

OTTAWA SHORT MAT BOWLS CLUB
BY-LAWS
as adopted
September 13,2018
(with effect from the date of incorporation on May 28, 2018)

ARTICLE I: GENERAL

1.1 Purpose – These By-Laws (“By-Laws”) relate to the general conduct of the affairs of the Ottawa Short Mat Bowls Club, as amended.

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

- (a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law), and any Ontario statute or regulations that may be substituted, as amended from time to time
- (b) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation
- (c) *Auditor* means a Public Accountant as defined in the Act including a partnership of auditors or an auditor that is incorporated, appointed by the Members by Ordinary Resolution at the Annual Meeting to review the books, accounts, and records of the Corporation, in accordance with the Act, for a report to the Members at the next Annual Meeting
- (d) *Board* – the Board of Directors of the Corporation
- (e) *Chair* means the chair of the Board;
- (f) *Corporation* – Ottawa Short Mat Bowls Club
- (g) *Days* – will mean days including weekends and holidays
- (h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws;
- (i) *Member* – any individual meeting the applicable definitions of membership defined in Article II
- (j) *Members* – the collective membership of the Corporation;
- (k) *Officer* – an individual designated corporate administrative responsibilities as defined in these By-Laws and who is elected or appointed to serve as an Officer of the Corporation pursuant to these By-Laws
- (l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution
- (m) *Public Accountant* – an individual who is a member in good standing of an instituted or Corporation of accountants incorporated by or under an Act of the legislature of a province and is independent of the Corporation
- (n) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time
- (o) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution

1.3 Interpretation – Other than as specified in Section 1.1, 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.

1.4 Severability and Precedence –The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions of these By-Laws. 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.

1.5 Registered Office – The registered office of the Corporation will be located in the Province of Ontario at such address as the Board may by Ordinary Resolution determine.

1.6 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members, and any profits or other accretions to the Corporation will be used in promoting its objects.

1.7 Ruling on By-Laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear.

1.8 Conduct of Meetings – Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board will be conducted according to Perry's Call to Order (current edition).

ARTICLE II: MEMBERSHIP

Membership Classes

2.1 Categories – The Corporation has one (1) category of members in the Corporation:

Conditions for Membership

2.2 Membership – shall be available only to individuals who meet the following qualifications:

- a) The individual has applied for membership within the Corporation;
- b) The individual is accepted as a member with the Corporation; and
- c) The individual has agreed to abide by the Corporation's bylaws, policies, procedures, laws of the game and rules and regulations.

Admission of Members

2.3 Admission of Members – Any individual applying for membership will be admitted as a Member or renewed as a Member if the individual:

- (a) Makes an application for membership in a manner prescribed by the Corporation;
- (b) Has paid dues as prescribed by the Board;
- (c) Agrees to uphold and comply with the Corporation's governing documents;
- (d) Meets any other condition of membership determined by the Board;
- (e) Has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Renewing Members

2.4 Renewing Members – No Member will be renewed as a Member of the Corporation unless:

- (a) If, at the time of applying for membership renewal, the Member is a Member in good standing; and
- (b) The candidate member has paid dues as prescribed by the Board.

Membership Dues and Duration

2.5 Membership Year – Unless otherwise determined by the Board, the membership year of the Corporation will be October 1 to September 30.

2.6 Subject to section 2.7:

- (a) Dues – Membership dues will be determined annually by the Board; and
- (b) Duration – Membership duration is accorded on an annual basis and Members will re-apply annually.

2.7 Initial Directors Fees: Until such time as annual memberships are available to persons who are not directors, the membership dues of each director will be nil.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Termination – Membership in the Corporation will terminate immediately upon:

- (a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- (b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-Laws;

- (c) Resignation by the Member by giving written notice to the Corporation;
- (d) Dissolution of the Corporation;
- (e) The Member's death; or
- (f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days 'notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.10 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, a Member or Registrant may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

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

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

Good Standing

2.14 Definition – A Member will be in good standing provided that the Member:

- (a) Has not ceased to be a Member;
- (b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) Has completed and remitted all documents as required by the Corporation;
- (d) Has complied with the By-Laws, policies, and rules of the Corporation;
- (e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (f) Has paid all required membership dues.

2.15 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, 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 as set out above.

2.16 Rights of Members – Subject to the Articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual Meetings, General Meetings and Special Meetings.

3.2 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

3.3 Location and Date - The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.5 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each member entitled to vote at the meeting, and the Board, by written or electronic means to each member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held.

3.6 Persons Entitled to Attend – All Members, the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or By-Laws of the Corporation are entitled to be present at the meeting and shall formally register prior to admittance. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

3.7 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.

