

BY-LAW NO.1

Operational By-law

PETERBOROUGH CITY SOCCER CLUB INC.

Approved: **Enter Date when approved by members**

A by-law relating generally to the conduct of the affairs of

PETERBOROUGH CITY SOCCER CLUB INC.

BE IT ENACTED as a by-law of **PETERBOROUGH CITY SOCCER CLUB INC.**

(hereinafter referred to as the “Corporation”)

as follows:

ARTICLE 1: DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Articles* means the original letters patent or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) *Board* means the Board of Directors of the Corporation.
- (d) *By-laws* means this by-law and all other by-laws of the Corporation from time to time in force and effect.
- (e) *Districts* means incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.
- (f) *Club* is a Governing Organization that is affiliated to, and under the jurisdiction of a District Association and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club has an elected Board of Directors.
- (g) *Development Division Squad* shall mean a squad in the Development Division as defined by Ontario Soccer.
- (h) *Director* means an individual elected or appointed to the Board.
- (i) *Meeting of Members* includes an annual meeting of members and a special meeting of members.
- (j) *Member* means a Person having a membership in the Corporation and *Membership* means the collective membership of the Corporation.
- (k) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.6 below, (ii) has not been disciplined by the Corporation in accordance with Section 3.9 below, and (iii) has completed and remitted all documents required by the Corporation.
- (l) *Officer* means an individual elected or appointed as an officer of the Corporation according to the provisions of Article 7.
- (m) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member’s attorney.

- (n) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (o) *Player Registration Fees* refers to an annual fee that is paid by each player through a member club in good standing, to the Corporation. Such fees shall include those amounts paid to Ontario Soccer and any software technology fee required for player registration, as recommended by the Board of Directors and approved by the Voting Members.
- (p) *General Member Membership Fees* shall refer to the annual membership fee paid to the Corporation by General Members as approved by the Board of Directors.
- (q) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) *Senior Team* shall have the same meaning as defined by Soccer Ontario.
- (s) *Special Resolution* means a resolution that (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (t) *Youth Division Team* shall have the same meaning as defined by Soccer Ontario.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;
- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern; and
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2: GENERAL

2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of the Corporation shall be September 30th in each year.

2.2 Corporate Seal

The Corporation may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of the Corporation shall oversee the corporate seal and its use.

2.3 Conduct of Meetings

Unless otherwise determined by the Board meetings of the Board are to be conducted according to Robert's Rules of Order.

2.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two officers or directors, signing together or as set out in the Operating Policies and Procedures. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the Operating Policies and Procedures.

2.5 Payments and Financial Instruments

All payments issued or endorsed in the name of the Corporation shall be approved by such Officers and employees of the Corporation in such manner as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

2.6 Operating Policies and Procedures

Subject to the Act, the Board may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

2.7 Auditor and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

2.8 Annual Audited Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than five (5) business days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is sent to all Members who have informed the Corporation that they wish to receive a copy of those documents.

ARTICLE 3: MEMBERS

3.1 Classes of Members

Subject to the Act and the Articles, there shall be three classes of members in the Corporation: General Members, Honorary Members and Life Members.

3.2 General Members

- (a) General Membership will be available to any Development Division Squad, Youth Division Team, and Senior Team registered with the Corporation and any Director.
- (b) The term of membership of a General Member shall be annual, based on the Corporation's financial year end, and is subject to renewal in accordance with this By-law or the Operating Policies and Procedures.
- (c) Subject to the By-laws, each General Member that is not an individual is entitled to send one (1) voting delegate of the General Member to all Meetings of Members and such other non-voting delegates as the General Member desires to send.
- (d) Each General Member is entitled to receive notice of, attend and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

3.3 Honorary Members

- (a) Honorary Membership will be available to individuals who the Board of Directors has designated as an Honorary Member.
- (b) The term of membership of an Honorary Membership shall be determined by the Board of Directors.
- (c) Subject to the Act and the Articles, an Honorary Member shall be entitled to receive notice of and attend any Meeting of the Members of the Corporation but shall not be entitled to vote at any Meetings of the Members.

