



Bylaws of the Manotick Curling Center

5519 South River Drive, Manotick, Ontario, K4M 1J3

ARTICLE I GENERAL

1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the Manotick Curling Center

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

- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010* and any subsequent amendments.
- b) *Auditor* – an individual, partnership, or corporation appointed by the members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the members at the next Annual Meeting in accordance with the Act.
- c) *Annual Meeting (AM)* - is a yearly meeting of the membership to review corporate financials, pass an annual budget, elect directors and vote on resolutions of the corporation.
- d) *Board* – the Board of Directors of the Corporation.
- e) *Corporation* – the Manotick Curling Center (MCC).
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Extraordinary Resolution* -a resolution passed by not less than eighty (80) percent of the votes cast on that resolution. Used by the Members at a Special or Annual Members Meeting to decline to appoint an auditor.
- h) *In Writing* – shall include both hard copy and/or electronic communication.
- i) *Officer* – A Board member assigned with signing authority for the Corporation
- j) *Ordinary Resolution* – a resolution passed by a majority of member votes cast on that resolution or consented to by all voting members entitled to vote on that resolution. Used by: a) The Board to vote to hold a Special Members Meeting, b) The Board of Directors voting at a Board meeting, c) The Board to designate someone to have signing authority on behalf of the corporation, d) The members at a Special Members meeting to appoint an auditor.
- k) *Special Meeting* – A meeting of the members called at any time by Ordinary Resolution of the Board or upon the written requisition of at minimum 20 Members the membership
- l) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be

submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution. Used by: a) The Members at a Special Meeting to remove a director, b) The Board to remove a director, c) Acquisition, lease, sell of Property, d) Borrowing, e) amend the articles of incorporation

- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its members and any profits to the Corporation will be used in promoting its objects.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to the “MCC Simplified Rules of Order”. These rules can be found on the MCC website under Our Club\Club Organization – Policies.
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, and words importing persons will NOT include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Membership Criteria

- a) Membership is open to anyone
- b) A member of the Corporation in good standing is one who has registered and fully paid their dues (received by the Treasurer) for the current curling season (valid October 1 to September 30 of the following year). and

Membership Authority

2.3 Membership Authority – A Member of the Corporation will have the following powers:

- a) To appoint the Auditor;
- b) To amend the By-laws;
- c) To elect Directors;
- d) As provided in the Act and in these By-laws; and
- e) Approve a budget for the upcoming curling season.

Admission of Members

2.4 Admission of Members – Any person will be admitted as a member:

- a) by making an application for membership in a manner prescribed by the Corporation;

- b) by paying fees as prescribed by the Board;
- c) by agreeing to uphold and comply with the Corporation's documents including the 'Members Code of Conduct', policies and its bylaws. These rules can be found on the MCC website under Our Club\Club Organization – Policies.
- d) by meeting any other condition of membership determined by the Board;

Membership Fees and Duration

- 2.5 Fees – Membership fees will be determined annually by the Board.
- 2.6 Arrears – A Member may be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.7 Discipline – A Member may be disciplined or terminated in accordance with the Corporation's policies, specifically the Corporations Code of Conduct, and procedures relating to the discipline of Members.

Members that cease to be in good standing, as determined by the Board or a disciplinary panel, of the board, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

- 2.8 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members;
 - b) To participate in the Corporation's activities; and
 - c) To participate in other events associated with the Corporation.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.

Electronic Annual Meetings will be held only in extraordinary circumstances where it is dictated by Government Order or other circumstances declared by the Board. These meetings will have the following rules:

- Quorum will be ascertained by all the Members logged in.
- Be held by Videoconference or Teleconference technology that supports voting/polling features

- Each Member wishing to vote will need to log into the software individually. Voting will be performed using the software polling feature and results will be displayed to all those in attendance.
- Proxy voting is not supported

3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of at minimum twenty (20) 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. The Special Meeting must be called within sixty (60) days of receiving the requisition.

3.3 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.4 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

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

3.6 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a member's proposal, has been submitted to the Board thirty-five (35) days prior to the meeting of the Members in accordance with procedures as approved by the Board. This procedure can be found on the MCC website under Our Club\Club Organization – Policies\Members Procedure for Submitting an Annual Meeting Motion. 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.