3.8 Agenda – The agenda for the Annual Meeting may include:

- (a) Call to order
- (b) Period of Remembrance
- (c) Establishment of Quorum
- (d) Appointment of Scrutineers
- (e) Approval of the Agenda
- (f) Declaration of any Conflicts of Interest
- (g) Adoption of Minutes of the previous Annual Meeting
- (h) Board, Committee and Staff Reports
- (i) Auditors Report, Financial Statements and Budget
- (j) Appointment of Auditors
- (k) Approval of membership dues and related fees
- (l) Business as specified in the meeting notice
- (m) Election of new Directors and Officers
- (n) Adjournment

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

3.10 New Business - No other item of business will be included in the notice of the Meeting to the Members unless a notice in writing of such business, has been submitted to the Board fourteen (14) days prior to the meeting, in accordance with procedures as approved by the Board.

3.11 Quorum – 25% of the voting Members 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.

3.12 Voice – Observers will only be entitled to voice at a Members Meeting upon the consent of the Chair.

Voting at Meetings of Members

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

3.14 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-law provided that:

- (1) each Member that is eligible to vote shall be entitled to one vote at any meeting;
- (2) 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;
- (3) an abstention shall not be considered a vote cast;
- (4) 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;
- (5) 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
- (6) 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.

3.15 Proxy Voting – Every **Member** entitled to vote at a meeting of **Members** may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the **Member**. A proxy must be:

- (a) signed by the **Member**;
- (b) Assigned to a Member of the Club
- (c) in a form that complies with the Act;
- (d) in compliance with the format stipulated by the **Club**; and
- (e) submitted to the **Secretary of the Club** or to the Registered Office of the **Club** at least two (2) business days prior to the meeting of the Members

3.16 Maximum Proxies – No **person** will hold more than one (1) proxy vote (therefore a Member may only hold a total of two (2) votes being their own vote and the proxy vote).

3.17 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot unless a secret or recorded ballot is requested by a member. In the case of elections a secret ballot is required.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of four (4)-Directors.

4.1.1 The number of directors to be elected at the annual meeting of the members may be determined from time to time by the directors as provided by a special resolution that empowers the directors to determine the number of directors. A decrease in the number of directors does not shorten the term of an incumbent director.

4.2 The Board of Directors of the Corporation will consist of the following:

- (a) President,
- (b) Secretary, and
- (c) such other directors at large as may be determined in accordance with 4.1 and 4.1.1.

4.2.1 A director at large may be elected at the annual meeting to be the Vice President, or the Treasurer.

4.2.1 If a director holds more than one Office the otherwise unfilled Office will be treated as a director at large.

Election of Directors

4.3 Eligibility - Any individual, who is eighteen (18) years of age or older, who is a resident of Ontario, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who meets one or more of the skills and characteristics defined in Section 4.4, and is a member of the Corporation in good standing may be nominated for election as a Director.

4.4 Nominating Committee – The Board will appoint a Nominating Committee, who will be responsible to solicit nominations for the election of Directors and Officers.

4.5 Nomination - Any nomination of an individual for election as a Director will include the written consent (signed) of the nominee which must be submitted to the Head Office of the Corporation fourteen (14) days prior to the Annual Meeting.

4.6 Nominations from the Floor – Individuals may be nominated from the floor of the Annual Meeting provided the individual is present at the meeting, accepts the nomination and satisfies the provisions of section 4.3.

4.7 Election and Term - The election of directors will take place at each annual meeting of members. The elections shall take place in two parts:

- (a) The President, and Treasurer and 1/2 of the Directors-at-Large (rounded down)-will be elected to the board at alternate annual meetings to those listed in subsection (b);
- (b) The Vice-President, and Secretary and the remaining Director(s)-at-Large will be elected to the Board in alternate annual meetings to those listed in subsection (a).

4.8 Decision – Elections will 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 will be elected. In the case of a tie, the winner(s) will be decided by the President/Chair in accordance to Perry’s Call to Order.

4.9(a) Terms - Subject to 4.9(b), Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from, or vacate their office. No Director will serve more than eight (8) consecutive years as a Director.

4.9(b) The first term of the first President and Treasurer after incorporation will be one (1) year.

Suspension, Resignation and Removal of Directors

4.10 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.11 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

4.12 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, by two-thirds vote of the Board of Directors at a Board of Directors Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Automatic Vacating of Office

4.13 Automatic Vacating of Position as a Director - The office of any Director will be vacated automatically if the Director:

- (a) Is found by a court to be of unsound mind;
- (b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- (c) The Director is found to be incapable by a court or under Ontario law;
- (d) Is charged and/or convicted of any criminal offence related to the position;
- (e) Changes their permanent residence outside of Ontario; or

- (f) Upon the Director's death.

Filling a Vacancy on the Board

4.14 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next annual meeting of members.

Meetings of the Board

4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.16 Notice – Notice served other than by mail of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors 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.

