, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Mississauga in the Province of Ontario, unless otherwise agreed by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

Section 12 - Amendment of By-laws

12.01 Amendments to By-laws

As specified in the Articles, the Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation without having the By-law, amendment or repeal confirmed by Special Resolution of the Members of the Corporation entitled to vote on that resolution. The By-law, amendment or repeal will become effective upon adoption of the Special Resolution by the Members of the Corporation entitled to vote thereon.

Section 13 - Repeal

13.01 Repeal

All prior By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All Officers and persons acting under the provisions of this By-law, and all resolutions of the Board, all resolutions of a committee of the Board, and all resolutions of the Members of the Corporation with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

Section 14 – Effective Date

14.01 Effective Date of this By-Law

This By-law No. 2 shall become effective as of the date of the Certificate of Amendment, with Articles of Amendment, issued under the *Act* to the Corporation.

MADE by the Board of Directors the 15th day of November, 2023.

DocuSigned by:


SHERRY STUCKEY-MYERS – President

DocuSigned by:


CORRIE ARSENAULT – Secretary

[CONTINUED ON NEXT PAGE]

CONFIRMED by Special Resolution of the Members entitled to vote thereon on the 15th day of November, 2023.

DocuSigned by:


SHERY STUCKEY-MYERS – President

DocuSigned by:


CORRIE ARSENAULT – Secretary

This By-Law No. 2 came into force on the _____ day of _____, 2023, being the date of the Certificate of Amendment, with Articles of Amendment, issued under the *Act* to the Corporation.