Ancaster Skating Club

Amended and Restated By-Law #1
September 15, 2023

Approved: September 25, 2023 Through a Special Resolution of the Members

Amendments Approved: June 17, 2026 through Ordinary Resolutions of the Members

Section 1 – General

1.1 *Purpose*

These By-Laws relate to the general conduct of affairs of Ancaster Skating Club, a not for-profit club managed by a volunteer board of directors. The general purpose of the Club shall be to provide high quality Skate Canada skating programs led by Skate Canada Coaches, promote the sport of skating for recreational and competitive purposes, and promote a life-long interest in skating, active living and health and well-being.

1.2 Definitions

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

a) **"Act"** means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

b) **"Adjournment"** in meetings means to end the proceedings and move any remaining agenda items to be discussed at a future meeting;

c) **"Appointment"** of a Director shall mean the period of time such Director holds their office by way of a resolution by the Board pending a vote of approval from the Membership at a prescribed Membership Meeting;

d) **"Articles"** means the required set of formal documents ("instrument") filed with the government to legally document the creation of a corporation as well as any modifications to the initial documents (includes any instrument that incorporates a corporation or modifies its incorporating instrument, including 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);

e) **"Board"** means the board of directors of the Corporation;

f) **"By-laws"** means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

g) **"Candidate"** shall be those Persons who have been nominated for election via the process outlined in Sub-article 2.4(a);

h) **"Chair"** means the President of the Corporation;

i) **"Corporation"** means the Ancaster Skating Club (the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act);

j) **"Director"** means an individual occupying the position of director of the Corporation by whatever name he or she is called;

k) **"Employee"** means any Person who has entered into a contract of employment with the Corporation;

l) **"Ex Officio"** means membership "by virtue of office" and includes all rights and responsibilities, unless otherwise specified;

m) **"Extra Ordinary Resolution"** means a resolution passed by the Directors or Members by at least eighty percent (80%) of the vote cast at a meeting of the Board or Members duly called for that purpose;

n) **"Holiday"** means any Saturday, Sunday or statutory or declared holiday observed in Ontario and any other day which the Corporation is not open to the public;

o) **"Member"** means a member of the Corporation;

p) **"Members"** means the collective membership of the Corporation;

q) **"Officer"** means an officer of the Corporation;

r) **"Ordinary resolution"** means a resolution that is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast;

s) **"Person"** means an individual;

t) **"Skate Canada Coach"** means a coach who meets the requirements to be in good standing under the Skate Canada Coach Membership Procedure;

u) **"Special resolution"** means a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; and,

v) **"Vice-chair"** means the Vice-President of the Corporation.

1.3 Interpretation

a) In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice

versa and references to persons shall include firms and corporations, and words importing one gender shall include all others.

b) Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.

c) The division of this By-law into articles and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement.

1.4 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. 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 2 – Directors

2.1 *Composition of the Board*

The Board shall consist of no less than six (6) and no more than twelve (12) Directors, who satisfy the criteria set out in article 2.3, and who are elected by the Members in accordance with article 2.4 or Appointed in accordance with article 2.6. The size of the Board shall be fixed by a Special Resolution of the Members at the annual general meeting.

2.2 Duties and Responsibilities

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, By-law or any Special Resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a Special Meeting.

2.3 Qualifications of Directors

No person shall be qualified for election or Appointment as a Director referred to in article 2.1 if they:

a) are not an individual;

b) are less than eighteen (18) years of age;

c) are a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

d) are a person who has been found to be incapable by any court in Canada or elsewhere;

e) has the status of a bankrupt;

f) are not willing to execute a document in a form as prescribed by the Board from time to time indicating their willingness to become a Member if the candidate is not a Member at the time of their election, or is a Member;

g) are an "ineligible individual" as defined in section 149.1(1) of the Income Tax Act;

h) are not a resident of Ontario; or,

i) have not agreed to or have~~s~~ not executed a statement in the prescribed form as determined from time to time by the Board, providing that such Director is in agreeance with, and shall abide by the Articles, By-law and policies of the Corporation in all matters when such Director is publically acting in their capacity as a Director;

The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

Up to two Director(s) on the Board may be an employee of the Corporation (such as a certified professional skating coach), but this is not a requirement.

