



BY- LAWS

of

ONTARIO CURLING ASSOCIATION

(CURLING ONTARIO)

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ARTICLE I - GENERAL INTERPRETATION and DEFINITIONS

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Curling Association.

1.2 Definitions – The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act (ONCA), S.O. 2010, c.14, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b) *Auditor* – a licensed accounting firm appointed by the Board 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 Ontario Curling Association as elected or appointed per these Bylaws.
- d) *Bylaws* – means the Bylaws of the Corporation
- e) *Canadian Curling Association (Curling Canada)* – the recognized National Sport Organization (NSO) for the sport of curling in Canada.
- f) *CEO* – the Corporation’s Chief Executive Officer
- g) *Corporation* – the Ontario Curling Association (OCA)
- h) *Days* – days including weekends and holidays (all calendar days).
- i) *Director* – an individual occupying the position of Director of the Corporation.
- j) *Independent* – means that a Director or prospective Director has no fiduciary obligation to anybody, at the National or Provincial level and is free of any conflict of interest of a financial, personal or representational nature. A person who would not be considered independent shall be considered independent once they resign from or terminate the circumstance that gives rise to the non-independence.
- k) *Member* – a curling club or centre, in good standing, that has qualified to be a member as per these Bylaws, has paid a fee to be a member of the Corporation and of Curling Canada, is located in the Province of Ontario and has fulfilled the membership/affiliation requirements as set out by the Board’s membership policy.
- l) *Member Delegate* – the designated proxy of a Member to vote on behalf of the Member at meetings of Members.
- m) *Northern Ontario* – the geographic area including curling clubs or centres in the area in Ontario as shown on the map in Appendix A
- n) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - a. Chair (President for the purposes of the Act)
 - b. Vice Chair
 - c. Finance Chair (Secretary-Treasurer for purposes of the Act)
- o) *Ordinary Resolution* – a resolution passed by a majority of votes cast on that resolution.
- p) *Registered Participant* – any individual registered with a Member as defined in 1.2 k)
- q) *Resident of Ontario* - a person who regularly, normally or customarily lives in the province of Ontario and in the event there is any dispute about the residency of a Director or proposed Director, the tests applied by the Canada Revenue Agency to determine the province in which a person is resident will be applied.

- r) *Southern Ontario* – the geographic area including curling clubs or centres in Ontario as shown on the map in Appendix B
- s) *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 shall be located within the Province of Ontario

1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may change by Ordinary Resolution of the Board.

1.5 No Gain for Members – The Corporation shall be carried on without the purpose of direct monetary gain for its Members. Any profits or other accretions to the Corporation shall be used in promoting its objects.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board shall have the authority to interpret any provisions of these Bylaws that are contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board shall be conducted according to the most recent edition of Robert's Rule of Order.

1.8 Interpretation – Words importing the singular shall include the plural and vice-versa, and words importing persons shall include legal entities. Words importing an organization name, title, or program shall include any successor organizational name, title, or program.

1.9 Severability – If any portion of these Bylaws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these Bylaws shall remain in full force and effect notwithstanding.

1.10 Jurisdiction – These Bylaws shall be interpreted in accordance with the laws of the Province of Ontario.

1.11 Hierarchy – The Corporation shall be governed in order of hierarchy as follows:

- a) The Act,
- b) The Corporation's Bylaws,
- c) The Corporation's policies, procedures, rules and regulations.

ARTICLE II MEMBERSHIP and REGISTERED PARTICIPANTS

- 2.1 Categories – The Corporation has the following category of Member: any Curling Club / centre in Ontario accepted as a member by ordinary resolution of the Board and that has fulfilled its obligations to the Association - as defined in section 1.2 (k)
- 2.2 Affiliation – The Corporation has the following category of affiliations (non-members)
- a) Registered Participant – as defined in section 1.2 (p); and
 - b) Affiliated Organization– any member or organization recognized by ordinary resolution of the Board as an Affiliated Organization.
- 2.3 Dues – Dues as determined by the Board annually.
- 2.4 Duration – Membership and the registration of Registered Participants is accorded on an annual basis. Affiliated Organizations are recognized until removed by ordinary resolution of the Board.
- 2.5 Discipline – In addition to expulsion for failure to pay dues, a Member may be disciplined in accordance with the Corporation’s policies and procedures relating to discipline.
- 2.6 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members shall remain due and subject to full repayment.
- 2.7 Good Standing – A Member Club or Registered Participant shall be in good standing provided that, it:
- a) owes no outstanding membership / affiliation fees dues or other debts to the Corporation;
 - b) has fulfilled the membership/affiliation requirements as set out by the Board’s membership policy;
 - c) has complied with the Bylaws, policies, procedures, rules and regulations of the Corporation;
 - d) has not ceased to be a member;
 - e) has not been suspended, lost privilege or expelled from membership, or had other restrictions or sanctions imposed; has completed and remitted all documents as required by the Corporation;
 - f) Is not subject to a disciplinary action of the Corporation, the Canadian Curling Association or any Provincial / Territorial Curling Association in Canada, or if subject to previous disciplinary action of the Corporation, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors.
- 2.8 Termination – Membership with the Corporation may be terminated when:
- a) a Member dissolves or ceases to exist;
 - b) the Member fails to maintain any of the qualification or conditions of membership as

