

## **BY-LAW NO. 1**

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

### **SCUGOG CHAMBER OF COMMERCE**

(the “**Corporation**”)

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### **ARTICLE I INTERPRETATION**

**1.1 Definitions.** In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

“**Board**” means the Board of Directors of the Corporation;

“**By-Laws**” means this By-Law No. 1 and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Director**” means a member of the Board;

“**Meeting of Members**” includes an annual Meeting of Members and a Special Meeting of Members;

“**Member**” means a member of the Corporation;

“**Officer**” means an Officer of the Corporation appointed pursuant to this By-Law No. 1;

“**Ordinary Resolution**” means a resolution passed by a majority of votes cast on that resolution;

“**Proposal**” means a proposal submitted by a Member that meets the requirements of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

**“Special Meeting of Members”** means a Meeting of all Members that is not an annual Meeting of Members; and

**“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of votes cast on that resolution.

**1.2 Interpretation.** In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law No. 1, words, terms and expressions appearing in this By-Law No. 1 shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) any gender reference shall be a reference to all genders;
- (e) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law No. 1 or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (f) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

## **ARTICLE II GENERAL**

**2.1 Registered Office.** The registered office of the Corporation shall be situated in Port Perry, Ontario or as otherwise set by the Board or the Members, in accordance with the Act.

**2.2 Corporate Seal.** The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location approved from time to time by the Board.

**2.3 Fiscal Year.** The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of December of each year or as otherwise set by the Board.

**2.4 Execution of Documents.** Deeds, contracts, and other written documents (“**Documents**”) requiring execution by the Corporation shall be executed by any two (2) Directors or Officers. The Board may also from time to time direct the manner in which and the person or persons by whom

Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

**2.5 Banking.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by Ordinary Resolution from time to time designate, direct or authorize.

**2.6 Invalidity of any Provisions of this By-Law No. 1.** The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1

### **ARTICLE III MEMBERS**

**3.1 Entitlement.** Membership in the Corporation shall be available to any individual or organization directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the Township of Scugog and surrounding area, who has applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

**3.2 Membership Conditions.** Subject to the Articles, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to receive notice of, attend, and vote at each Meeting of Members. Each Member shall have one (1) vote. Each Membership shall expire on December 31<sup>st</sup> of the relevant calendar year.

**3.3 Transferability of Membership.** A Membership cannot be transferred.

**3.4 Termination of Membership.** The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies or resigns;
- (b) the Member is expelled or the Member's Membership is otherwise terminated in accordance with the Articles or Section 3.6 below;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to 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. No Membership due will be returned to a previous Member upon termination of such Member's membership. A Member shall remain liable for payment of any outstanding Membership dues levied or which

became payable by the Member to the Corporation prior to the expiration or termination of such Member's Membership.

**3.5 Resignation.** Any Member may resign as a Member by delivering a written resignation to the Secretary (or, if the Member is the Secretary, to the President), in which case such resignation shall be effective from the date specified in the resignation.

**3.6 Discipline of Members.** The Board shall have the authority to suspend or expel any Member of the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by Ordinary Resolution of the Board; or
- (c) for any other reason that the Board, by Ordinary Resolution, considers to be reasonable, having regard to the purpose and reputation of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Corporation, the President or such other Officer as may be designated by the Board shall provide twenty (20) days' 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 President or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President or such other Officer as may be designated by the Board, the President, or such other Officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board will hold a Meeting, no earlier than five (5) days after receipt of the written submissions, to consider such submissions in arriving at a final decision. The Board shall notify the Member of the Board's final decision within twenty (20) days from the date of the Board Meeting. The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

**3.7 Membership Dues.** Dues payable by Members for membership in the Corporation shall be determined by the Board annually.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such Meeting so agree, outside Canada.