2.4 Election and Term

a) Nominations:

The Board will circulate among the Members and Skate Canada Coaches (who have a current contract with the Corporation) a request for nominations for Candidates to hold the office of Directors at least twenty-one (21) days prior to the Annual Meeting. Any nomination of an individual as a Candidate shall:

I. Include the name of the Candidate and the nominator, and will include written consent of the Candidate by email, written letter, or signed or electronic signature; and,

II. Be submitted to the Board no later than fourteen (14) days prior to the Annual Meeting (this timeline may be amended by Ordinary Resolution of the Board).

There will be no nominations from the floor of the meeting.

b) Election of Directors:

The Candidates shall be elected by the Members at each annual meeting to hold their respective office as Directors. Elections for each Director position will be decided by an Ordinary Resolution of the Members in attendance at the Members' Meeting in accordance with the following:

I. One valid nomination for each vacant position: The Director(s) shall be declared elected by Ordinary Resolution.

II. Multiple Valid Nominations: A voting procedure approved by the Board so that the elected Directors are elected by a majority vote of the Members.

c) Terms of Office:

Directors will hold office for a term ending no later than the end of the next annual meeting of Members following the election or until their successors are elected or Appointed, subject to the provisions, if any, of the Articles.

2.5 Vacancies

The office of a Director shall be vacated immediately:

a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

b) if the Director dies or becomes bankrupt;

c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.6 Filling Vacancies

A Director Appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor. A vacancy on the Board shall be filled as follows:

a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution at the same meeting in which the Director is removed;

b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall,

without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; or

c) a quorum of Directors may Appoint a Director to fill a vacancy on the Board.

2.7 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

   i. considered reasonable by the Board;

   ii. approved by the Board for payment by resolution passed before such payment is made; and,

   iii. in compliance with the conflict of interest provisions of the Act.

2.8 ***Standard of Care***

Every Director shall:

a) Act honestly and in good faith with a view to the best interests of the Corporation and the Membership; and,

b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.9 ***Powers of the Board***

The Board is empowered to do the following, without limitation:

a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;

b) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;

c) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;

d) Follow registration procedures, and other registration requirements as determined by Skate Canada;

e) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;

f) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;

g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and,

h) Perform any other acts from time to time as may be in the best interests of the Corporation.

Section 3 - Board Meetings

3.1 Calling of Meetings

Meeting of the Board of Directors may be convened at any time by:

a) The Chair;

b) The Vice-Chair;

c) Any two (2) Directors; or,

d) The Secretary, at the direction of any two (2) Directors.

3.2 Regular Meetings

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.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director of the Corporation not less than ten days before the date that the meeting is to be held. Notice of an adjourned meeting of the

Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Chair of the Meeting

The Chair shall preside at Board meetings. The Chair will be the chair of all Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the chair.

3.5 Voting

Each Director has one vote at a meeting of the Board. Questions and resolutions arising at any Board meeting shall be decided by a majority of votes (of those present). Voting will be by a show of hands, through proxy, written, or orally unless a majority of Directors present request a secret ballot. An abstention from voting is not counted in determining a majority. In case of an equality of votes the Chair shall not have a second or casting vote, and the motion will be deemed defeated. A declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution, or evidence to the contrary. Online voting (including email voting) may be permitted for time-sensitive decisions and email must contain a Yes, No or Abstain and must be filed in a retrievable manner. The results of the vote must be filed with the minutes of the subsequent meeting of the Board.

3.6 Quorum

Three (3) Directors shall constitute a quorum.