- described in these Bylaws or policies;
- c) the Member resigns their membership; or
- d) the Corporation is liquidated or dissolved under the Act.

2.9 Expulsion – Any Member or Registered Participant may be suspended or expelled from the Corporation in accordance with these Bylaws and/or the Corporation’s policies and procedures.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Corporation shall hold meetings of the Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting shall 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, shall be provided, a minimum of forty-five (45) days before the Annual Meeting, with a copy of the approved financial statements, and the auditor’s report or review engagement.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by ordinary resolution of the Board or upon written request 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 official receipt of request. A request for a Special Meeting shall be given by approved means to the CEO.

3.3 Participation / Holding by Electronic Means – Any person entitled to attend/participate in 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. A person so participating in a meeting is deemed to be present at the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members shall be given to all Members in good standing, Directors and the Auditor at least forty-five (45) days prior to the date of the meeting. Notice shall contain a reminder of the right to vote and the mechanism for registering the Members vote, proposed agenda, text of any resolutions or amendments, nominations for Director(s) and any reasonable information to permit Members to make an informed decision.

3.5 Waiver of Notice – No waiver of notice shall be permitted at any meeting of Members.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meetings of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business shall be included in the Notice of the Meeting of Members unless written notice of such other item of business, or a Member’s proposal, has been submitted to the Board forty-five (45) days prior to the meeting of the

Members in accordance with the 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 – Two thirds (66.7%) of the elected Directors must be present to constitute a quorum. If a quorum is present at the opening of any meeting, the Board present may proceed with the business of the meeting. To enact business that requires a vote, the quorum must be present. To enact business that requires a vote of members (Elections, Bylaws changes or special meeting motions) a minimum of fifty (50) members votes is required. Unless otherwise specified a majority of votes is required to pass.

3.9 Annual or Special Meetings – Annual or Special Meetings shall be open to all Members, Registered Participants and the auditors of the Corporation. Other invitees shall be able to attend at the invitation of the Chair or request of two other Board Directors.

3.10 Agenda – The agenda for the Annual Meeting may include but not limited to:

- a) Call to order
- b) Report of Credentials and establishment of Quorum
- c) Approval of the Agenda
- d) Approval of the minutes of the previous Annual Meeting and Special Meetings
- e) Report of the Auditors & Annual Financial Report
- f) Appointment of the Auditors
- g) Presentation of the Business Plan and budget
- h) Business as specified in the meeting notice
- i) Special resolution of the Members (if requested)
- j) Ratification of Elected new Directors
- k) Other business
- l) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint, if necessary, a minimum of two (2) scrutineers who shall be responsible for ensuring that votes are properly cast and counted. These individuals must be independent neutral bystanders to ensure the integrity of the election process.

3.12 Adjournments – With the majority consent of the voting delegates present, a meeting of the Members may be adjourned, and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days of the adjournment. 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 original Notice of Meeting. Any special resolution brought forth at an Annual or Special Meeting of Members shall be presented then adjourned for a period of fourteen (14) days to allow for an electronic vote to be conducted as per the Member voting policy

3.13 Electronic Voting – Members may vote by electronic means. Each Member Club’s Chair/President shall be appointed the voting delegate, or the Member Club Board Chair/President may proxy their vote to another Member of their Board, Officials to the Board, Club Manager or other person who is in a formal relationship with their Board and is acting directly on behalf of the Board. Each registered voting delegate shall receive any voting information as specified in the Notice of Meeting and be accorded the opportunity to vote during the period in the Notice of Meeting. For ratification of the elected new Directors, Bylaw amendments and other special resolutions, a two-thirds (2/3) majority of the votes cast (minimum 50 votes as per 3.8) must be achieved to pass the amendment or resolution.

For all electronic votes, the Board shall appoint/hire an outside independent agency to be responsible for the implementation, distribution and final review of the vote. A final report shall remain confidential until presented at the Member meeting. A combination of in-person and electronic votes may constitute quorum for any Bylaw amendments or special resolutions.