3.4 Life Members

- (a) Life Membership will be available to individuals who have exemplified the values of the Corporation and have acted as a pinnacle example of the Peterborough City Soccer Club. Individuals considered for life membership are individuals who have rendered special service and significant overall contribution to the game of soccer in Ontario to an extent beyond normal participation.
- (b) The term of membership of each Life Member is for the life of the Life Member, and not subject to renewal.
- (c) As set out in the Articles, subject to the Act and the Articles, a Life Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of the Corporation. Life Members may be invited by the Board to any Meeting of the Members.
- (d) Life membership shall be approved by the Board.

3.5 Eligibility for Membership in the Corporation

Membership in the Corporation is not automatic and is not a right of any Person. With the exception of Honorary Members and Life Members, membership in the Corporation shall be available only to Directors and soccer organizations who are interested in furthering the Corporation's purposes, who have applied for membership into the Corporation in accordance with the provisions of the Articles, By-laws and the Operating Policies and Procedures, who meet the conditions set out in Section 3.6 below, and who have been admitted into the Membership in the Corporation the Board of Directors in accordance with the provisions of the Operating Policies and Procedures.

3.6 Conditions of Membership

Subject to this By-law, a soccer organization may become a Member provided that:

- (a) it applies for membership in the Corporation in writing on the form approved by the Board;
- (b) it pays all fees, dues and other monies approved by the Board;
- (c) it agrees to comply with all of the Corporation's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures.

3.7 Dues, Fees and Other Monies

- (a) Annual Player Registration Fees and Annual General Member Membership Fees may only be implemented after such annual Player Registration Fees and Annual General Member Membership Fees have been approved by the Board.
- (b) Members will be notified in writing of all dues, fees, annual Player Registration Fees, annual General Member Membership Fee, and other monies at any time payable, and if such dues, fees, annual Player Registration Fees, annual General Member Membership Fee, or other monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member may be referred for disciplinary action in accordance with Section 3.11 below.

3.8 Renewal and Transferability of Membership

- (a) Other than Life Members, all Members must apply for renewal of their membership before the end of the term of membership. In order for a Member, other than a Life Member, to qualify to remain a Member of the Corporation, such Member must:
 - i. continue to meet the eligibility requirements set out in Sections 3.5 and 3.6 above; and
 - ii. apply for renewal of their membership in writing using the form approved by the Board;
 - iii. submit all documentation set out in the renewal application form;
 - iv. agree to continue to comply with all of the Corporation's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
 - v. pay all fees, dues, annual Player Registration fees, annual Associate Member Membership Fees, and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.
- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to the Corporation and meet all of the conditions and qualifications set out in the By-laws will be approved. Should a renewal application be incomplete (including lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Section 3.11 below.
- (c) Membership Transferability
A Membership may only be transferred to the Corporation.

3.9 Termination

Membership in the Corporation is terminated when:

- (a) the Member dies, if the Member is an individual;
- (b) the Member is liquidated or dissolved, if the Member is an incorporated organization;
- (c) the Member resigns by delivering a written resignation to the President of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member's term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures;
- (e) the Member fails to maintain any of the applicable qualifications or conditions of membership described in this Section 3.6 of these By-laws;
- (f) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws;
- (g) When the Member ceases to be a Director, if the Member holds a membership because of their status as a director; or
- (h) The Corporation is liquidated or dissolved under the Act.

3.10 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

3.11 Discipline or Termination of Members

Subject to the Act and the By-laws, the Board shall have authority to suspend any General or Honorary Member or terminate the Membership of any General or Honorary Member from the Corporation on any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws or the Operating Policies and Procedures;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

3.12 Rights of Suspended or Terminated Member

In the event that the Board determines that a Member should be suspended or expelled from Membership in the Corporation, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair of the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Voting Members that the Member be expelled from

Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.13 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken the Corporation involving the Member.