3.7 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.8 Telephonic or Electronic Voting Procedures

a) Matters that require approval of the Board may be voted on by telephonic or electronic means if such a vote is called for by the Chair. Any Director who fails to vote by any method provided for by the Chair will be deemed to have forfeited his or her right to vote

on the issue. The Chair will advise the Directors of the results of any telephonic or electronic vote.

b) If one (1) of the Directors indicates to the Chair that they wish an in-person vote to be called to discuss a motion and/or vote on a motion before the close of voting that was otherwise to be voted on electronically or by telephonic means, the Chair shall call a Board meeting and the electronic vote shall not be counted.

3.9 *Written Resolution in Lieu of Meeting*

Unless otherwise restricted by the Act or By-laws, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or email, and the writings are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

3.10 Persons Entitled to be Present

Members in good standing and guests may attend meetings of the Board with the unanimous consent of the present Directors. Notwithstanding the above, only Directors shall be permitted to attend in-camera sessions of the Board where confidential or personnel issues are to be discussed. The Board may adopt a policy from time to time with respect of the attendance of the public at meetings of the Board.

3.11 Adjournment of Meeting

a) If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within fourteen (14) days to be determined by the chair of the meeting.

b) Within twenty-four (24) hours of a determination that a meeting will be adjourned, each Director will be provided with notice of such adjournment.

Section 4 - Organization and Financial

4.1 Execution of Documents

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or Vice-Chair together with the Secretary or any other Director, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality. Contracts executed in the ordinary course of the Corporations operations as determined by the Board may be entered into on behalf of the Corporation by any Person authorized by the Board to do so.

4.2 Other Signing Officers

In addition to the provisions of article 4.1, the Board may from time to time by resolution direct the manner in which, and the Person or Persons by whom, any particular instrument or class of instruments or document may or shall be signed.

4.3 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

4.4 Financial Year

Unless otherwise determined by the Members, the fiscal year end of the Corporation shall be the thirty-first (31st) day of March in each year.

4.5 Appointment of Auditor

a) The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act. The remuneration of the auditor shall be fixed by the Board at the annual meeting of the Members.

b) If the Corporation receives a revenue of more than one-hundred-thousand dollars ($100,000.00) but less than five-hundred-thousand dollars ($500,000.00), the Members can waive the requirement to have an audit of the Corporations accounts by passing an Extraordinary Resolution.

4.6 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

a) borrow money on the credit of the Corporation;

b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

c) to the extent permitted by the Act, give directly or indirectly financial assistance to any

Person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any Person or otherwise; and

d) mortgage, hypothecate, pledge or otherwise create a security interest in all currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this article limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

4.7 Investments

Subject to the Articles or any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

4.8 Restrictions on Power of the Directors

Notwithstanding the foregoing, the Board shall be required to obtain the approval of the Membership as prescribed in this By-law and the Act with respect to:

a) the acquisition and sale of real property which shall require a Special Resolution of the Members;

b) The acquisition or conveyance of public access rights over the Corporation's lands which shall require a Special Resolution of the Members;

c) The acquisition or conveyance of easements, rights of way or other similar real property interests to or from any third party which shall require a Special Resolution of the Members; and,

d) Granting mortgages or other security against the real or personal property of the Corporation which shall require a Special Resolution of the Members.

Section 5 – Officers

5.1 Officers

The Board shall appoint a Chair from among the Directors and may such any other person to be an Officer or agent as the Board deems necessary, and who shall have the authority and shall perform such duties as the Board may prescribe from time to time. The same person may hold two or more offices of the Corporation.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon a special resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

a) the Officer's successor being appointed,

b) the Officer's resignation, or

c) such Officer's death.

5.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.4 Duties of the Chair

The Chair shall perform the duties described in sections 3. 4 and 9. 5 and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.1 Directors Liability

Any Director or Officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, Officer, committee member or Employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, 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 which may happen in the execution of the duties of such Director's or Officer's or committee member's respective office unless such occurrence is as a result of such Director's or Officer's own willful neglect or default.