3.14 Voting Rights – Each Member in good standing shall have the ability to exercise their vote. The Delegate for each Member shall have the ability to cast one (1) vote for each motion put before the Membership including voting for candidates eligible for the Board.

3.15 Eligibility of Votes – The Board by notice to the Member shall confirm the list of Delegates eligible to vote at a meeting no less than fifteen (15) days prior to the meeting or scheduled election period.

3.16 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution with a majority vote shall decide each issue. In the case of a tie, the issue is defeated.

3.17 Written Resolution – A resolution signed by **ALL** voting Delegates 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

4.1 Directors & Composition of the Board

- a) The Board shall consist of nine (9) Directors elected by the Members.
- b) The Board requires Directors with specific skills and experiences to be an effective governance Board.
- c) To ensure Board composition reflects the geographic diversity of the Members, the Board shall be comprised of nine (9) Directors distributed as follows: four (4) Directors residing in Northern Ontario and five (5) Directors residing in Southern Ontario. While adhering to this geographic requirement, the selection process shall ensure Directors possess the requisite skills and experiences and are drawn from multiple rural and urban centers to ensure broad provincial representation. In addition to the requirements for Amendments to the Bylaws as specified in 8.1, any amendment to this section shall require a simple majority from the Members in Northern Ontario and a simple majority from the Members in Southern Ontario. A Member may only have one Director on the Board at any given time.

- d) Gender Standard – in advancement of gender diversity on the Board of Directors of the Corporation, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender identity accounts for more than 60% of the total number of elected Directors.
- e) Ineligibility - the following persons shall be ineligible to serve as a Director:
 - i. A staff person of the Corporation
 - ii. A person who is not a resident of Ontario
 - iii. a person who is not a member of a Member Club of the Corporation,
 - iv. a person who is a member of a Member Club that is not in good standing.
 - v. a person who is not an individual (a corporation cannot be a Director)
 - vi. a person who is less than 18 years of age
 - vii. a person who is not independent
 - viii. a person who is being treated under the Substitute Decisions Act, 1992 or the Mental Health Act or has been found to be incapable by a court in Canada (or elsewhere]
 - ix. a person who has the status of bankrupt
 - x. a person who has not met the requirements of Curling Ontario regarding the passing of a criminal record check.

4.2 Election of Directors

- a) Nomination and Awards Committee – The Board shall appoint a Nominations Committee which shall be responsible for defining the required skills (skills matrix) and experiences and soliciting, receiving and screening nominations for qualified candidates to be considered for election to the Board. The Nominations Committee shall present the Board with a list of qualified nominees that satisfies the identified skills, experiences and the regional distribution set forth in 4.1 c). In the event that the available nominees from a specific region do not satisfy the identified skills and experiences, the Committee shall be required to extend the nomination process within that specific region to identify suitable candidates.
- b) Elections – The Board approved list of qualified nominees shall be presented to the Members delegates for ratification at the AGM. The number of qualified candidates presented by the Nominations Committee for ratification cannot be more than twice the number of open Director positions available on the Board. Elections shall be decided in accordance with the following;
 - i. If the number of nominees presented is equal to the number of open Director’s positions – winner(s) shall be declared by Ordinary resolution; or
 - ii. If the number of nominees presented is greater than the number of open Director’s positions – the nominee(s) approved by use of a Ranked Choice Voting structure shall be elected to the Board.

4.3 Terms - Directors shall serve terms of three (3) years and shall hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. No Director may serve more than a total of six (6) years as a Director. In the event that any Director is ineligible, unable or unwilling to complete the three (3) year term the Director is currently serving, the vacancy will be filled for the remainder of the term in accordance with Article 4.8. Board terms shall be staggered so that three (3) Director's terms shall be open each year.

4.4 Duties of Directors - Standard of Care

Every Director shall:

- a) act honestly and in good faith with a view to the best interests of the Corporations and all Members
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c) comply with the governing documents of the Corporation and the Act.

4.5 Resignation— A Director may resign from the Board at any time by presenting his or her notice of resignation in writing to the Board. This resignation shall become effective the date on which the notice is received by the Vice-Chair or at a 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.

4.6 Vacate Office – The office of any Director shall be vacated automatically if:

- a) the Director resigns;
- b) at the discretion of the Board and without reasonable excuse, the Director is absent for three (3) meetings between the Annual Member Meetings;
- 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;
- d) the Director becomes bankrupt or suspends payments of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; ~~or~~
- e) the Director is in violation of the Corporation's policies;
- f) The Director is declared a member not in good standing; or
- g) the Director dies.

