



RINGETTE ONTARIO BY-LAWS

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1.0 GENERAL

1.0 PURPOSE

These By-laws relate to the general conduct of the affairs of the Ontario Ringette Association.

1.1 DEFINITIONS

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

- 1.1.1 *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- 1.1.2 *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.
- 1.1.3 *Board* – the Board of Directors of the Corporation.
- 1.1.4 *Corporation* – Ringette Ontario.
- 1.1.5 *Days* – days including weekends and holidays.
- 1.1.6 *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- 1.1.7 *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- 1.1.8 *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- 1.1.9 *Region* – A geographical area defined by the Board of Directors which is composed of Registered Members, situated in the designated geographical area who have adopted the Association's Bylaws, policies, rules and regulations.
- 1.1.10 *Special Resolution* – a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the voting members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the voting members entitled to vote at such meeting.

1.2 REGISTERED OFFICE

The registered office of the Corporation will be located within the Province of Ontario.

1.3 CORPORATE SEAL

The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.4 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.

1.5 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 objects 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 Robert's Rules of Order (current edition).

1.7 INTERPRETATION

Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 HEADINGS

The headings used in the By-laws are inserted for convenience of reference only.

2.0 MEMBERSHIP

2.0 CATEGORIES

The Corporation has the following category of Registered Member:

- 2.0.1 **Quality Ringette Provider:** Voting Member. A ringette club association that is registered as a member of the Corporation and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.
- 2.0.2 **Adult Affiliate Team:** Non-Voting Member. Adult teams created for the purpose of competition and registered directly with the organization and not through a Quality Ringette Provider. Members have agreed to abide by the Corporation's By-Laws, policies, procedures, rules and regulations.

- 2.0.3 **Sanctioned Ringette League:** Non-Voting Member. A ringette league sanctioned by the Organization to operate in Ontario and has agreed to abide by the Corporation's By-Laws, policies, procedures, rules and regulations.

2.1 ADMISSION OF MEMBERS:

- 2.1.1 No entity will be admitted as a Member of the Corporation unless:
- 2.1.1.1 The candidate member has made an application for membership in a manner prescribed by the Corporation;
 - 2.1.1.2 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;
 - 2.1.1.3 The candidate member has paid dues as prescribed by the Board;
 - 2.1.1.4 The candidate member agrees to uphold and comply with the Corporation's governing documents;
 - 2.1.1.5 The candidate member meets any other condition of membership determined by the Board; and
 - 2.1.1.6 The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.2 MEMBERSHIP DUES AND DURATION

- 2.2.1 Year: Unless otherwise determined by the Board, the membership year of the Corporation will be July 1st to June 30th.
- 2.2.2 Dues: Membership dues will be determined annually by the Board.
- 2.2.3 Duration: Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.3 TRANSFER, SUSPENSION AND TERMINATION OF MEMBERSHIP

- 2.3.1 Transfer: Membership in the Corporation is non-transferable.
- 2.3.2 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.3.3 Termination: Membership in the Corporation will terminate immediately upon:
- 2.3.3.1 The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;

- 2.3.3.2 The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.0 of these By-laws;
- 2.3.3.3 Resignation by the Member by giving written notice to the Corporation;
- 2.3.3.4 Dissolution of the Corporation;
- 2.3.3.5 The Member's dissolution (if not a real person); or
- 2.3.3.6 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.

2.3.4 May Not Resign: A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action until its conclusion to the satisfaction of the Corporation.

2.3.5 Arrears: A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

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

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

2.4 GOOD STANDING:

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

- 2.4.1.1 Has not ceased to be a Member;
- 2.4.1.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- 2.4.1.3 Has completed and remitted all documents as required by the Corporation;
- 2.4.1.4 Has complied with the By-laws, policies, and rules of the Corporation;
- 2.4.1.5 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

2.4.1.6 Has paid all required membership dues.

2.4.2 Privileges of Good Standing - Subject to these Bylaws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and, if a Voting Member, 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.

2.4.3 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel (provided authority to make such decisions in accordance with the Corporation's policies relating to discipline and complaints) 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.

3.0 MEETINGS OF MEMBERS

3.0 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. 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.