6.2 Indemnities to Directors and Others

a) Every Director or Officer or former Director or Officer of the Corporation or an individual who acts or acted at the request of the Corporation as a Director or Officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

b) The Corporation shall not indemnify an individual under sub-article 6.2(a) unless:

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

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

6.3 Liability Insurance

The Corporation may purchase and maintain such insurance for the benefit of any former or present Directors or Officers or an individual who acts or acted at the request of the Corporation as a Director or Officer, or in a similar capacity of another entity as the Board may from time to time determine. The Corporation shall maintain annual liability insurance coverage as required and designated by Skate Canada.

Section 7 - Conflict of Interest

7.1 Declaration of Conflict

a) Any Director or Officer who:

   i. is a party to a material contract or transaction, or proposed material contract or transaction with the Corporation; or

   ii. is a director or officer of, or has a material interest in, any person or corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;

   shall disclose to the Corporation the nature and extent of his or her interest at the time and in the manner provided by the Act.

b) Except as permitted by the Act, a Director referred to in sub-article 7.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

c) For the purposes of sub-article 7.1(a), a general notice to the Directors by a Director declaring that the person is a Director or Officer of, or has a material interest in, a person or corporation, and is to be regarded as interested in any contract or transaction entered into with that person or corporation is sufficient declaration of interest in relation to any contract or transaction so made.

d) The provisions of this article are in addition to any conflict of interest policy adopted by the Board from time to time.

7.2 Avoidance Standards

a) A contract or transaction for which disclosure is required by article 7.1 or the Act is not void or voidable, and the Director and Officer is not accountable to the Corporation or its Members for any profit or gain realized from the contract or transaction if:

i. the disclosure of the interest was made in accordance with this By-law and the Act;

ii. the Directors approved the contract or transaction; and,

iii. the contract or transaction was reasonable and fair to the Corporation when it was approved.

b) A Director or Officer acting honestly and in good faith is not accountable to the Corporation or its Members for any profit or gain realized from any such contract or transaction by reason only of their holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Director's or Officer's interests therein void or voidable where the contract or transaction is:

i. Confirmed or approved by Special Resolution at a meeting of the Members duly called for that purpose; and,

The nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

Section 8 - Members

8.1 Members

A Member shall be any person who is at least eighteen (18) years old and who:

a) Notifies an Officer in writing of their desire to become a Member in a form prescribed by the Board from time to time;

b) Has agreed to and executed a statement in the prescribed form as determined from time to time by the Board, providing that such Member is in agreeance with, and shall abide by the Corporation's policies including but not limited to the applicable Terms and Conditions and Code of Conduct, and By-law #1 of the Corporation, in all matters when such Member is publically acting in their capacity as a Member;

c) Has, in the sole discretion of the Board acting reasonably, a genuine interest in the objectives of the Corporation, including the Corporation's policies and By-law #1 of the Corporation;

d) Has paid all applicable Membership and registration fees during the current membership year; and,

e) Is:

   I. A skater or program assistant who is registered with Skate Canada through the Corporation for the duration of the current membership year; or,

   II. A Parent or Legal Guardian for a child or children under the age of 18 registered as a skater(s) with Skate Canada through the Corporation for the duration of the current membership year; or,

   III. A Director who does not otherwise fall under I. or II.

8.2 Membership Period

The membership year will be September 1st to August 31st unless otherwise determined by the Board.

8.3 *Transferability of Membership*

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.4 *Rights of a Membership*

A Member as of section 8. 1 has the following rights and privileges of membership:

a) To receive notice of, and to attend, all Members' meetings;

b) To make or second motions at a Members' meeting and to speak and debate on motions under consideration in accordance with such rules of order as may be adopted by the Board;

c) To exercise a vote on matters for determination at Members' meetings;

d) Serve on Committees of the Corporation, as invited;

e) Nominate individuals for election to the Board, in accordance with these by-laws;

f) Be nominated, if eligible, to stand for election as a Director of the Corporation, in accordance with these by-laws;

g) To propose amendments; and,

h) To receive access to minutes of Members' meetings.