**4.2 Annual Meetings.** The Board shall call an annual Meeting no later than eighteen months (18) months after the Corporation came into existence and subsequently, not later than fifteen (15) months after the last preceding annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual Meeting of Members for the purpose of:

- (a) receiving the financial statements approved by the Board of Directors and evidence by the signature of one or more Directors, and the reports of the Corporation required by the Act to be presented at the Meeting;
- (b) electing Directors;
- (c) appointing a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the Meeting or is required under the Act.

Any other matters of business shall constitute special business and a Special Meeting of Members will need to be held; an annual Meeting of Members and a Special Meeting of Members may be combined into the same Meeting.

**4.3 Proposals at Annual Meeting.** A Member entitled to vote at an annual Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual Meeting (a "**Proposal**"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of Members entitled to vote at the Meeting at which the Proposal is to be presented. If the Proposal is submitted to the Corporation at least sixty (60) days before the date of the Meeting, the Corporation shall include the Proposal in the notice of Meeting. If so requested by the Member, the Corporation shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of Meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the Meeting.

**4.4 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. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. 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.

**4.5 Notice of Meetings.** Notice of the time and place of a Meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the Meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);

- (b) to each Director; and
- (c) to the public accountant of the Corporation, if any.

A notice shall be provided (a) by mail, courier, or personal delivery, during a period of twenty-one (21) to sixty (60) days before the Meeting date; or (b) by telephonic, electronic, or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the Meeting date; or (c) by affixing a notice to a notice board on which information respecting the Corporation's activities is regularly posted and located in a place frequented by Members, no later than thirty (30) days before the Meeting date. A notice shall be provided in accordance with the requirements of Article X of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3. Notice of a 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-Laws to be submitted to the Meeting.

**4.6 Waiving Notice.** A person entitled to notice of 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 for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.

**4.7 Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the Meeting, the Directors, and the public accountant of the Corporation, if any. Any other person may be admitted only on the invitation of the chair of the Meeting or with the consent of the Meeting.

**4.8 Chair and Secretary of the Meeting.** In the event that the President and every Vice-President is absent, the Members who are present and entitled to vote at the Meeting shall choose one of their number to chair the Meeting. If the Secretary is absent, the chair of the Meeting shall appoint an individual, who need not be a Member, to act as secretary of the Meeting.

**4.9 Quorum.** A quorum at any Meeting of the Members shall be one-tenth (1/10<sup>th</sup>) of the Members. A quorum must be maintained throughout the Meeting. For the purpose of determining quorum, a Member (or a corporate Members' duly-authorized representative) must be present in person or by telephonic and/or other electronic means.

**4.10 Participation at Meetings by Telephonic or Electronic Means.** Any person entitled to attend a Meeting of Members may participate in the Meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the Meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the Meeting by any such means shall be deemed to have been present at that Meeting. A person participating by telephonic, electronic or other communication facility may vote by any such

means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

**4.11 Meeting Held by Electronic Means.** A Meeting of Members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting.

**4.12 Adjournment.** The chair of the Meeting may, with the consent of the Members at the Meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned Meeting takes place within thirty-one (31) days of the original Meeting. 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.

**4.13 Absentee Voting.** An individual Member shall not be entitled to appoint a proxyholder as the Member's nominee to attend and act at a Meeting of Members. An organizational Member shall submit the name of its representative at the Meeting to the Corporation, in writing and signed by an authorized representative of the Member, prior to the start of the Meeting.

**4.14 Votes to Govern.** Other than as otherwise required by the Act or this By-Law No. 1, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the chair of the Meeting shall not be entitled to cast a second vote.

**4.15 Show of Hands.** Except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands or a verbal declaration, and a verbal declaration by the chair of the Meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

**4.16 Ballots.** For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands or verbal declaration has been taken, the chair of the Meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

**4.17 Resolution in Lieu of Meeting.** A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members. A copy of every resolution in writing shall be kept with the minutes of Meetings of Members.

**4.18 Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in Subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE V DIRECTORS**

**5.1 Powers.** The Board shall manage or supervise the management of the activities and affairs of the Corporation.

**5.2 Number.** Since the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director. If the Corporation is a soliciting corporation under the Act, the number of Directors shall not be less than three (3), at least two (2) of whom shall not be officers or employees of the Corporation or any affiliate.