4.7 Removal – Unless for reasons listed in 4.6a), 4.6b) or 4.6g) an elected Director may be removed by Ordinary Resolution of the Members at an Annual 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

4.8 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy of the term. The Board shall use a skills matrix process as outlined in 4.2 a) to fill the vacancy.

Meetings of the Board

- 4.9 Call of the Meeting – A meeting of the Board shall be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.
- 4.10 Chair – The Chair shall preside at all Board meetings, unless determined otherwise by the Chair or the Board.
- 4.11 Notice – Written notice, which includes reasonable information related to the matters to be decided, served other than by mail, of meetings of the Board, shall be given to all Directors at least seven (7) days prior to the 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.
- 4.12 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).
- 4.13 Number of Meetings – The Board shall hold at least four (4) meetings per year.
- 4.14 Quorum – At any meeting of the Board, quorum shall be two-thirds (66.7%) of duly elected, or appointed, Directors holding office.
- 4.15 Voting – Each Director is entitled to one vote. Voting shall be by show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions shall be passed by two-thirds majority.
- 4.16 No Alternate Directors – No person shall act for an absent Director at a meeting of Directors.
- 4.17 Written Resolutions – A resolution signed in writing by all the Directors is valid as if it had been passed at a meeting of the Board.
- 4.18 Closed Meetings – Meetings of the Board shall be closed to Members and the public except by invitation of the Chair or any two (2) Directors.
- 4.19 Virtual Meetings – A meeting of the Board may be held by virtual conference platforms. Directors who participate in a meeting by virtual conference platforms are considered to have attended the meeting.

Powers of the Board

- 4.20 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.21 Empowered – The Board is empowered, but not limited, to:

- a) establish and create a strategic plan for the Corporation;
- b) make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws;
- c) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- d) make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- e) define, in concert with the Nominations Committee, the skills matrix and experience requirements;
- f) employ or engage under contract, such persons as it deems necessary to carry out the work of the Corporation, including but not limited to, the CEO;
- g) determine registration procedures, recommend membership dues, and determine other registration requirements;
- h) enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- i) make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws; and
- k) perform any other duties from time to time as may be in the best interest of the Corporation.

4.22 Responsibilities – The Board shall:

- a) ensure there is a Strategic Plan that provides a Vision, Mission and Values Statement for the Corporation;
- b) provide oversight to the Corporation through regular review of the Corporation's annual business plan, budget and operational goals;
- c) develop, monitor and identify mitigation measures for risks to the Corporation; and
- d) review the performance of the operations of the Organization and the CEO.

ARTICLE V OFFICERS

5.1 Composition – The Officers shall include the Chair (President for purposes of the Act), Vice Chair and Finance Chair (Secretary/Treasurer for purposes of the Act) and any other individuals as may be appointed by the Board at its discretion.

5.2 Election – Following an Annual Meeting of the Members and the expiration of an Officer's term, the Board shall elect among them, the Chair, Vice-Chair and Finance Chair. Unless otherwise agreed to by the Board by special resolution, the Chair and Vice Chair roles shall be filled in alternating terms by one Board member residing in Southern Ontario and one Board Member residing in Northern Ontario. In addition to the requirements for Amendments to the Bylaws as specified in 8.1, any amendment to this section shall require a simple majority from the Members in Northern Ontario and a simple majority from the Members in Southern Ontario.

5.3 Term – Directors may serve more than one term as an Officer in accordance with the term limits of these Bylaws.

5.4 Eligibility – The Officers shall have the following terms:

- a) Chair – two (2) year term;
- b) Vice-Chair – two (2) year term;
- c) Finance Chair – two (2) year term.

5.5 Term Limit – Officers may serve more than one (1) term as an Officer subject to the total Director term limits of these Bylaws. The Board, based on circumstances and with a two-thirds majority vote, may elect to have the Chair serve an additional one-year term.

5.6 Duties – The duties of Officers are as follows:

- a) the Chair shall be the chair and preside over meetings of the Board, shall preside at any Annual or Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, shall be the official spokesperson of the Corporation, and shall perform such other duties as may from time to time be established by the Board;
- b) the Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as may from time to time be established by the Board;
- c) the Finance Chair (Secretary/Treasurer for the Act) shall be responsible for the documentation of all amendments to the Corporation's Bylaws, shall ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, cause to prepare and submit these minutes to each Meeting of the Members or other meetings, shall cause to give due notice to all Members of the Meeting of the Members of the Corporation, shall, subject to the powers and duties of the Board, cause to keep proper accounting records as required by the Act, shall cause to be deposited all monies received by the Corporation in the Corporation's bank account(s), shall supervise the management and the disbursement of funds of the Corporation in accordance with the Corporation's policies, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation, shall cause to prepare annual budgets, and shall perform such other duties as may from time to time be established by the Board.

