



**INTERNATIONAL PRACTICAL SHOOTING  
CONFEDERATION-ONTARIO**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**INTERNATIONAL PRACTICAL SHOOTING CONFEDERATION-ONTARIO  
(the “Corporation”)**

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**INTERNATIONAL PRACTICAL SHOOTING CONFEDERATION-ONTARIO**  
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**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Articles” means articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act of the Corporation.
- (b) “Act” means the *Corporations Act* (Ontario) R.S.O. 1990, Ch. C.38 as amended from time to time, and any statute enacted in substitution thereof, including the *Not-for-Profit Corporations Act*, S.O. 2010, c. 15 and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.
- (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 as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (g) “Officer” means an officer of the Corporation.
- (h) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.03 of this by-law.
- (i) “Ordinary Resolution” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

- (j) “Proposal” means a proposal submitted by a Member of the Corporation;
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Special Resolution” means a motion or resolution passed by a majority of not less than two thirds (2/3) of the votes cast by persons entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

## **1.02 Interpretation**

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” shall an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;
- (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; and
- (e) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II GENERAL**

### **2.01 Registered Office**

The registered office of the Corporation shall be situated in the City of Jarvis, in the Province of Ontario.

**2.02 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

**2.03 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation 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 adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III  
FINANCIAL AND OTHER MATTERS**

**3.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31<sup>st</sup> of December in each year.

**3.02 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. 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 resolution from time to time designate, direct or authorize.

**3.03 Auditor and Level of Financial Review**

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

**3.04 Presentation of Annual Financial Statements to Members**

The Corporation shall send copies of the financial statements and any other documents required by the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than twenty-one (21) days before each annual meeting of the Members.

**SECTION IV  
MEMBERS**

**4.01 Classes and Conditions of Membership**

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available to any individual who

- (a) is resident in Ontario;
- (b) is of good character;
- (c) subscribes to the Corporation's objectives;
- (d) successfully completes the Black Badge course;
- (e) has made a written application for Membership;
- (f) has paid the appropriate Membership fees or dues; and
- (g) has been accepted into membership by resolution of the Board or in such other manner as may be determined by the Board.

**4.02 Rights of Members**

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member must be in "good standing" in order to vote at meetings of the Members. A Member shall be considered to be in good standing if the Member:

- (a) became a Member of the Corporation at least thirty (30) days before the meeting of Members;
- (b) has paid his/her annual membership fees to the Corporation within three (3) months after their due date; and
- (c) is not in the course of disciplinary action pursuant to Section 4.05.



A Member in good standing shall have one (1) vote at all meetings of Members. Membership in the Corporation is not transferable.

#### **4.03 Membership Fees**

The Board may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

#### **4.04 Termination of Membership**

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 4.01;
- (c) the Member is in default in accordance with section 4.03; or
- (d) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

#### **4.05 Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) contravening any provision of the Articles, By-laws, or other Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (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.

In the event that the Board determines that a Member should be suspended or removed from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' written notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member shall be given an opportunity to be heard orally by or to make written submissions to the Board not less than five (5) days before the disciplinary action or termination of membership becomes effective. In the event that the Member declines the opportunity to be heard or to make written submissions, the Board may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where oral or written submissions are made by the Member in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member in writing concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.

## **SECTION V** **MEETINGS OF MEMBERS**

### **5.01 Meeting of Members**

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

### **5.02 Annual Meetings**

An annual meeting of the Member 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 fifteen (15) months after holding the preceding annual meeting. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### **5.03 Place of Meetings**

Meetings of Members shall be held at the registered office of the Corporation or at any place within Ontario as the Board may determine.

### **5.04 Special Meetings**

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members of the Corporation who hold at least ten percent (10%) of votes that may be cast at a meeting for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act

or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the receipt of the requisition.

#### **5.05 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, is special business except the following:

- (a) consideration of the financial statements, and the audit or review engagement report, if any;
- (b) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) the election of Directors; and
- (d) the re-appointment of the incumbent auditor or person appointed to conduct a review engagement.