8.5 Dues

Membership dues are payable annually. All applicable Membership dues shall be quantified in the sole discretion of the Board.

8.6 Term of Membership

The Membership term for each Member will begin on the date of receipt of payment of all applicable Membership dues and shall expire on the 31st of August following such payment.

8.7 Voting

Each Member shall be entitled to one vote.

8.8 Resignation

Members may resign by resignation in writing delivered to the Secretary which shall be effective upon the date or time on, or after, the execution of the instrument of resignation as determined by the Board. A Member who has resigned continues to remain liable for payment of all outstanding fees and dues owed to the Corporation.

8.9 Suspension of Membership

a) Without limiting the rights the Corporation may have by law, the Board may pass a resolution to suspend a Member in good faith for:

   i. Fees or any other amount owing to the Corporation that have remained outstanding thirty (30) days after the issuance of a notice of assessment for payment, in whole or in part, of such fees; and,

   ii. Such period of time as the Board determines for conduct unbecoming of a Member, or conduct prejudicial to the objects of the Corporation in the sole discretion of the Board.

b) To ensure that the Members are suspended in good faith, a Member will:

   i. Be provided with at least fifteen (15) days' notice of a disciplinary action with reasons; and,

   ii. The Member will be provided an opportunity to be heard in a format determined by the Board not less than five (5) days before the disciplinary action becomes effective, by a quorum of the Board.

c) A suspended member loses all rights of membership including the right to vote at annual meetings of the Members or at a Special Meeting, but continues to be obligated to pay all fees and dues payable to the Corporation

8.10 Revocation of Membership

In addition to the power to suspend Members pursuant to article 8.9 , the Board may also revoke the membership of a Member on the same grounds provided for in sub-article 8.9(a)(i) and (ii) so long as the good faith provisions provided for in sub-article 8.9(b)(i) and (ii) are also abided by.

8.11 Appeal of Suspension or Revocation of Membership

Where a Members' membership has been suspended pursuant to article 8.9, or revoked pursuant to article 8.10, a Member may appeal the Board's decision to the Membership of the Corporation at the next scheduled meeting of the Members by providing written notice

to the Chair within thirty (30) days of receipt of the written notice of the Board of notice of the disciplinary action contemplated in sub-article 8.9(b)(i). The Member being disciplined will be allotted no more than ten (10) minutes at the prescribed Special Meeting or the next scheduled annual meeting to speak to the Membership so long as the Member in question conducts themselves in a reasonable manner and does not prejudice the objects of the Corporation. The decision of the Board on the disciplinary action will be upheld unless, and until, a Special Resolution of the Members passes in favour of dismissing the Board's decision on the disciplinary action. Any decision of the Membership on an appeal of a disciplinary action pursuant to sub-article 8.9 or 8.10 is final.

Section 9 - Members' Meetings

9.1 Annual Meeting

a) The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The annual meeting may be held by telephonic or electronic means. Any Member, upon request, shall be provided, not less than 10 business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

b) The business transacted at the annual meeting shall include:

   I. receipt of the agenda;

   II. receipt of the minutes of the previous annual and subsequent special meetings;

   III. consideration of the financial statements;

   IV. consideration of the audit or review engagement, if any;

   V. an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;

   VI. election of Directors;

   VII. reappointment of the incumbent auditor or person appointed to conduct a review engagement; and,

   VIII. such other or special business as may be set out in the notice of meeting.

c) No other item of business shall be included on the agenda for annual meeting unless a Member has given notice in writing at least sixty (60) days prior to the meeting to the Corporation of any matter that the Member proposes to raise at the meeting in

accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is **5%** of the Members entitled to vote at the meeting of the Members inclusive of those Members present and the proxies presented. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' annual meeting; in the Chair's absence, the Members present may choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. In the case of a special meeting called as per Sub-article 9.2, the Members present may choose any Director or Member to chair the meeting.