3.7 Quorum – Thirty (30) Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting. A quorum must be maintained for voting on motions or voting for directors. If Quorum is not maintained when any motions or voting of directors is set to occur then they cannot proceed and the members present shall set a new fixed time and place to reconvene. No new business will be transacted at the reconvened meeting. Any motions or voting of directors occurring before quorum is lost remains valid.

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

3.9 Suspension of Meetings - With the majority consent of the Members present and quorum is ascertained, the Members may suspend 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 suspended meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.10 Attendance - The only persons entitled to attend a meeting of the Members are Members, Members possessing a proxy, the Directors, the auditors of the Corporation (or the persons who have been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

3.11 Voting Rights – Members 18 years of age or older will have one vote each. Members under 18 will have one vote for Fundamental Changes in 12.1.

3.12 Voting Powers – Each Member is entitled to vote on every issue.

3.13 Proxy Voting – Every Member entitled to vote at an In-Person meeting of Members may, by means of a proxy, appoint a proxy holder, to attend and vote on behalf of the Member. The proxy holder must themselves be a member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Scrutineer prior to the meeting

3.14 Proxy Holder – A proxy holder can only hold a maximum of two (2) proxies.

3.15 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot unless a secret ballot is requested by a member and the technology allows for it in the case of meetings by Telecommunications.

3.16 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the resolution will be defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of seven (7) and a maximum of twelve (12) Director positions.

4.2 Composition of the Board – The Members shall vote directly for the positions of Chair, Vice-Chair, Treasurer and Secretary at the Annual Meeting. The Chair and Vice-Chair normally must have at

least one (1) year of previous MCC Board experience, but this is not a rule. In addition, the Members will vote for a number of Open 'Director at Large Positions', the number of which will be set by the Board as is deemed necessary to run the Corporation. The Directors at Large will be assigned roles by mutual agreement with the Board.

4.3 Board Member Roles and Responsibilities - A description of the roles and responsibilities for each board member is provided on the MCC website under Our Club\Club Organization - Policies in the document "Board Members Roles & Responsibilities".

4.4 Eligibility – To be eligible for election as a director, an individual must be a member and:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the Substitute Decisions Act, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

Election of Directors

4.5 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.6 Nomination - Any nomination of an individual for election as a director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Corporation twenty-eight (28) days prior to the Annual Meeting. This timeline may be extended or shortened by Ordinary Resolution of the Board.
- d) Nominations will be accepted at a members meeting providing a) is adhered to.

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

4.8 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the term is expiring and/or any Director position that is vacant.

4.9 Director Elections – Elections for Director positions will be decided by the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – nominees elected by acclamation.

- b) Each of the positions of Chair, Vice-Chair, Secretary and Treasurer will be voted for separately if vacant or if the term has expired. The nominee receiving the largest number of votes is elected.
- c) Each of Available Director at Large Positions will be voted for separately from the officers if vacant or if the term has expired. The nominee receiving the largest number of votes is elected.
- d) In the case of ties in the number of votes received, another vote will be conducted for those tied positions and the final positions will be filled by electing the nominee(s) who receive the largest number of votes.

4.10 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

4.11 Terms - Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

4.12 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Chair 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.

A director who is absent from three (3) consecutive board meetings without being granted a temporary leave of absence will be deemed to have resigned.

4.13 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be of unsound mind;
- d) The Director becomes bankrupt;
- e) The Director dies;
- f) The Director is no longer a Member in Good Standing; or
- g) The Director has an undeclared Conflict of Interest

4.14 Removal – An elected Director may be removed by Special Resolution of the Members at a Special Meeting. A Director may be suspended by the Board pending a vote by the Members and provided the Director has been given reasonable notice of, and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.15 Vacancy - When the position of a director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified Member to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a director is removed by the Members at a meeting of the Members, the Members may elect a director to fill the unexpired term at the same meeting.

Meetings of the Board

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

4.17 Chair – The Chair of the corporation will be the Chair of all Board meetings unless they otherwise designate. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, the Vice-Chair (or designate) will be the Chair of the meeting.