#### **5.06 Notice**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Director, and the auditor or person appointed to conduct a review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 10.01 of this By-law.

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 state the text of any Special Resolution or By-law to be submitted to the meeting.

#### **5.07 Waiving 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 for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **5.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any

provision of the Act, the Articles, or the Bylaws 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.

#### **5.09 Meetings Held by Electronic Means**

A meeting of Members may be held by telephonic or electronic means as follows:

- (a) If the Corporation makes such means available, any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), 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 be held entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic or electronic means provided that the votes may be verified as having been made by Members entitled to vote and the Corporation is not able to identify how each Member voted.

#### **5.10 Chair of the Meeting**

The President shall be the chair of the Members' meeting. If the President is absent or unable to act, then a Vice-President shall chair the Members' meeting. If the President and the Vice-President are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Director as chair.

#### **5.11 Quorum**

The quorum for a meeting of the Members is fifteen (15) of the Members entitled to vote at the meeting. If a quorum is not present at the opening of a meeting of the members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

#### **5.12 Votes to Govern**

All Members shall be entitled to one (1) vote on each question put to the Members at any meeting of Members. Unless otherwise required by the provisions of the Act or this By-

law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast in person. In the case of equality of votes, the chair of the Members' meeting shall not have a second or casting vote in addition to his original vote, and the motion shall fail.

**5.13 Voting Procedure**

At all meetings of Members, every question shall be decided by a show of hands, unless a ballot on the question is required by the chair of the meeting or requested by any Member. A Member may demand a ballot either before or after any vote.

Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a ballot is conducted.

**5.14 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

**5.15 Secret Ballot**

If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the chair of the Members' meeting directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

**5.16 Resolution in Lieu of Meeting**

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for the purpose.

**5.17 Adjournments**

Subject to other provisions of this By-law, any meeting of Members may be adjourned to any time and from time to time by the chair of Members' meetings with the consent of the meeting and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no notice of such adjournment need to be

given to the Members.

## **SECTION VI** **DIRECTORS**

### **6.01 Number of Directors**

The Board shall consist of a minimum of seven (7) and a maximum of nine (9) Directors.

### **6.02 Qualifications**

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt shall be a Director.

### **6.03 Election of Directors and Term**

- (a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) Directors shall be elected for a term of two (2) years, beginning at the close of the meeting at which they are elected and ending at the end of the second annual meeting following their election, or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) As much as possible, Directors shall be elected and shall retire in rotation.

### **6.04 Written Consent to Act as a Director**

- (a) An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a

Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment.

- (b) Despite paragraph (a), if an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.
- (c) Despite paragraph (a), the requirement for written consent does not apply to a director who is re-elected or reappointed where there is no break in his or her term of office.

#### **6.05 Ceasing to Hold Office**

The office of a Director shall automatically be vacated:

- (a) if the Director dies;
- (b) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (c) if the Director no longer fulfils all of the qualifications to be a Director set out in section 6.02, as determined in the sole discretion of the Board;
- (d) if, at a special meeting of Members of the Corporation called for that purpose, the Members determine by an Ordinary Resolution that a Director be removed from office provided that the Director is first given an opportunity to give the Corporation a statement giving reasons for opposing his or her removal as a Director.

Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

#### **6.06 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors then in office shall call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**6.07 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 committee member may be removed by the Board. Unless otherwise determined by the Board, 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 procedure.

**6.08 Conflict of Interest**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act are complied with.

**6.09 Remuneration of Directors**

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director may receive compensation for services provided to the Corporation in another capacity.

**6.10 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**SECTION VII  
MEETINGS OF DIRECTORS**

**7.01 Calling of Meetings**

Meetings of the Directors may be called by the President, Vice-President or any two Directors at any time on notice as required by this By-law.

**7.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Corporation or at any other place within Ontario, as the Board may determine.



**7.03 Regular Meetings**

Provided that meetings take place no less than once per year, the Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

**7.04 Chair**

The chair of all Board meetings shall be the President. If the President is absent or unable to act, then the Vice-President shall be the chair. If the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Ordinary Resolution shall be the chair.