3.1 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.

3.2 PARTICIPATION/HOLDING BY ELECTRONIC MEANS

Upon the discretion of the Board, 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 means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

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 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 or by absentee ballot, 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 sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.7 QUORUM

Twenty-five percent (25%) of the voting 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, even if a quorum is not present throughout the meeting.

3.8 CLOSED MEETINGS

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

3.9 AGENDA

The agenda for the Annual Meeting may include:

- 3.9.1 Call to order
- 3.9.2 Establishment of quorum
- 3.9.3 Approval of the agenda
- 3.9.4 Approval of minutes of the previous Annual Meeting
- 3.9.5 Presentation and approval of reports
- 3.9.6 Report of Auditors
- 3.9.7 Appointment of Auditors
- 3.9.8 Presentation of Budget
- 3.9.9 Business as specified in the meeting notice
- 3.9.10 Election of new Directors
- 3.9.11 Adjournment

3.10 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.

3.11 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.

3.12 ATTENDANCE

The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has 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.

3.13 VOTING AT MEETINGS OF MEMBERS

- 3.13.1 Voting Privileges: Voting Members in Good Standing will have the following voting rights via Delegate at all meetings of Members as follows: one (1) vote for every one hundred (100) registered players (U6LTS through to 30+ Masters) registered with the Corporation in the past season (September 15th – September 14th).

For example:

1 – 100 registered players = 1 vote

101-200 registered players = 2 votes

201-300 registered players = 3 votes

3.14 DELEGATES

Voting Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the voting Member. Delegates must be at least eighteen (18) years of age and of sound mind.

3.15 ELIGIBILITY OF VOTES

A date determined by the Board will be used to determine the number of votes a Member will hold at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 PROXY VOTING

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Registered Participant. A proxy must:

3.16.1 Be signed by the Member;

3.16.2 Be in a form that complies with the Act;

3.16.3 Comply with the format stipulated by the Corporation; and

Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours days prior to the meeting of the Members

3.17 VOTING BY MAIL OR ELECTRONIC MEANS

A Member may vote by mail, or by telephonic or electronic means if:

3.17.1 The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;

3.17.2 The votes may be verified as having been made by the Member entitled to vote; and

3.17.3 The Corporation is not able to identify how each Member voted.

3.18 ABSENTEE VOTING

A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the registered office of the Corporation prior to the vote being taken.

3.19 VOTING PROCEDURES

Except upon the demand, by at least majority of the Members present, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

3.20 ORDINARY RESOLUTION

Except as otherwise provided in these By-laws or the Act, an Ordinary Resolution will decide each issue/motion/resolution.

3.21 WRITTEN RESOLUTION

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

4.0 GOVERNANCE

4.0 COMPOSITION OF THE BOARD

4.0.1 Directors: The Board will consist of eleven (11) Directors.

4.0.2 Composition of the Board: The Board will consist of the following:

4.0.2.1 Five (5) Regional Directors

4.0.2.2 Five (5) Directors-At-Large

4.0.2.3 One (1) Athlete Director

4.0.3 Regions: As determined by the Board, the province will be divided into Regions (Central, Eastern, Northeastern, Southern and Western) within which the Members of the Corporation operate. The Regions will adapt and apply to the Corporation's by-laws for the purposes of their operation and election of their officers.

4.0.4 Regional Directors: The Chair of each Region, upon being elected by the Members within each Region, will become an ex-officio Director of the Corporation. The Region must submit the identity of the Regional Director within ten (10) days of the election to the Corporation.

4.0.5 Directors-at-Large: Directors-at-Large will be elected by the voting Members.

4.0.6 Athlete Director: The Athlete Director will be elected by the voting Members.

4.1 ELIGIBILITY OF DIRECTORS

4.1.1 Eligibility – To be eligible as a Director, an individual must:

4.1.1.1 Be eighteen (18) years of age or older;

4.1.1.2 Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;

4.1.1.3 Have the power under law to contract;

4.1.1.4 Have not been declared incapable by a court in Canada or in another country; and

4.1.1.5 Not have the status of bankrupt.

- 4.1.2 Eligibility of Athlete Director – In addition to Section 4.1.1, any individual elected or appointed to hold the position as the Athlete Director will meet the eligibility criteria defined in the Athlete Director Eligibility Requirements.
- 4.1.3 Governance Conflict – Any individual who is a Director, excluding Regional Directors who may only assume the position as a Regional Committee Member, will resign from any governing position as a director, officer or committee member of any other ringette association within thirty (30) days of being elected or appointed as a Director of the Corporation.

