

Proposed Amendments to:



By-laws

Amendments Approved by the Board of Directors on October 30, 2017
Approved by Resolution of the Members at on November , 2017 Athletics
Ontario AGM

Contents

BY-LAWS.....	4
Athletics Ontario (AO).....	4
Section 1 – General.....	4
1.01 Definitions	4
1.02 Abbreviated Name.....	5
1.03 Corporate Seal.....	5
1.04 Interpretation	6
1.05 Severability and Precedence.....	6
1.06 Purpose and Objects.....	6
1.07 Head Office.....	6
1.08 Dissolution	6
Section 2 – AO-Members.....	7
2.01 AO-Members	7
2.02 Applications	7
2.03 Admission	7
2.04 Fees.....	7
2.05 Refunds.....	7
2.06 Noting in Default	8
2.07 Termination by Written Notification.....	8
2.08 Termination by Board.....	8
2.09 Termination by AO-Members.....	8
2.10 Liability for Payment Upon Termination	8
Section 3 – Members' Meetings	8
3.01 Annual Meeting	8
3.02 Special Meeting of Members	9
3.03 Notice for Matters Raised by Members	9
3.04 Notice of Annual Meetings.....	9
3.05 Notice of Special Meeting of Members.....	10
3.06 Notice Error or Omission	10
3.07 Meeting Procedure.....	10
3.08 Adjournments.....	10
3.09 Deemed Quorum	10
3.10 Location	11
Section 4 – AO-Member Classes and Voting.....	11

4.01 Voting and Non-voting AO-Members.....	11
4.01.1 Class 1: Directors and Clubs (Voting).....	11
4.01.2 Class 2: All Other AO-Members (Non-Voting).....	11
4.02 Deemed Number of Representatives.....	11
4.03 Voting by Proxy.....	12
4.04 Determination of Business.....	12
4.05 Voting Method.....	12
4.06 If Majority is Not Achieved.....	12
Section 5 – Board of Directors.....	12
5.01 Quantity.....	12
5.02 Qualification.....	13
5.03 Selection.....	13
5.04 Election.....	13
5.05 Term of Office.....	13
5.06 Transition (Note: this provision expires in 2019).....	13
5.07 Remuneration of Directors.....	14
5.08 Removal Prior to Term.....	14
5.09 Vacancies.....	14
5.10 Filling Vacancies.....	15
5.11 Conflict of Interest.....	15
5.12 Powers.....	15
5.13 Authorization of Expenses.....	15
5.14 Trust Arrangements.....	15
5.15 Furthering the Objects of the Corporation.....	16
5.16 Power to Contract.....	16
5.17 Books and Records.....	16
5.18 Power to Employ.....	16
5.19 Determination of Remuneration for Officers, Agents and Employees.....	16
Section 6 – Board Meetings.....	16
6.01 Board Meetings.....	16
6.02 Notice.....	17
6.03 Quorum.....	17
6.04 Voting.....	17
6.05 Minutes.....	18
6.06 Adjournments.....	18
Section 7 – Officers.....	18

7.01 Officers	18
7.02 Term	18
7.03 Duties of the Chair	18
7.04 Duties of the Vice-Chair	19
7.05 Duties of the Treasurer	19
7.06 Duties of the Secretary	19
7.07 Duties of other Officers	19
Section 8 – Committees	19
8.01 Appointment	19
8.02 Notice of Meetings	20
8.03 Quorum	20
8.04 Governance and Nominations Committee	20
Section 9 – Execution of Documents	20
9.01 Legal Signature	20
9.02 Transferring Securities	20
9.03 Depositing Securities	21
9.04 Execution of Contracts	21
9.05 Signatures and Endorsements for Collections and Deposits	21
Section 10 – Protection of Directors and Others	22
10.01 Protection of Directors and Officers	22
Section 11 – Financial	22
11.01 Financial Year	22
11.02 Auditors	22
Section 12 – Adoption and Amendment of By-laws and Regulations	22
12.01 Rules and Regulations	22
12.02 Amendments to By-laws	23
12.03 Repeal of Prior By-laws	23

BY-LAWS

By-laws relating generally to the conduct of the affairs of

Athletics Ontario (AO) (the "Corporation")

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

Section 1 – General

1.01 Definitions

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

- a) "Act" means the *Ontario Corporations Act*, RSO 1990 c. C. 38, or upon its proclamation, the *Not-For-Profit Corporations Act* (Ontario), SO 2010 c. 15 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Agent" means a person who has received the power to act on behalf of Athletics Ontario, binding Athletics Ontario as if the Corporation was making the decisions;
- c) "AO-Member" means any entity approved for membership in the Corporation in accordance with this By-law. Such entities approved for membership include: athletes; coaches; officials; clubs; club executives; volunteers; associates; and directors;
- d) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e) "Associates" means any AO-Member who is not a club, or Club-Member, but also may include directors or volunteers.
- f) "Athletics" means all athletics including, but not restricted to, track and field, running, jumping, throwing, cross country, race walking, road running, ultra-running and competitive athletics held under the auspices of Athletics Canada;
- g) "Board" means the board of directors of the Corporation;
- h) "By-law" means this by-law and any other by-law of the Corporation as amended and the provisions of which are, from time to time, in force and effect;
- i) "Chair" means the Chair of the Board;
- j) "Club" means an entity comprised of a group of AO-Members organized and associated for the purpose of Athletics and registered with Athletics Ontario;
- k) "Club-Member" means an athlete, official, coach, or club executive duly registered in accordance with this By-law;