**5.3 Qualifications.** The following persons are disqualified from being a Director:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) anyone who has the status of bankrupt;
- (e) anyone who is acts as solicitor for the Corporation; and
- (f) anyone who is an employee of the Corporation.

A Director must be a Member.

**5.4 Election and Term.**

- (a) The Members shall elect by Ordinary Resolution, at the first Meeting of Members and at each annual Meeting of Members at which an election of Directors is required, Directors to hold office for an one (1), two (2), three (3), or four (4) year term expiring at the close of the applicable annual Meeting of Members following the election. The individuals up for election, and their proposed terms of office, shall be determined in accordance with any nominations policy approved by the



Board from time to time and in place. There shall be no limit on the number of consecutive terms that someone may serve as a Director.

- (b) Not all Directors elected at a Meeting of Members need to hold office for the same term. A Director not elected for an expressly stated term ceases to hold office at the close of the first annual Meeting of Members following such individual's election, but, if qualified, is eligible for re-election. If Directors are not elected at a Meeting of Members, the incumbent Directors continue in office until their successors are elected.
- (c) The Directors may appoint one or more Directors, who shall not hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3<sup>rd</sup>) of the number of Directors elected at the previous annual Meeting of Members.

**5.5 Consent.** A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the Meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the Meeting at which the election or appointment takes place, by either:
  - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
  - (ii) by acting as a Director after such person's election or appointment.

**5.6 Vacation of Office.** A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director by failing to meet all of the qualifications required in Section 5.3.

**5.7 Resignation.** A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Secretary (or the President, if the Director resigning is the Secretary), or at the time specified in the resignation, whichever is later. A Director shall be deemed to have resigned automatically upon the occurrence of any of the following events during such Director's term of office:

- (a) commencing legal action against the Corporation;
- (b) missing three (3) consecutive meetings of the Board;
- (c) missing more than fifty percent (50%) of the meetings of the Board held in a fiscal year;

- (d) violating any provision of the Articles, By-Laws, or written policies of the Corporation, as determined by Ordinary Resolution of the Board;
- (e) carrying out any conduct which may be detrimental to the Corporation as determined by Ordinary Resolution the Board; or
- (f) for any other reason that the Board considers, by Ordinary Resolution, to be reasonable, having regard to the purpose and reputation of the Corporation

**5.8 Removal.** The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's 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.

**5.9 Vacancies.** Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board. If there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

**5.10 Remuneration and Expenses.** No Director or Officer (other than an employee) shall be entitled to receive remuneration for any services provided to the Corporation in the capacity of Director, Officer, or otherwise. A Director or Officer of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation as a Director or Officer.

**5.11 Borrowing Powers.** The Board of the Corporation may, without further authorization of the Members, on behalf of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an Officer or Officers of the Corporation, such authority to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an Officer or Officers of the Corporation such authority; and

- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

## **ARTICLE VI COMMITTEES**

**6.1 Delegation.** The Board may appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing Director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

**6.2 Other Committees.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. Any committee consisting of one or more non-Directors shall act only in an advisory capacity and shall not be delegated any authority of the Board.

## **ARTICLE VII MEETINGS OF DIRECTORS**

**7.1 Place of Meetings.** Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

**7.2 Calling of Meetings.** Meetings of the Board may be called by any Director.

**7.3 Notice of Meeting.** Notice of the time and place for the holding of a Meeting of the Board shall be given in the manner provided in Article X of this By-Law to every Director of the Corporation not less than two (2) days before the time when the Meeting is to be held. 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. Notice of an adjourned Meeting is not required if the time and place of the adjourned Meeting is announced at the original Meeting. Every notice of Meeting must specify the purpose or the business to be transacted at the Meeting.

**7.4 First Meeting of New Board.** Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first Meeting immediately following the Meeting of Members at which such Board is elected.