ARTICLE 4: MEMBERS MEETINGS

4.01 Notice of Members Meetings

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of the Corporation (or the person appointed to conduct a review engagement of "Enter District or Club Name") not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (e) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.
- (f) Waiver of Notice. A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.02 Place of Members' Meetings

Meetings of Members may be held at any place within the City of Peterborough or County of Peterborough, or any other place if all of the Members entitled to vote at such meeting so agree.

4.03 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.04 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.3, if the Directors or Members of the Corporation call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.05 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be the Members, the Directors, and the auditor of the Corporation (or the person appointed to conduct a review engagement of the Corporation) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.06 Authorized Representative of Member

Voting Members shall inform the Corporation in writing at least seven (7) days prior to a Meeting of Members, the name of the authorized representative of the Voting Member. Only the authorized representative of the Voting Member may vote on behalf of such Voting Member.

4.07 Annual Meetings

An annual Meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than six (6) months after the end of the Corporation's preceding fiscal year end. The annual meeting shall be held for the purpose of: considering the financial statements and reports of the Corporation, as required by the Act, to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

4.08 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

4.09 Special Business

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

4.10 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) of the votes that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.11 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the President. In the event that the President is absent, the Vice-President shall be the chair of Meetings of the Members. In the event that both the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.12 Quorum at Members' Meetings

Subject to the Act, a quorum at any Meeting of Members shall be that number of Members entitled to vote at the meeting representing a majority of allocated votes in accordance with Section 4.13 below. 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. For the purposes of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

4.13 Voting Rights

Subject to the Act and in accordance with the Articles, each General Member who is a Member in Good Standing has one (1) vote. Each General Member who is not an individual shall be represented by one (1) delegate who shall cast the vote on behalf of the Member.

4.14 Method of Voting

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

4.15 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote and the resolution is defeated.

4.16 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

A Special Resolution is required to make any amendment to the By-laws of the Corporation to change the method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

5.2 Composition of Board

Until and unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board shall include Nine(9) Directors.

5.3 Director's Consent to Act

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director's term of office does not need to consent to act as a director each time such individual is re-elected or re-appointed as a Director.

5.4 Nominations

The Board may appoint a nominations committee in accordance with Section 8.3 below. The nominations committee, if appointed, shall be responsible for soliciting and evaluating the eligibility of all candidates for election as directors of the Corporation.

Nominations for the election of directors from the floor at a Meeting of Members are not permitted unless the Member making the nomination is a General Member and has provided the Corporation with at least fourteen (14) days' written notice prior to the meeting of their intention to make a nomination from the floor. Such notice must include the name of the individual the Member intends to nominate for election and must be signed by the Member who intends to make the nomination. Notwithstanding the foregoing, nominations from the floor without notice are permitted for a Director position for a specified office in the event no qualified individual stands for the specified office at the Meeting.

5.5 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required and shall be elected to a specific office, as provided in 5.5 (b) below.
- (b) Directors shall be elected on the following rotational basis:
 - (i) Every year that is an "Even Year": President, Director of Development; Director of Youth Teams; Director of Fundraising/Promotions
 - (ii) Every year that is an "Odd Year": Vice-President; Secretary; Director of Senior Teams; Director of Special Events; Director of Equipment;
- (c) A candidate shall be declared elected as a Director with the specific office when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board, that candidate shall be elected by acclamation.

5.6 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the 2nd annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.
- (b) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.

5.7 Incumbent Directors

If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.8 Automatic Vacation of Office

The office of a Director shall automatically be vacated when:

- (a) the Director dies;

- (b) the Director resigns in accordance with the Act and Section 5.9 below;
- (c) the Director has not consented in writing to hold the office of a Director within ten (10) days of the individual's election or appointment as a Director; or
- (d) the Director is removed from office by the Members in accordance with Section 5.10 below;

5.9 Effective date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.10 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.11 Filling Vacancies

In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Voting Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

ARTICLE 6: MEETINGS OF DIRECTORS

6.01 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.02 Notice of Meetings of the Board

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

6.03 Chair of Board Meetings

The President of the Corporation shall chair all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.