4.2 ELECTION OF REGIONAL DIRECTORS

- 4.2.1 Election of Regional Directors: Regional Directors will be elected by the Regional Members for a two (2) year term at least fourteen (14) days prior to an Annual Meeting as follows:
 - 4.2.1.1 The Eastern and Southern Regional Directors will be elected in even numbered years at their regional annual meetings.
 - 4.2.1.2 The Northeastern, Central and Western Regional Directors will be elected in odd numbered years at their regional annual meetings.
- 4.2.2 Number of Votes: Each voting member at a Regional election will be entitled to the number of votes described in these By-laws.
- 4.2.3 Elections: Regional Directors will be decided elected by the Members situated in the Region in accordance with the following:
 - 4.2.3.1 One Valid Nomination: Winner declared by Ordinary Resolution
 - 4.2.3.2 Two or More Valid Nominations: The nominee(s) receiving the greatest number of votes and Ordinary Resolution will be elected. 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 nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by coin flip.

4.3 NOMINATIONS OF DIRECTORS-AT-LARGE AND ATHLETE DIRECTOR

- 4.3.1 Call for Nominations: At least sixty (60) days prior to the Annual Meeting, the Nominating Committee will issue a 'Call for Nominations' for Directors-at-Large using any means of communication. The 'Call of Nominations' will state the method which the nominations are to be made, the requirements for the position and the deadline for submission which will be no later than fifteen (15) days prior to the Annual Meeting.
- 4.3.2 Call for Nominations: At least sixty (60) days prior to the Annual Meeting, the Nominating Committee will issue a 'Call for Nominations' for Athlete Representative Director using any means of communication. The 'Call of Nominations' will state the method which the nominations are to be made,

the requirements for the position and the deadline for submission which will be no later than fifteen (15) days prior to the Annual Meeting.

- 4.3.3 Nomination: Any nomination of an individual for election as a Director will:
 - 4.3.3.1 Include the written consent of the nominee by signed or electronic signature; and
 - 4.3.3.2 Be submitted to the Registered Office of the Corporation thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.4 ELECTION OF DIRECTORS-AT-LARGE AND ATHLETE DIRECTOR

- 4.4.1 Election of Director-at-Large and Athlete Director: The election of Directors-at-Large and Athlete Director will take place at an Annual Meeting of members as follows:
 - 4.4.1.1 Three (3) Directors will be elected in Annual Meetings held in even numbered years.
 - 4.4.1.2 The Athlete Director and Two (2) Directors will be elected in Annual Meetings held in odd numbered years.
 - 4.4.1.3 In addition to the elections scheduled to be held at an Annual Meeting, elections may held to fill a vacancy among the Directors-at-Large or Athlete Director.
- 4.4.2 Elections: Elections of Director-at-Large and Athlete Director will be decided by majority vote of the Members in accordance with the following:
 - 4.4.2.1 Equal Number of Valid Nominations to Vacant Position: Winners declared by Ordinary Resolution.
 - 4.4.2.2 More Valid Nominations than Vacant Positions: The nominee(s) receiving the greatest number of votes and Ordinary Resolution will be elected. 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 nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by coin flip.
 - 4.4.2.3 Post-Election Eligibility: An elected Director who does not meet the eligibility requirements for election as Director will have thirty (30) days to become eligible for the position or may be removed as a Director of the Corporation.
 - 4.4.2.4 Terms: Directors will serve terms of two (2) years to a maximum of six (6) 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.