**7.05 Participation at Meeting by Telephone or Electronic Means**

A Director may, if all the Directors of the corporation consent, participate in a meeting of the Directors or of a Committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, provided that:

- (a) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting of Directors.

A Director so participating in a meeting is deemed for the purposes of the Act to be present at the meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**7.06 Quorum**

Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of the Board, provided that a quorum shall be a majority of the number of Directors determined in accordance with section 6.01. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

**7.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of equality of votes, the chair of the meeting of Directors shall not be entitled to a second or casting vote and the motion shall be defeated.

**7.08 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting; or
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting; or
- (c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation;

provided that a Director who votes for or consents to a resolution may not dissent.

**7.09 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes his or her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to the Corporation.

**7.10 Voting Procedures**

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chair of Board Meetings or requested by any Director. When a recorded vote on the question is required by the chair of Board Meetings or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of Board Meetings that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.

### 7.11 **Resolutions in Writing**

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

## **SECTION VIII OFFICERS**

### 8.01 **Appointment**

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except the offices of President and Vice-President.

### 8.02 **Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Past-President** - The immediate past-president of the organization, should he or she agree to serve, attends Board meetings and such other meetings as the Board may agree, and assists with continuity of strategic plans and initiatives, budgets, policies, and with issues of corporate memory in general.
- (d) **Secretary** - If appointed, 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 public accountant and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (e) **Treasurer** - If appointed, 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 of the Corporation.
- (f) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President 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.

### **8.03 Term of Office**

Any Officer shall cease to hold office upon resolution of the Board. Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **8.04 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 of the Corporation. 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) the Board of Directors adopts a Special Resolution to remove an Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;
- (d) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act;
- (e) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (f) such Officer's death.

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

**SECTION IX**  
**PROTECTION AND INDEMNITY**

**9.01 Protection of Directors, Officers and Others**

Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, employee or volunteer of the Corporation 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 moneys, securities or effects of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Member's, Committee Member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.

**9.02 Indemnity to Directors, Officers and Others**

Every Director, Officer, Member, Committee Member, employee and volunteer of the Corporation, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:

- (a) all costs, charges and expenses whatsoever that such Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer, Member, Committee Member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by

them, in or about the execution of the duties of their office or in respect of any such liability; and

- (b) all other costs, charges and expenses that the Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

### **9.03 Indemnity to Others**

The Corporation may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

### **9.04 Insurance**

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 9.01 as the Board may determine from time to time against any liability incurred by the individual:

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

## **SECTION X NOTICES**

### **10.01 Method of Giving Notices**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Corporation; or such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; or such auditor or the person who has been appointed to conduct a review engagement at their business address; provided that if no address be given then to the last address of such person known to the Secretary.

A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post

office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

**10.02 Undelivered Notices**

Notwithstanding Section 10.01, if any notice given to a Member is returned on three (3) 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 his or her new address.

**10.03 Computation of Time**

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

**10.04 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 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.

**10.05 Waiver of Notice**

Any Member, Director, Officer, member of a committee of the Board or auditor 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.

**SECTION XI**  
**AMENDMENT OF ARTICLES AND BY-LAWS**

**11.01 Amendment of Articles**

Notwithstanding the Act, the Articles of the Corporation may only be amended by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special

Resolution of the Members at a meeting of Members duly called for the purpose of considering the said amendment, provided that notice of such Members meeting shall be given at least **thirty (30)** days prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

#### **11.02 Amendment of By-laws**

The By-laws of the Corporation not embodied in the Articles may be repealed or amended by By-law and enacted by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting of Members or to a special general meeting of Members of the Corporation called for that purpose, provided that notice of such Members' meeting shall be given at least **thirty (30)** days prior to such Membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof. The Members at the annual meeting or special general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.

#### **11.03 Repeal of Previous By-law**

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 any Articles obtained pursuant to any such By-law prior to its repeal. All Directors, Officers and 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 Directors 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.



March 19, 2020

**ENACTED** by the Directors of the Corporation this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, under the seal of the Corporation

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by a Special Resolution of Members this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary