

# THE ONTARIO SPEED SKATING ASSOCIATION

## BY-LAWS

### ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Speed Skating Association, a Corporation incorporated under the Ontario *Corporations Act*, as amended.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Corporations Act, R.S.O. 1990, c.38 as amended or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Annual Meeting*- means the annual Member’s meeting held in accordance with these By-Laws
- c) *Association* – Ontario Speed Skating Association.
- d) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
- e) *Board* – the Board of Directors of the Association.
- f) *Constitution* – a statement comprising the Association’s objectives.
- g) *Days* – will mean days including weekends and holidays.
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- i) *Executive Director* – an individual responsible for the administration of the Association and any such other responsibilities as decided by the Board.
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- k) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast on the resolution.
- l) *Person* - includes individuals, associations and corporations.
- m) *Registered Participant* - Any individual who is a recreational speed skater, competitive speed skater, a coach, an official, manager, administrator, volunteer, parent or director who is interested in the purposes of the Association, who has registered with a Member Club and the Association, and who has agreed to abide by the Association’s By-Laws, policies, procedures, rules and regulations
- n) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast on the resolution.
- o) *Staff member* – a paid employee of OSSA or an OSSA club. (NOTE THIS DOES NOT INCLUDE CONTRACTORS)

1.3 Registered Office – The Association’s registered office will be located at all times within the Province of Ontario.

1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

## **ARTICLE II: MEMBERSHIP**

### **Membership Classes**

- 2.1 Categories – The Association will have one (1) class of membership:  
a) Member Clubs

### **Qualifications for Membership**

- 2.2 Member Clubs – An organized speed skating club registered with the Association with goals and objectives similar to the Association who has agreed to abide by the Association's policies, rules and regulations.

### **Admission of Members**

- 2.3 Admission of Member Clubs - No Member Club will be admitted as a Member of the Association unless:  
a) The candidate member has made an application for membership in a manner prescribed by the Association;  
b) The candidate member has been approved by Ordinary Resolution as a member by the Board or by any committee or individual delegated this authority by the Board;  
c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;  
d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;  
e) The candidate member has met the applicable definition listed in Section 2.2; and  
f) The candidate member has paid dues as prescribed by the Board.

### **Transfer of Membership**

- 2.4 Transfer – Any interest arising out of membership in the Association is not transferable.

### **Duration**

- 2.5 Duration – Membership for Member Clubs is accorded on an annual basis, subject to renewal in accordance with these Bylaws.

### **Membership Dues**

- 2.6 Dues – Membership dues will be determined annually by the Board of Directors.

- 2.7 Deadline – A Member will be notified of the membership dues at any time payable by them, and if they are not paid by said date, the Member in default will automatically cease to be Member of the Association.

### **Withdrawal and Termination of Membership**

- 2.8 Withdrawal and Termination - Membership in the Association is terminated when:  
a) In the case of a member that is a corporation, the Association is dissolved;  
b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.2 or 2.3 of these Bylaws;  
c) The Member resigns from the Association. The member will be responsible for all fees payable until the actual withdrawal becomes effective.  
d) The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed;  
e) The Member's term of membership expires;  
f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.  
g) The Member has been deemed a member not in good standing for six (6) consecutive months;  
h) The Association is liquidated or dissolved under the Act

- 2.9 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action.

- 2.10 Discipline – A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.11 Rights of Members – Upon termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

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

### **Good Standing**

2.13 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues.

2.14 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **ARTICLE III MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

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

3.3 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.4 Meetings by Electronic Means – A meeting of voting Members may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any member entitled to attend a meeting of Members may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice - Written or electronic notice of meetings of Members will be given to all Members in good standing at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

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

3.8 Persons Entitled to Attend – All Members, the Directors, the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting Members.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.10 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.11 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice in accordance with the procedures approved by the Board, to the Association at least sixty (60) days prior to the meeting date or upon the sole discretion of the President or designate.

3.12 Quorum – Ten voting Members in good standing either present in person or by proxy will constitute a quorum. If a quorum is present at the opening of a member’s meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

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

### **Voting at Meetings of Members**

3.14 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Member Clubs- will appoint a Delegate in accordance with Section 3.16, who may attend and participate in meetings and is entitled to one (1) vote for every 50 registered participants or part thereof, registered with the Member Club and the Association in accordance with section 3.15.