4.17 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.

4.18 Voting - Excluding the President or Chair, each Director is entitled to one vote. Voting will be by a show of hands, poll, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution in favor of the resolution. In the event of a tie, the President or Chair of the meeting shall cast a vote to decide the issue.

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

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

4.21 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.22 Duty of Care – Every Director will:

- (a) Act honestly and in good faith with a view to the best interests of the Corporation;
- (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) Keep in strictest confidence, at all times, all confidential information.

Powers of the Board

4.23 Powers – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.24 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) 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) Terminate any such employment or engagement as it sees fit;
- (f) Set the remuneration of employees and/or contractors;
- (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 By-laws; and
- (k) Perform any other duties from time to time as may be in the best interests of the Corporation.

4.25 Borrowing Powers – 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.

ARTICLE V: DUTIES OF OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary, and Treasurer, and any other individuals as may be appointed by the Board.

5.2 Duties - The duties of Officers are as follows:

- (a) The President will be the chair of the Board, will preside at the General and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- (b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- (c) The Secretary will be responsible for:
 - i. The documentation of all amendments to the Corporation’s constitution and By-Laws,
 - ii. Will ensure that all official documents and records of the Corporation are properly kept,
 - iii. Cause to be recorded the minutes of all meetings and ensure that they are delivered to the appropriate individuals as defined by Perry’s Call to Order
 - iv. Give due notice to all voting Members of all General Meetings of the Corporation, and
 - vi. Perform such other duties as may from time to time be established by the Board.
- (d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Corporation in the Corporation’s bank account; will supervise the management and the disbursement of funds of the Corporation; when required, will provide the Board with an account of financial transactions and the financial position of the Corporation; will prepare annual budgets; and will perform such other duties as may from time to time be established by the Board

5.3 Multiple Positions – With the exception of the position of President, a Director may hold multiple positions.

5.4 [not used]

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

5.6 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

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

ARTICLE VI COMMITTEES

6.1 Appointment of Committees - The Board may appoint Standing or Ad Hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint a chair, who will appoint qualified individuals to be members of committees, subject to approval of the Board. The Board may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the constitution or these By-Laws.

6.2 Committee Recommendations - Any recommendations resulting from the deliberations of any Standing or Ad Hoc Committees shall be approved by the Board before implementation.

6.3 Quorum - A quorum for any committee will be the majority of its voting members.

6.4 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.5 Removal - The Board may remove any member of any Committee.

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

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – The fiscal year of the Corporation will be May 1 to April 30, or such other period as the Board may from time to time determine.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation, and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended.

7.3.1 Exemption from annual audit - Members of a corporation may pass an extraordinary resolution to not appoint an auditor and to not have an audit or conduct a review engagement of the books, accounts and records of the Corporation in respect of the corporation's financial year if the corporation had annual revenue in that financial year of no more than \$100,000 or such other amount as may be prescribed by the regulations made under the Act.

7.3.2 Validity of resolution - An extraordinary resolution passed under 7.3.1 is valid until the next annual meeting of the members.

7.3.3 Definition - “extraordinary resolution” means a resolution that is,
(a) passed by at least 80 per cent of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, or
(b) consented to in writing by each member of the corporation entitled to vote at a general meeting of the members or by the member’s attorney.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- (a) The financial statements
- (b) The auditor’s report
- (c) Preliminary Budget
- (d) Any further information respecting the financial position of the Corporation

7.5 Books and Records - The necessary books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- (a) The Corporation’s articles and By-Laws;
- (b) The minutes of meetings of the Members and of any committee of Members;
- (c) The resolutions (motions) 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 (motions) of the Directors and of any committee of Directors;
- (f) A register of Directors for Ontario Corporate Annual Return
- (g) A register of Officers for Ontario Corporate Annual Return
- (h) A register of Members for Ontario Corporate Annual Return
- (i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation.

7.6 Signing Authority - All cheques, drafts or orders or high value contracts for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of its officers or directors as determined by Ordinary Resolution of the Board. In addition, 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 will be executed.

7.7 Property - the Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 High Value Contracts – All financial instruments and contracts with a value larger than \$1,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.

Remuneration

7.9 No Remuneration - All Directors and Officers will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. Furthermore, all Directors and Officers will not be employed by, contracted or receive remuneration of any kind from the Corporation.

Conflict of Interest

7.10 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and

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

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-Laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

ARTICLE IX NOTICE

9.1 Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - the Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI DISSOLUTION

11.1 Dissolution – The Corporation may be dissolved in accordance with the Act and its assets will be distributed to an organization whose objects are beneficial to the community.

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-Laws are ratified by a Special Resolution of the voting Members of the Corporation entitled to vote at a Meeting of Members duly called and held electronically on September 13, 2018.