4.5 REGISTRATION AND REMOVAL OF DIRECTORS

- 4.5.1 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 registered office of the Corporation 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.
- 4.5.2 Vacate Office: The office of any Director will be vacated automatically if:
- 4.5.2.1 The Director resigns;
 - 4.5.2.2 The Director is found to be incapable of managing property by a court or under Ontario law;
 - 4.5.2.3 The Director is found by a court to be of unsound mind;
 - 4.5.2.4 The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - 4.5.2.5 The Director dies.
- 4.5.3 Removal of Director-at-Large or Athlete Director: A Director-at-Large or Athlete 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 Directors holds an Officer's position and is removed as a Director, their position as Officer will automatically be vacated
- 4.5.4 Removal of Regional Director: A Regional Director may be removed by Ordinary Resolution of the Members situated in the applicable Region at a Meeting of the Region provided the Regional Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If the Directors holds an Officer's position and is removed as a Director, their position as Officer will automatically be vacated.

4.6 FILLING A VACANCY ON THE BOARD

- 4.6.1 Director-at-Large and Athlete Director Vacancy - Where the position of a Director-at-Large or Athlete 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 for the balance of the term. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting.
- 4.6.2 Regional Director Vacancy - Where the position of a Regional Director becomes vacant for whatever reason, the Region must elect a new Regional Director to fill the vacancy for the remainder of the term.

4.7 MEETINGS OF THE BOARD

- 4.7.1 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 three (3) Directors.
- 4.7.2 Chair – The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.
- 4.7.3 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. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.7.4 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.7.5 Quorum – At any meeting of the Board, quorum will be a majority of Directors.
- 4.7.6 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. Resolutions will be passed upon Ordinary Resolution.
- 4.7.7 No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.
- 4.7.8 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.
- 4.7.9 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.7.10 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.

4.8 DUTIES OF DIRECTORS

- 4.8.1 Standard of Care – Every Director will:
 - 4.8.1.1 Act honestly and in good faith with a view to the best interests of the Corporation; and
 - 4.8.1.2 Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.9 POWERS OF THE BOARD

- 4.9.1 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.
- 4.9.2 Empowered – The Board is empowered, including but not limited to:
 - 4.9.2.1 Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
 - 4.9.2.2 Make policies and procedures relating to the discipline of Members,
 - 4.9.2.3 Determine the Members that exist in each Region
 - 4.9.2.4 Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - 4.9.2.5 Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - 4.9.2.6 Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - 4.9.2.7 Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - 4.9.2.8 Perform any other duties from time to time as may be in the best interests of the Corporation.

5.0 OFFICERS

5.0 COMPOSITION

The Officers will be comprised of the President, Vice President, and Secretary who are all Directors-at-Large and who are elected to their positions by the Board for a one-year term immediately following an election of Directors at an Annual Meeting.

5.1 DUTIES

The duties of Officers are as follows:

- 5.1.1 The President will be the chair of the Board, will preside at the Annual 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.
- 5.1.2 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.
- 5.1.3 The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due

notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

5.2 OTHER OFFICERS

The Board may determine other officer positions and appoint individuals to fill those positions. Other officers need not also be Directors.

5.3 DUTIES OF OTHER OFFICERS

The duties of officers not listed in section 5.2 or appointed via section 5.3 are determined by the Board.

5.4 DELEGATION OF DUTIES

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation.

5.5 MULTIPLE POSITIONS

With the exception of the positions of President, Vice President and Secretary, a Director may hold multiple Officer positions.

5.6 REMOVAL

An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.

5.7 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.

6.0 COMMITTEES

6.0 APPOINTMENT OF STANDING COMMITTEES

The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.1 STANDING COMMITTEES

The Board will have the following standing committees composed of Directors as follows:

- 6.1.1 Executive: Will consist of the President, Vice President, Secretary, the Chair of the Audit and Risk Management committee and the Chair of the

Governance and Human Resources Committee. The Executive Director, Technical Director, or any other staff of the Corporation may be invited to attend any meeting of the Executive Committee

- 6.1.2 Nominations – Will consist of at least a Chair and two additional committee members.
- 6.1.3 Audit and Risk Management Committee – Will consist of a Director-at-Large as chair, President, Executive Director and two (2) additional committee members who may be Directors. The Executive Director is a non-voting member.
- 6.1.4 Governance and Human Resources Committee – Will consist of a Director-at-Large as chair, President, Executive Director and two (2) additional committee members who may be Directors. The Executive Director is a non-voting member.