3.15 Determination of Votes - The determination of votes for Annual General Meetings will be based on paid registered participants of the Member Club and disclosed to the Association as of the end of the previous fiscal year, and for any Special General Meeting will be based on paid registered participants of the Member Club and disclosed to the Association as of the date of notice of the Special General Meeting.

3.16 Delegates – Each Member Club will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of members, a Delegate to represent the Member Club. Delegates must be eighteen (18) years of age and older.

3.17 Proxy Voting – Member Club Delegates may vote by proxy if:

- a) The proxy is designated to a voting Delegate. A voting Delegate may only carry one additional proxy.
- b) The Member Club notified the Association in writing prior to the Members meeting of an appointment of a proxy holder who is also a voting Delegate.
- c) The proxy is received by the Association on prior to the start of the Member’s meetings;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

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

3.19 Determination of Votes - Votes will be determined by a show of hands, orally or electronic ballot unless a ballot is requested by a voting Member.

3.20 Majority of Votes - Except as otherwise provided in the Act or this By-law, any Ordinary Resolution will carry a motion. In the case of a tie, the issue is defeated.

## ARTICLE IV: GOVERNANCE

### Composition of the Board

4.1 Directors – The Board will consist of six (6) Directors described below. The Immediate Past President may act as an advisor in accordance with these Bylaws.

4.2 Composition – The Board of Directors will be composed of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Two (2) Directors-at-Large

### Election of Directors

4.3 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be a member of the Association in good standing;
- b) Be eighteen (18) years of age or older;
- c) Have not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have not been found to be incapable by any court in Canada or elsewhere;
- e) Does not have the status of bankrupt;
- f) Is not an ineligible individual as defined in the Income Tax Act 149.1 (1)
- g) Have a permanent Ontario address; and
- h) Agree to resign any position they may hold as a Director or staff member with any OSSA Club within fourteen days of election.

4.4 Skills and Characteristics – Potential nominees as Directors will have one or more of the following skills and/or characteristics:

#### *Characteristics*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport of speed skating
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Ethical and values based behavior
- i) Representative of client population (athlete & coach)
- j) Other attributes valued by the Board of Directors

#### *Skills*

- k) Accounting designation (CA, CMA, CGA)
- l) Legal designation (LL.B)
- m) Professional qualifications (MD, PhD, MBA, Sport Science)
- n) Personnel Management (Human Resource Professional designation)
- o) Media/Marketing/Public Relations contacts/experience
- p) Fundraising and funding source contacts
- q) Administration/Management experience
- r) Government relations/contacts
- s) Organizational development/Strategic Planning experience
- t) Other skills valued by the Board of Directors

4.5 Nominations Committee –The Board will appoint a Nominating Committee, which will be comprised of three (3) individuals appointed by the Board of Directors.

4.6 Responsibilities of the Nominating Committee - The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in Section 4.4 for the election of the Directors.

4.7 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature
- b) Comply with the procedures and standards established by the Board and/or the Nominations Committee; and
- c) Be submitted to the Secretary of the Association thirty(30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the secretary in writing 30 days prior to the date of the AGM of their intention to seek re-election.

4.9 Nominations from the Floor – Nominations for the election of Directors will not be accepted from the floor.

4.10 Circulation of Nominations - Valid nominations will be circulated to voting Members fourteen (14) days prior to the elections.

4.11 Election of the Directors – The election of Directors will take place annually at the Annual General Meeting as follows:

- a) The President, Treasurer and one (1) Director at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
- b) The Vice-President, Secretary and one (1) Director at Large will be elected by the membership at the Annual General Meeting held in even numbered years.

4.12 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.13 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors up to a maximum of three consecutive terms.

#### **Immediate Past President**

4.14 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.15 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one year, unless they resign, are removed from or vacate their office.

4.16 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.13, the position of Immediate Past President will remain vacant.

#### **Resignation and Removal of Directors**

4.17 Resignation - A Director may resign from the Board at any time. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) the Director resigns;
- b) the Director is found by a court to be of unsound mind;
- c) the Director is absent from four (4) Board meetings, without approval of the President;

- d) the Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
- e) The Director is found to be incapable of managing property by a court or under Ontario law;
- f) the Director is not a member; and
- g) Upon the Director's death.