4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.19 Number of Meetings – The Board will meet as required, normally monthly during curling season and as required at other times of year.

4.20 Quorum – At any meeting of the Board, quorum will be fifty percent (50%) of Directors holding office.

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot and the technology allows for it in the case of meetings by Telecommunications. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the resolution will be defeated.

4.22 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

4.23 Written Resolutions - A resolution in writing presented to ALL the Directors and approved by the majority is as valid as if it had been passed at a meeting of the Board.

4.24 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:

- a) Discipline of any Director or Member;
- b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
- c) Recruitment and employment of personnel;

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

4.25 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. Members can request an invitation by making their request known to any board member who will bring it to the board for approval.

4.26 Meetings by Telecommunications - A meeting of the Board may be held by 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. Additionally, for an in-person meeting of the Board, a director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

4.27 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

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

4.29 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ, engage under contract, or add as volunteer non-voting directors, such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, membership fees, and other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Invest funds, using a low-risk strategy, for the purpose of furthering the objects and purposes of the Corporation;

- i) Manage the Corporation's assets and resources 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;
- k) Create named portfolios and assign Directors to head such portfolios;
- l) Perform any other duties from time to time as may be in the best interests of the Corporation; and.
- m) Apply for any Grants and Contributions

ARTICLE V OFFICERS

5.1 Composition – A minimum of four (4) Officers will be appointed by the Board. The Board positions automatically made officers are: Chair, Vice-Chair, Treasurer and Secretary.

5.2 Duties – As described in Section 7.6

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees and prescribe the duties and terms of reference of these committees.

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

6.3 Debts – No Committee will have the authority to incur debts in the name of the Corporation

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be May 1 to April 30 of the following year. An audit, if required, must be completed within six (6) months of the end of the financial year.

7.2 Bank - The banking business of the Corporation will be conducted at such Canadian financial institutions as the Board may determine.

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor, if required, to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit.

The decision of what type of financial review that needs to be conducted for the financial year just ended at the time of the annual Members meeting, will be based on both revenue amount and whether

grant money was received in the previous financial year. Consult the following document, "ONCA Financial Reporting Rules for MCC". These rules can be found on the MCC website under Our Club\Club Organization – Policies.

The Board will recommend an auditor, if needed, for the members to consider along with approximate cost and completion date.

7.4 Annual Financial Statements – The Board will approve financial statements evidenced by signatures of the Chair and another Director 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. The Financial Statements will include:

- a) Income & Balance Sheet statements;
- b) The auditor's report (if any) or review engagement report (if any);
- c) The next seasons budget; and
- 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;
- c) The resolutions of the Members;
- d) The minutes of meetings of the Directors;
- e) The resolutions of the Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Corporation. The Treasurer is authorized to pay non-discretionary expenses as detailed in the following Policy document without approval of another Officer:

MCC Non-Discretionary Expense List (Located on the MCC website under Our Club\Club Organization - Policies.)

7.7 Property - The Corporation upon approval of its Members 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. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members in advance.

7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.10 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

7.11 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 – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE IX NOTICE

9.1 Written Notice - In these By-laws, written notice will 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. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

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 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 postmarked.

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

ARTICLE X DISSOLUTION

10.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to another organization with similar goals.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify - The Corporation will not indemnify a Director or any Member 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 them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The Member acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance - The Corporation will, at all times, maintain in force Directors and Officers liability insurance.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 **Fundamental Changes** – A Special Resolution of all members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) change 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;

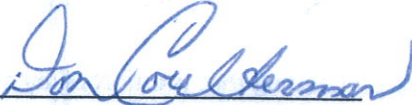
- f) divide any category of members into two or more categories and fix the rights and conditions of each category;
- g) add, change or remove a provision respecting the transfer of a membership;
- h) increase or decrease the number of, or the minimum or maximum number of directors;
- i) change the purpose 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 BY-LAWS

13.1 Ratification – These By-laws were ratified by the members of the Corporation at a meeting of members duly called and held on the date of the 2024 Annual Meeting. This date shall be considered the date these by-laws were first formally adopted.

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

Approved on the 2nd day of June, 2024.

President/Chair: 

Secretary: 