6.2 SIZE

The size of any committee will not exceed seven (7) committee members including the chair of the committee and will be no less than three (3) committee members including the chair of the committee.

6.3 TERMS OF REFERENCE

The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

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 EX-OFFICIO

The Executive Committee members will be an ex-officio non-voting member of all Committees of the Corporation.

6.6 REMOVAL

The Board may remove any member of any Committee.

6.7 DEBTS

No Committee will have the authority to incur debts in the name of the Corporation.

6.8 EXECUTIVE COMMITTEE EMERGENCY POWERS

- 6.8.1 If the President (or the Vice President, if the President is unable to act) together with one of:
 - 6.8.1.1 the Chair of the Audit and Risk Management Committee; OR
 - 6.8.1.2 the Chair of the Governance and Human Resources Committee;determine that exigent circumstances exist, the Executive Committee may act in the place of the Board of Directors to make decisions and to take actions which the Executive Committee considers to be necessary in

the circumstances, by a two-thirds majority vote of the committee members attending, PROVIDED HOWEVER, that:

- a) quorum at a meeting of the Executive Committee shall be a majority of its members;
- b) the Executive Committee may not act in place of the Board on decisions or actions referred to in section 6.9.2 below; AND
- c) any decision taken by the Executive Committee will only be effective until it is ratified by a properly convened meeting of the Board of Directors, held at the earliest practical opportunity, PROVIDED FURTHER that any decision taken at a meeting of the Board of Directors shall not impair the validity of any action done pursuant to a decision of the Executive Committee prior to such meeting of the Board of Directors.

6.8.2 Notwithstanding the preceding, the Executive Committee may not act in place of the Board on the following decisions or actions;

- i. To disburse funds of the Corporation;
- ii. To submit to the members any question or matter requiring the approval of the members;
- iii. To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- iv. To appoint additional directors;
- v. To issue debt obligations except as authorized by the directors;
- vi. To approve any financial statements; OR
- vii. To establish contributions to be made, or dues or related fees to be paid, by members.

7.0 FINANCE AND MANAGEMENT

7.0 FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the Corporation will be July 1st to June 30th.

7.1 BANK

The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.2 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, 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.

7.3 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:

7.3.1 The financial statements

7.3.2 The auditor's report

7.3.3 Any further information respecting the financial position of the Corporation.

7.4 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:

7.4.1 The Corporation's articles and By-Laws;

7.4.2 The minutes of meetings of the Members and of any committee of Members;

7.4.3 The resolutions of the Members and of any committee of Members;

7.4.4 The minutes of meetings of the Directors or any committee of Directors;

7.4.5 The resolutions of the Directors and of any committee of Directors;

7.4.6 A register of Directors;

7.4.7 A register of Officers;

7.4.8 A register of Members; and

7.4.9 Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.5 SIGNING AUTHORITY

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by two (2) signatures and one will be at least an Officer or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.6 HIGH VALUE CONTRACTS

All financial instruments and contracts with a value larger than \$10,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.

7.7 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.

7.8 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.

8.0 AMENDMENT OF BY-LAWS

8.0 These By-laws may only be amended, revised, repealed or added to:

8.0.1 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.

8.1 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.

9.0 NOTICE

9.0 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.

9.1 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

9.2 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.

10.0 DISSOLUTION

Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts and liabilities will be distributed to one or more not-for-profit corporations with similar objectives as the Corporation, as determined by the Board of Directors.

11.0 INDEMNIFICATION

11.0 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.

11.1 WILL NOT INDEMNIFY

The Corporation will not indemnify a Director or any individual who acts on behalf of the Corporation for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility. For further clarity, the Corporation will not indemnify an individual unless:

11.1.1 The individual acted honestly and in good faith with a view to the best interests of the Corporation; and

11.1.2 If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.2 INSURANCE

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

12.0 ADOPTION OF THESE BY-LAWS

12.0 RATIFICATION

These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on September 18, 2021, to become effective September 20, 2021.

12.1 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