5.7 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any operational duties to the CEO. Governance responsibilities may only be delegated to Directors or Committees of the Board.

5.8 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.

5.9 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board must, by Ordinary Resolution, elect a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.10 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be elected Directors of the Corporation.

ARTICLE VI COMMITTEES

6.1 Standing Committees – The Corporation shall have a minimum of the following standing committees:

- a) Executive Committee;
- b) Finance Committee;
- c) Governance Committee;
- d) Nominations and Awards Committee.

6.2 Appointment of Committees - The Board may, from time to time appoint such other committees as it deems appropriate and necessary for managing the affairs of the Corporation and may appoint any individual person or provide for the election of members of committees, shall prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties and functions.

6.3 Composition – A minimum of three (3) Directors shall be appointed to each committee. The Board Chair shall be an ex-officio member of all committees.

6.4 Quorum - Quorum for any committee Meeting shall be two-thirds (66.7%) of the total of individuals appointed to such committee.

6.5 Vacancy – When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for a specified period.

6.6 Removal – The Board may remove any member of any Committee by Ordinary Resolution.

6.7 Debts – No committee shall 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 shall be May 1st – April 30th

7.2 Bank – The banking of the Corporation shall be conducted at such financial institutions as the Board may determine.

7.3 Auditors – At each Annual Meeting, the Board shall by Ordinary Resolution 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. No employee or Partner of the appointed Auditor shall 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-as amended.

7.4 Annual Financial Statements – The Directors shall approve the financial statements (evidenced by signature of one or more Officers) of the Corporation for 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 all Members with the Notice of Annual Meeting. The financial statements shall include:

- a) the approved audited financial statements; and
- b) 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 Bylaws 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 Bylaws;
- 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 Disclosure of Documents – After each Board Meeting, a summary of Member related items discussed at Board meetings, as determined by the Board for disclosure respecting privacy, confidentiality and applicable legislation shall be shared with the Members as soon as is practical.

7.7 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 shall be executed by at least two (2) individuals 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 instrument may or shall be assigned.

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 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 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.

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.

7.11 No Remuneration – All elected/appointed Directors, Officers and members of Committees shall serve their term of office without remuneration (unless approved by a Members' meeting) except for reimbursement of expenses as per the Board's expenses and reimbursement policy. 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 shall disclose the conflict or potential conflict in accordance with these Bylaws and the Board conflict of interest policy.

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 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 and the Board's conflict of interest policy.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 Voting – These Bylaws may only be amended, revised, repealed or added to:

- a) Under the jurisdiction of the Ontario Corporations Act by Special Resolution at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, additions shall be effective immediately, unless specifically set out in the motion, effectiveness date; and
- b) Under the jurisdiction of the Ontario not-for-Profit Corporations Act:
 - i. by ordinary resolution of the Board: Any Bylaw amendments shall 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 Bylaws by ordinary resolution.
 - ii. by a Member entitled to vote who may make a proposal to make, amend, or repeal a Bylaw in accordance with the Act which requires at least sixty (60) days' notice; Any Bylaw amendments shall 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 Bylaws by ordinary resolution.

8.2 Effective Date – Bylaw amendments are effective from the date 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 Bylaws, written notice shall mean notice which is hand-delivered or provided by mail, 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 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.

9.3 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 shall not invalidate any action taken at the meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – The Corporation may be dissolved in accordance with the Act. (This means distributed equally with the Members)

ARTICLE XI INDEMNIFICATION

11.1 Shall Indemnify – The Corporation shall 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 account 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 any individual who acts at the Corporation's request in a similar capacity.

11.2 Shall Not Indemnify – The Corporation shall 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 shall not indemnify an individual unless:

- a) the individual acted honestly and in good faith with a view to the best interest 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 shall, at all times, maintain appropriate insurance including Directors and Officers coverage.

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 Bylaws or articles of the Corporation. Fundamental changes are defined as:

- a) change to the Corporations name;
- b) add, change or remove restriction on the activities that the Corporation may carry on;
- c) create a new category of Member;
- 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 purpose of the Corporation;
- j) change to whom the property remaining on liquidation after the discharge 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 manner of giving notice to Members not in attendance at a meeting of Members; or m) add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BYLAWS

13.1 Ratification – These Bylaws were ratified by a special resolution vote of the Members of the Corporation at a meeting of Members duly called and held on (date) and effective (date).

13.2 Repeal of Prior Bylaws- In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaw.

APPENDIX A



APPENDIX B