9.6 Voting of Members

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

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

a) each Member (or their appointed Proxy) shall be entitled to one vote at any meeting;

b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

c) an abstention shall not be considered a vote cast;

d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

e) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and,

f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 ***Proxy Voting***

In this part, "Proxy" means an authorization by means of which a Member has appointed a proxy holder to attend and act on the Member's behalf at a meeting of the Members. The proxy holder must be a Member of the Corporation.

Every Member entitled to vote at a meeting of Members may vote by means of a proxy by appointing in writing (inclusive of electronic notice) a proxy holder, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

a) A proxy must be signed by the Member or the Member's attorney;

b) A proxy must comply with the format stipulated by the Corporation and be submitted to the Corporation in accordance with the notice of the Member's meeting;

c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;

d) A Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;

e) A proxyholder may carry a maximum of five (5) proxies at the respective Meeting of Members;

f) A person who is appointed a proxyholder shall attend the Meeting of Members in person or by telephonic or electronic means in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person;

g) A proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

h) Votes by proxy shall be collected, counted and reported in such manner as the Chair of the meeting directs;

i) The Board may fix a time not exceeding forty-eight (48) hours (excluding Saturdays and holidays), preceding any meeting or adjourned meeting of Members before which time proxies to be used at the meeting must be deposited with the Corporation, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the Secretary of the Corporation or by the Chair of the meeting or any adjournment thereof prior to the time of voting;

9.8 Adjournments

If within one-half (1/2) hour after the time appointed for a meeting of the Members of the Corporation, the meeting has not commenced because a quorum is not present, or the chair of the meeting in their sole discretion elects to adjourn the meeting, the meeting shall stand adjourned until a day to be determined by the Board.

9.9 Notice of Adjourned Meetings

If a meeting of Members is adjourned for less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned, together with the date and time of the next meeting. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with article 3.5.

9.10 Validity of a Written Resolution in Lieu of Meeting

Except as provided in the Act and this By-law, a written resolution signed by all of the Members entitled to vote on that resolution pursuant to article 3.9 is valid as if it had been passed at a meeting of Members.

9.11 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Committees

10.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees.

10.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or such further resolutions as adopted by the Board.

10.3 Committee Members

Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice-chair thereof. The members and the chair and vice-chair of a committee will hold their office for a term of four (4) years, or at the pleasure of the Board. Unless otherwise provided, the Chair shall be an Ex Officio member of all committees. The Board may appoint members to any committee who are not Members.

10.4 Procedures at Committee Meetings

Procedures at, and quorum for, committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations or policy from time to time.

Section 11 - Notice

11.1 Service

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address or email address as shown in the records of the Corporation; and to such Director at his or her latest address or email 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; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

11.2 Error or Omission in Giving Notice

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

Section 12 - Adoption and Amendment of By-laws

12.1 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law. Any such by-law, 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 confirmed as amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

12.2 *Repeal of Previous By-Laws*

The previous Constitution and By-Laws of the Corporation is hereby repealed as of the coming into force of these By-Laws. Such repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contractor agreement made pursuant to, or the validity of the predecessor charter documents of the Corporation. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of these by-laws and all resolutions of the Members or the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with these by-laws and until amended or repealed.

12.3 ***Policies***

The Board may, from time to time, adopt, amend, or repeal policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, Officers, and Board committee, if any, provided that any such policy shall be consistent with the provisions of this by-law.

12.4 ***Effective Date***

These by-laws shall come into force without further formality upon its enactment in accordance with the Act.

AMENDED this _17th___ day of _June__, 2026

_Anne Rocchi_____ _Meredith Hanel_____

President of the Board Secretary of the Board