

# Ontario Ultimate

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*A Bylaw to regulate the general affairs of the Corporation, in accordance with the Ontario Corporations Act (the "Act"), as amended*

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## Article 0 – Definitions

0.1 The following terms have these meanings in this Bylaw:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, or reorganization;
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting in accordance with the Act.
- d) *Board* – the Board of Directors of the Corporation.
- e) *Corporation* – Ontario Ultimate.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to this Bylaw, and collectively, Directors.
- h) *Ex-Officio* – membership or appointment by virtue of office.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to this Bylaw.
- j) *Governing Documents* – the Corporation’s Bylaws, rules, regulations, policies and procedures.
- k) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or at meeting of Members.
- l) *Registrant* - Any individual registered with an Ultimate Club and has agreed to abide by the Corporation’s Governing Documents.
- m) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the Members.
- n) *Ultimate Club* – Any non-profit or for-profit organized ultimate frisbee club composed of Registrants and has agreed to abide by the Corporation’s Governing Documents

## Article 1 - General

- 1.1 The head office of the Corporation shall be in the Province of Ontario and at such place therein as the Board may from time to time determine.

- 1.2 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.
- 1.3 Except as provided in the Act, the Board will have the authority to interpret any provision of this bylaw that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.4 Unless otherwise specified in this bylaw, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.5 All terms contained in this bylaw that are defined in the Act will have the meaning given to such terms in the Act. Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.6 The headings used in this bylaw are inserted for convenience of reference only.

## Article 2 - Membership

- 2.1 The membership shall consist of organizations, in the following categories:
  - 2.1.1 Voting Member - Any Ultimate Club Registered with the Corporation and has agreed to abide by the Corporation's Governing Documents.
- 2.2 No candidate for membership will be admitted as a Member of the Corporation unless:
  - 2.2.1 The candidate member has made an application for membership in a manner prescribed by the Corporation;
  - 2.2.2 The candidate member has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board;
  - 2.2.3 If, at the time of applying for membership and the candidate member is currently a Member, the candidate member is a Member in good standing;
  - 2.2.4 If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
  - 2.2.5 The candidate member has paid dues as prescribed by the Board.
- 2.3 Each Voting Member shall appoint a delegate who may attend and participate in any special or general meeting of the members. That delegate will be entitled to vote on each question arising at any special or general meeting of the members. Each Voting Member shall promptly be informed by the Secretary of their admission as a Voting Member and of the quantity of their votes according to the following formula:
  - 2.3.1 Determine the number of Registrants represented by each member. The number of registrants represented by a Voting Member is the number of registrant fees paid to the Corporation by their Ultimate Club in the most recently completed fiscal year. Each member receives one vote per Registrant.
  - 2.3.2 Delegates may not split their votes between different parts of a question put to the floor.
- 2.4 Membership in the Corporation is non-transferable.

- 2.5 Membership in the Corporation will terminate immediately upon:
  - 2.5.1 The expiration of the Member's annual membership, unless renewed in accordance with this Bylaw.
  - 2.5.2 Resignation by the Member by giving written notice to the Corporation.
  - 2.5.3 Dissolution of the Corporation.
  - 2.5.4 Dissolution if the member is a corporation or representing a Corporation.
  - 2.5.5 By Ordinary Resolution of the Directors or the Members at a duly called meeting, provided 15 days notice is provided with reasons and the member is provided an opportunity to be heard.
- 2.6 A Member or Registrant may not resign from the Corporation when the Member or Registrant is subject to disciplinary investigation or action of the Corporation.
- 2.7 A Member or Registrant will be expelled from the Corporation for failing to pay dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- 2.8 In addition to expulsion for failure to pay dues, a Member or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.
- 2.9 A Member will be in good standing provided that the Member:
  - 2.9.1 Has not ceased to be a Member;
  - 2.9.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - 2.9.3 Has completed and remitted all documents as required by the Corporation;
  - 2.9.4 Has complied with the Constitution, Bylaw, policies and rules of the Corporation;
  - 2.9.5 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
  - 2.9.6 Has paid all required membership dues.
- 2.10 Members who cease to be in good standing, as determined by the Board, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership, including but not limited to programming or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

### Article 3 - Fees

- 3.1 All Voting Members shall pay a membership fee as determined from time to time by Ordinary Resolution at a meeting of the Board. This fee entitles Voting Members to membership in the Corporation for the current membership year.
- 3.2 Unless otherwise determined by the Board, the membership year of the Corporation will be January 1 to December 31.