**7.5 Regular Meetings.** The Board may appoint a day or days in any month or months for regular Meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular Meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular Meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**7.6 Quorum.** A majority of the Directors constitutes a quorum at any Meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the Meeting.

**7.7 Resolutions in Writing.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a Meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

**7.8 Participation at Meeting by Telephonic or Electronic Means.** A Director may, if all Directors are in agreement and have provided their consent, participate in a Meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other 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 that Meeting.

**7.9 Chair of the Meeting.** In the event that the President is absent, the Directors who are present shall choose one of their number to chair the Meeting.

**7.10 Votes to Govern.** At all Meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the Meeting shall not have the right to cast a second vote.

**7.11 Attendance at Board Meetings** - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.

## **ARTICLE VIII OFFICERS**

**8.1 Appointment.** The Board shall appoint a President, one or more Vice-Presidents, a Treasurer, and a Secretary for terms expiring at the close of the second (2nd) annual Meeting of Members following the appointment. To the furthest extent possible, the Board shall stagger the terms of the Officers so that such terms do not all expire at the same time. Each Officer position must be held by a Director. There shall be no limit on the number of consecutive terms that an

individual may serve as an Officer, generally, or in the same Officer position. The Board may appoint additional Officers, specify the duties of all Officers, require that certain Officer positions only be filled by Directors, and delegate authority to the Officers. Two or more offices may be held by the same person.

**8.2 Description of Offices.** Unless otherwise specified by the Board, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) President of the Board –The President shall, when present, preside at all Meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- (b) Vice-President of the Board - A Vice-President shall, when present and when the President is unable or unwilling to act, preside at all Meetings of the Board and of the Members. The First Vice-President shall preside in the place of the President pursuant to this Subsection; if the First Vice-President is absent or unwilling to act, the Second Vice-President shall preside. A Vice-President shall have such other duties and powers as the Board may specify.
- (c) Treasurer – The Treasurer shall have such duties as determined by the Board from time to time.
- (d) Secretary – The Secretary shall attend and be the secretary of all Meetings of the Board, Members and committees of the Board, or shall delegate such responsibility and oversee the completion of such responsibility. 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 public accountant (if any), and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

**8.3 Vacancy in Office.** The Board may remove any Officer of the Corporation by Ordinary Resolution. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation;
- (c) such Officer ceasing to be a Director, if applicable; or

- (d) such Officer's death.

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

**8.4 Remuneration of Officers.** The remuneration of all Officers appointed by the Board shall be determined in accordance with Section 5.10.

## **ARTICLE IX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**9.1 Standard of Care.** Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, Articles, and By-Laws.

**9.2 Limitation of Liability.** Provided that the standard of care required of the Director or Officer under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the public accountant, or a report of a professional, no Director or Officer shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

**9.3 Indemnification of Directors and Officers.** The Corporation shall indemnify each former and present Director and Officer and each other individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (b) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

**9.4 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

**9.5 Advances.** With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

## **ARTICLE X NOTICES**

**10.1 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant 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 to 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.

**10.2 Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, 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.

**10.3 Waiver of Notice.** Any person entitled to notice 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.

## **ARTICLE XI DISPUTE RESOLUTION**

**11.1 Mediation and Arbitration.** Disputes or controversies among Members, Directors, or Officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2.

**11.2 Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles or By-Laws is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of professional mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.



All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

**ARTICLE XII  
BY-LAW AND EFFECTIVE DATE**

**12.1 By-Law and Effective Date.** Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Laws, amendment or repeal shall be effective from the date of the Resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Laws, amendment or repeal are confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Laws, amendment or repeal ceases to have effect if they are not submitted to the Members at the next Meeting of Members or if they are rejected by the Members at the Meeting. This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of the Articles of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, Officers, Members, and other persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

**ENACTED BY THE BOARD** as of the 16<sup>th</sup> day of May 2022.

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President – Michael Filip

**CONFIRMED BY THE MEMBER** as of the 16th day of May 2022.

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President – Michael Filip