6.04 Regular Meetings of the Board of Directors

The Board shall meet monthly, or more or less frequently as required to properly manage the affairs of the Corporation. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.05 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

6.06 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board, specifically: no Director may send another person to attend a meeting of the Board to represent that director and no Director may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

6.07 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.5 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

6.08 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The Chair of the Meeting shall not have a vote except in the case of a tie vote by the other Directors in which case the Chair shall have the deciding vote.

6.09 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

7. OFFICERS

7.01 Composition

The Officers of the Corporation shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer.

7.02 Term

The term of each officer shall be two (2) years or until they or their successors are elected or appointed.

7.03 Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the following officers of the Corporation, if designated and if officers are elected, shall have the following duties and powers associated with their positions:

- (a) President – Serves as the Chair of the Board and shall be a Director and shall be elected in accordance with the provisions of section 5.5. The President shall not hold the position of Secretary or Treasurer at the same time as the position of President. The President shall, when present, preside at all meetings of the Board and of the Members. The President will be an official spokesperson of the Corporation. The President will oversee and supervise, if applicable, the most senior staff member and will perform such other duties as may from time to time be established by the Board.
- (b) Vice President – Serves as the Vice- President and shall be a Director and shall be elected in accordance with the provisions of section 5.5. The Vice- President shall not hold the position of Secretary or Treasurer at the same time as Vice President of the Board. If the President is absent or is unable or refuses to act, the Vice- President shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the President, the Vice- President shall perform the duties and exercise the powers of the President. The Vice- President will perform such other duties as may from time to time be established by the Board.
- (c) Secretary – The Secretary shall be a Director and shall be elected in accordance with the provisions of section 5.5. The Secretary may not be the President or Vice-President of the Corporation. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of the Corporation) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) Treasurer – The Treasurer shall be appointed by the Board and may not be the President or Vice-President of the Corporation. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position the Corporation.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the Officer's term of office:
- (b) the Officer's successor being appointed:
- (c) the Officer's resignation:
- (d) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (e) such Officer's death.

If the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

8. COMMITTEES

8.01 Types of Committees

- (a) The Corporation shall establish standing committees and/or operational committees.
- (b) The Board may also establish ad hoc committees from time to time that the Board deems necessary for managing the affairs of the Corporation. The Board may appoint members of such ad hoc committees or provide for the election of members of committees, and may prescribe the duties and terms of reference of such ad hoc committees.

8.02 Restrictions on Committees

No committee has the authority to incur debts in the name of the Corporation.

8.03 Standing Committees

The Board shall determine types of standing committees required.

8.04 Operational Committees

The Board shall determine types of operational committees if required.

9. INDEMNIFICATION AND INSURANCE

9.01 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 by the Corporation 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 tortuous act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.02 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every director and officer of the Corporation, every former director or officer of the Corporation or a person who act 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 shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

9.03 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

10. GENERAL MATTERS

10.01 Method of Giving any Notice

Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of the Corporation) shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the in accordance with the Act;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance the Act.

10.02 Time of Delivery

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of the Corporation or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.04 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of the Member's new address.

10.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of the Corporation) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

10.06 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of the Corporation), or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.07 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

11 DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, Officers, Registrants, committee members and the Voting Members' Counsel are as much as possible to be resolved in accordance with the dispute resolution provisions of the Operating Policies and Procedures.

12 AMENDMENTS AND EFFECTIVE DATE

12.01 Amendment to Articles

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

12.02 By-laws and Effective Date

Subject to the Act and the Articles,

- (a) the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.
- (b) any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal.
- (c) the Voting Members may make a proposal to make, amend or repeal a by-law in accordance with the Act.
- (d) In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by the Members by Special Resolution.

- (e) Previous By-laws - All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

ENACTED by the Board as of the _____ day of _____ 20____.

President (signed)

Secretary (signed)

CONFIRMED by the Members as of the _____ day of _____ 20____.

Secretary (signed)