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

## Article 4 - Board of Directors

- 4.1 The affairs of the Corporation shall be managed and administered by a Board consisting of seven Directors.
- 4.2 Any individual who is eighteen (18) years of age or older, who is not un-discharged bankrupt, who has the power under law to contract, has not been found under the *Substitute Decisions Act*, 1992 or under the Mental Health Act to be incapable of managing property, has not been declared incapable by a court in Canada or in another country, and is not a director or employee of a Member, may be nominated for election as a Director.
- 4.3 All contractors or employees of the Corporation, or member organizations, if there are any, may not concurrently hold a position on the Board as a Director.
- 4.4 Elections will be decided by vote of the Members in accordance with the following:
- 4.4.1 Number of Valid Nominations equal to positions available – Winner(s) declared by Ordinary Resolution.
- 4.4.2 More Valid Nominations than open positions – Winner(s) is the nominee receiving the greatest number of votes and an Ordinary Resolution. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by resolution.
- 4.5 Elected Directors will serve terms of one year, up to a maximum of three consecutive terms, and will hold office until their successors have been duly elected in accordance with this bylaw, unless they resign, or are removed from or vacate their office.
- 4.6 Meetings of the Board may be formally called by the President. The Secretary may call meetings on direction in writing of two other directors.
- 4.7 A Director 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, 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.
- 4.8 The Board shall determine by Ordinary Resolution, whether or not a Director has a conflict of interest. A Director who declares conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter.

- 4.9 At all meetings of the board, every question shall be determined by an Ordinary Resolution unless otherwise specially provided for by the Act, by this Bylaw or by the currently accepted Rules of Order of the Board.
- 4.10 The Board may exercise or direct the exercise of all such powers of the Corporation as are not by the Act or by this Bylaw required to be exercised by the Members at General Meetings.

### Vacancies

- 4.11 Vacancies on the Board, however caused, may so long as there is a quorum of Directors remaining in office, be filled by the Directors by appointment from among qualified candidates, if the Board shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancy or vacancies.
- 4.12 The office of a Director on the Board shall be automatically vacated:
- 4.12.1 If by notice in writing delivered to the President, a Director resign their office. Where 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;
- 4.12.2 If by Ordinary Resolution of those present at a Special or General Meeting of the Members called for that purpose, they are removed from office;
- 4.12.3 If the Director is absent from Meetings of the Board for a period greater than four consecutive months, and a required vote held at the next Board meeting does not confirm the Director in their position by a two-thirds majority vote of the Board at that meeting; or
- 4.12.4 Otherwise, in accordance with the provisions of the Act.

### Quorum and Meetings

- 4.13 No less than two-thirds the number of directors holding office that constitutes the Board will form a quorum for the transaction of business, but quorum will never be less than three (3) Directors. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- 4.14 Notice of such meetings shall be mailed, emailed or telephoned to each director not less than 48 hours before the meetings are to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such regular meeting, no notice need be sent. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. 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.
- 4.15 The Directors may consider or transact any business at any meeting of the Board.

- 4.16 A resolution in writing signed by all the Directors is as valid as if it had been passed at a Board meeting.
- 4.17 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.18 A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### **Voting**

- 4.19 The President shall act as the Chairperson of the Board. All Directors present may vote on any question. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 4.20 At all meetings of the Members, Directors or committees, in case of an equality of votes at any meeting, whether by a show of hands or at a poll, the Chairperson of that meeting shall be entitled to a second or casting vote to make or break a tie.

### **Article 6 - Errors in Notice, Board of Directors**

- 5.1 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **Article 7 - Powers and Duties**

- 6.1 The Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract that the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to do.
- 6.2 The Board may lease property for a certain period to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board.
- 6.3 The Board may appoint any person or persons to perform any function for which it deems necessary to efficiently conduct the Corporation's business. The Board will be responsible for the hiring and releasing of all employees, contractors and volunteers.
- 6.4 The Board may make policies and procedures relating to discipline of Members and will have the authority to discipline Members in accordance with such policies and procedures.

- 6.5 Every Director will:
- 6.5.1 Act honestly and in good faith with a view to the best interests of the Corporation; and
  - 6.5.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **Article 8 - Officers of Corporation**

- 7.1 There shall be offices of President, Vice President and Secretary. Other Directors shall be Directors-At-Large. No person shall serve as an Officer if after election they have been disqualified as a Director of the Board. The offices of President, Vice President and Secretary shall be occupied by different persons. All contractors, if there are any, may not concurrently hold a position as an Officer.
- 7.2 The offices of the President, the Vice-President and the Secretary shall collectively be known as the Executive. The Executive shall be empowered to act on behalf of the Corporation and granted all the powers of the Board between Board meetings.
- 7.3 The positions of President, Vice President and Secretary shall be elected by an Ordinary Resolution at a Board meeting called for that purpose, immediately following the Annual General Meeting.