4.19 **Removal** – A Director may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

#### **Filling a Vacancy on the Board**

4.20 **Vacancy** - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office, or at the next Member's meeting.

#### **Board Meetings**

4.21 **Call of Meeting** – The meetings of the Board of Directors will be held at any time and place as determined by a majority of the Board of Directors holding office or the President.

4.22 **Chair** – The President will be the chair of all Board meetings; in the absence of the President, the Vice President will be the chair of the meeting. The Board of Directors may by Ordinary Resolution appoint any other person to act as Chair.

4.23 **Notice** – Written notice, served other than by mail, (which may include notice delivered by electronic communications) of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.24 **Number of Meetings** – The Board will hold a minimum of four (4) meetings per year.

4.25 **Quorum** – At any meeting of the Board of Directors, quorum will be a majority of the Directors holding office.

4.26 **Voting** – Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the President is not entitled to a second vote and the relevant resolution shall be deemed to have been defeated.

4.27 **Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.28 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 **Meetings by Telecommunications** - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

4.30 **Powers of the Association** – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.31 **Managing the Affairs of the Association** – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.

4.32 **Discipline** – The Board may make policies and procedures relating to discipline of Members and Registered Participants, and will have the authority to discipline Members and Registered Participants in accordance with such policies and procedures.

4.33 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.34 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.35 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

## **ARTICLE V: OFFICERS AND COMMITTEES**

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary, Treasurer and the Executive Director as an *ex-officio* member

5.2 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board and will be the official spokesman of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will attend meetings of the Board, will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director will be responsible for liaison between the Board and staff (if any), will support the Board in carrying out its duties and will have overall management responsibility for all programs and activities of the Association.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Director.

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

5.5 Vacancy – Where the position of Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

### **Committees**

5.6 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.7 Quorum - A quorum for any committee will be the majority of its voting members.

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

5.9 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.10 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.11 Removal - The Board may remove any member of any Committee.

### **Conflict of Interest**

5.12 Conflict of Interest – A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be August 31 or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority – Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) Officers authorized by the Board of Directors. The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Association and then designate them as signatories for the Association. These documents will be considered binding upon the Association. Copies of all contractual documents and a description of their intent will be provided to the Board of Directors at the next meeting from the date of signing.

6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.7 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

### **Remuneration**

6.8 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

## **ARTICLE VII AMENDMENT OF BYLAWS**

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to in accordance with the following:

- a) Any new By-Law or amendment to, revision to, repeal of or addition to these By-Laws passed by the Board shall be in force until confirmed, confirmed with amendments or rejected by a Special Resolution at the Member's meeting at which such new By-Law or amendment to, revision to, repeal of or addition to these By-Laws is considered.

- b) By majority Special Resolution of the voting Members present at a meeting duly called to consider a new By-Law or amendment to, revision to, repeal of or addition to these By-Laws, the Members may confirm, confirm with amendments or reject any such new By-Laws or amendment to, revision to, repeal of or addition to these By-Laws. Upon confirmation or confirmation with amendments, any new By-Law or amendment to, revision to, repeal of or addition to these By-Laws will be effective immediately.

7.2 Effective Date – By-Laws amendments are effective from the date of the resolution of the Directors unless rejected or confirmed with amendments by the voting Members at the relevant Member’s meeting. Bylaw amendments in accordance with Section 7.1(b) are effective immediately, unless stipulated otherwise by the voting Members by way of Special Resolution.

7.3 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.4 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.3 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

## **ARTICLE VIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

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

## **ARTICLE IX DISSOLUTION**

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

## **ARTICLE X INDEMNIFICATION**

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

10.2 Will Not Indemnify – The Association will not indemnify a Director or any individual who acts at the Association’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Association will not indemnify an individual unless:

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

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## **ARTICLE XI    ADOPTION OF THESE BYLAWS**

11.1    Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on November 22, 2017

11.2    Ratification – These Bylaws are ratified by a Special Resolution of the voting Members of the Association present and entitled to vote at a Meeting of Members duly called and held on February 17, 2018.

11.3    Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.