### **Duties of the President**

- 7.4 The President shall be an ex officio member of all standing committees.
- 7.5 The President shall, when present, preside at all meetings of members of the Corporation. The President shall also be charged with the general management and supervision of the affairs and operations of the Board of the Corporation. During the absence or inability of the President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercise any such duty or power, absence or inability of the Chairperson shall be presumed with reference there to.
- 7.6 The President, or the Secretary in the absence of the President, shall be the official spokesperson for releasing to the public only such information as is authorized from time to time as official policy.

### **Duties of the Vice President**

- 7.7 The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform other such duties as the Board from time to time may by resolution determine. In the absence or disability of the Secretary, the Vice President shall perform the duties and exercise the powers of the Secretary, and shall perform other such duties as the Board from time to time may by resolution determine.

### **Duties of the Secretary**

- 7.8 The Secretary shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall cause financial statements of the Corporation, for the just completed fiscal year and any other financial statements the Board may from time to time require, to be prepared and presented to the members.
- 7.9 The Secretary shall deposit to the credit of the Corporation, in a bank or trust company to be named by the Board, all sums of money received by the Corporation. The Secretary shall disburse the funds of the Corporation in the regular course of its work or as he or she may be ordered or approved by the Board.
- 7.10 The Secretary shall ensure the minutes of each meeting are taken and will present them at the subsequent meetings at the direction of the Board. She or he will be responsible for the safe custody of all corporate books and records and must release no information from these books and records except as authorized by the Board as required by statute, and be responsible for ensuring that all records of the Corporation are accessible to those permitted in a timely fashion. In the absence or disability of the President and Vice-President, the Secretary shall perform the duties and exercise the powers of the President and Vice-President, and shall perform other such duties as the Board from time to time may by resolution determine.

## Article 9 – Committees

- 7.11 The Board shall establish standing and temporary committees that the Board deems necessary to adequately serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the Chairperson of that committee. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves such current, useful purpose. All temporary committees of the Board are automatically dissolved at the Annual General Meeting.
- 8.1 All committee Chairpersons are responsible for providing a report to the Board at each meeting of the Board. If for some reason they are unable to be present, it is expected that they will provide a summarized written report to the Board to be delivered by another Director.
- 8.2 Committees may meet as often as required, but must meet at least once every three months.
- 8.3 Committees do not have any powers beyond what the Board may from time to time grant them. Committees are to make recommendations for motions to the Board that the Board may consider their input.
- 8.4 The Board may remove any Committee or any member of any Committee.
- 8.5 The Board may establish the terms of reference and operating procedures for all Committees and delegate any of its powers, duties, or functions to any Committee.



## Article 10 - Annual & Special Meetings of Members

- 9.1 The general meeting of the Members shall be held at a location in the Province of Ontario as the Board may determine and on such day as the Board shall appoint.
- 9.2 The President of the Board will chair all meetings of Members. In the event that the President is absent, this duty will fall to the Vice-President and then to the Secretary. If none of the Executive are present, the Voting Members who are present and entitled to vote at the meeting shall choose a chair of the meeting.
- 9.3 A general meeting shall be held a minimum of once every 15 months since the last annual general meeting, or as stipulated by the Act.
- 9.4 The annual general meeting shall be held within six months following the end of the fiscal year, or as stipulated by the Act. Any Member, upon request, will be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.
- 9.5 At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, the minutes of the previous general meeting and the report of the auditors shall be presented. The auditors shall be appointed by Ordinary Resolution for the subsequent fiscal year.
- 9.6 A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten percent or more of the Voting 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 21 days from the date of the deposit of the requisition.
- 9.7 A person nominated to be a Director of the Corporation must be in attendance at the meeting at which they are to be elected. Each nomination must be seconded.
- 9.8 Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such mean available. A person so participating in a meeting is deemed to be present at the meeting.
- 9.9 Written or electronic notice of meetings of Members will be given to all voting Members at least ten (10) 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 and reasonable information to permit Members to make informed decisions; and state the text of any special resolution to be decided.
- 9.10 Any person who is entitle 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 this Bylaw.

9.11 No other item of business will be included in the notice of the Member's meeting unless notice in writing of such other item of business, or a Member's proposal has been given to the Secretary at least sixty (60) days prior to the annual meeting.

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

## **Article 11 - Notice**

10.1 No error or omission in giving notice of any general meeting of any adjourned meeting, whether election or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Corporation. An address may include any e-mail address provided by the Member.

10.2 In this Bylaw, written notice will mean notice which is hand-delivered or provided by mail, fax, e-mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

10.3 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

10.4 The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the Meeting.

## **Article 12 - Adjournments**

11.1 Any meeting of the Corporation or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **Article 13 - Quorum of Members**

12.1 A quorum for a member's meeting and for transaction of any business at such meeting shall be at least 50% of paid up Voting Members. 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.

## **Article 14 - Voting of Members**

- 13.1 Subject to the provisions, if any, contained in this Bylaw, each Voting Member shall at all meetings of Members be entitled the number of votes expressed in the formula in 3.3.1.
- 13.2 At all meetings of Members every question shall be decided by Ordinary Resolution of the Voting Members present in person or represented by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have votes equal to the formula in 3.3.1, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to the effect in the minutes of the meeting shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by Ordinary Resolution given by the members present. Such poll shall be taken in such a manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question.
- 13.3 A resolution in writing signed by all the Voting Members is as valid as if it had been passed at a Members' meeting.

## **Article 15 - Financial Year**

- 15.1 Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

## **Article 16 - Duties of Other Officers**

- 16.1 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **Article 17 - Execution of Documents**

- 17.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and Secretary or by any person authorized by the Board.
- 17.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary or by any person authorized by the Board.

- 17.3 Notwithstanding any provisions to the contrary contained in this Bylaw, the Board may at any time by Ordinary Resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
- 17.4 At each Annual General Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation. 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.
- 17.5 The Board will approve financial statements of the Corporation of the last fiscal year of the Corporation but not more than six months before the Annual General Meeting and present the approved financial statements before the members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any voting member requesting a copy of the Financial Statements not less than 21 days before the Annual General Meeting.
- 17.6 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.
- 17.7 All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with this bylaw.
- 17.8 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 18 - Books and Records

- 18.1 The Directors shall see that all necessary books and records of the Corporation required by the Bylaw of the Corporation or by any applicable statute or law are regularly and properly kept.

## Article 19 - Cheques

- 19.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the President, the Secretary, the Vice President, and the duly appointed fourth signing officer of the Corporation. Any one of such signing officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for

deposit with the Corporation's bankers or the same may be endorsed "for Collection" or "for deposit" with the bankers of the Corporation. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release verification slips.

## Article 20 - Borrowing

- 20.1 The Board may, subject to the Bylaw of the Corporation herein:
- 20.1.1 Borrow money on the credit of the Corporation, or
  - 20.1.2 Issue, sell or pledge securities of the Corporation, or
  - 20.1.3 Charge, mortgage, hypothecate or pledge all or any of the personal property of the Corporation, including book debts rights, powers, franchises and undertakings, to secure any other obligation or liability of the Corporation, or
  - 20.1.4 Conduct lotteries in accordance with applicable existing laws.
- 20.2 From time to time the Board of Directors may authorize any director, officer, employee or contractor of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any monies borrowed generally to manage, transact and settle the borrowing of money by the Corporation for its purpose to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario; and sell, transfer and assign such investments from time to time, for which purposes the signatures of the Secretary and the President shall be sufficient.

## Article 21 – Bylaws, Resolutions and Amendments

21.1 Voting – These By-laws may only be amended, revised, repealed or added to:

- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote 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.
- b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
  - i. By Ordinary Resolution of the Board. Any By-laws amendments 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.
  - ii. By 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. Any By-laws amendments 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.

21.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

## **Article 22 - Repeal of Previous Bylaws**

- 22.1 When approved by an Annual General Meeting of the Corporation this draft will shall here forth be regarded as the Bylaw of the Corporation; the previous Bylaws and amending Bylaws thereto are repealed.

## **Article 23 - Liabilities and Indemnity**

- 23.1 Every Director or Officer of the Corporation in exercising the powers and discharging the duties of a Director or Officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or contractor or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of the office or in relation thereto, provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 23.2 Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, an ex officio, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if (a) the person acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that their conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.
- 23.3 The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

## **Article 24 - Dissolution**

24.1 The Corporation may be dissolved in accordance with the Act. Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

## **Article 25 – Fundamental Changes**

25.1 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 By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- 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 purposes of the corporation;
- j) Change to whom the property remaining on liquidation after the discharge of 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 method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

## **Article 26 – Adoption of this bylaw**

26.1 This bylaw is ratified by a Special Resolution of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on 2015 April 11th.

26.2 In ratifying this bylaw, the Members of the Corporation repeal all prior Bylaw of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaw.

PASSED by the Board of Directors: (2015/01/23)

ENACTED at the Annual General Meeting: (2015/04/11)