- l) "Committee Member" means a member of a committee established by the Board. Committee Members are not necessarily required to be AO-Members;
- m) "Corporation" means Athletics Ontario;
- n) "Director" means a member of the Board;
- o) "Director at Large" means a Director appointed by the Board;
- p) "Executive Director" means the senior staff officer who may be referred to as 'Managing Director', 'Administrative Director' or such other designation as the Board may determine;
- q) "Meeting of AO-Members" includes an annual meeting of members or a special meeting of members duly called in accordance with this By-law;
- r) "Minister" means the Minister responsible for enforcement of the *Act*;
- s) "Officer" means an officer of the Board of the Corporation and includes the Chair; the Vice-Chair; Secretary; and Treasurer;
- t) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- u) "Person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- v) "Proposal" means a proposal submitted by an AO-Member at least sixty (60) days in advance of the meeting and that otherwise meets the requirements of the *Act*;
- w) "Regulations" means the regulations made under the *Act*, as amended, restated or in effect from time-to-time;
- x) "Record Date" means the date set by the board for determining membership eligibility to receive notice and vote at the next annual meeting of members;
- y) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- z) "Signature" means an original signature handwritten or an electronic facsimile thereof; and
- aa) "Written Request" or "Request in Writing" means a request transmitted on paper or through electronic communication by means of email, fax or other similar technology.

1.02 Abbreviated Name

The official abbreviated name of Athletics Ontario shall be 'AO'.

1.03 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

1.04 Interpretation

Other than as specified in Section 1.02, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words in one gender include all genders.

1.05 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-law 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.

1.06 Purpose and Objects

The purpose and objects of Athletics Ontario are to:

- a) promote physical, emotional and mental well-being;
- b) promote athletics;
- c) support and assist athletes in their development;
- d) develop courses of instruction for, and certification of coaches and officials; and
- e) promote and ensure competent delivery of athlete-centered recreational, and competitive athletics programs in Ontario through member clubs and athletics communities.

1.07 Head Office

The head office of the Corporation shall be situated in Toronto, Ontario at such address as the Board may, by resolution, determine. Subject to the *Act*, the Corporation may, by Special Resolution, change the place or municipality in which the head office of the Corporation shall be situated. A copy of the Special Resolution shall be filed with the Minister.

1.08 Dissolution

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations with a purpose consistent with the purposes of this Corporation in accordance with the provisions of the *Act*.

Section 2 – AO-Members

2.01 AO-Members

AO-Members of the Corporation shall be any:

- a) athlete;
- b) coach;
- c) official;
- d) club that the Board has approved as having objects similar to those of the Corporation;
- e) club executive;
- f) volunteers;
- g) associates; and,
- h) persons who are current Directors of the Corporation

provided that they have paid the membership, dues established by the Corporation, and otherwise complied with the requirements of this By-law.

2.02 Applications

Applications for registration and membership shall be on the form prescribed by the Board and signed/authorized by the applicant and club registrar where applicable and shall include an undertaking to abide by the By-law and Regulations of the Corporation, and to pay such entrance fees, dues, and assessments as are duly authorized in accordance with this By-law.

2.03 Admission

Applicants shall be admitted as AO-Members upon payment of such entrance fees, dues and assessments and meet such other qualifying criteria as prescribed and as are authorized by this By-law or policies made thereunder, and their name shall be entered in the Corporation's membership database. Each AO-Member shall promptly be informed by the Corporation of its admission as such.

2.04 Fees

Fees and dues for AO-Members shall be determined by the Board.

2.05 Refunds

There shall be no refunds of fees, dues or assessments.

2.06 Noting in Default

The Corporation's head office shall notify an AO-Member of the dues or fees or assessments at any time payable by them. If they are not paid within thirty (30) days of the date of such notice, the AO-Member in default shall there upon automatically cease to be AO-Members of the Corporation. Upon payment of all unpaid dues or fees or assessments AO-Member shall be reinstated.

2.07 Termination by Written Notification

An AO-Member may terminate its membership by giving written notification to the Corporation's head office of such intention. The termination shall become effective upon receipt of such notice by the Corporation's head office.

2.08 Termination by Board

The Board may, by Ordinary Resolution, discipline, suspend or terminate an AO-Member where the AO-Member has failed to pay the prescribed fees, dues or assessment, or fails to govern its conduct according to the Letters Patent, By-law, rules and regulations of the Corporation as may be established from time to time. An AO-Member subject to such action shall be given at least fifteen (15) day's notice that such action is pending and shall be offered an opportunity to respond in writing at least five (5) days in advance of the Board's consideration of such impending action.

2.09 Termination by AO-Members

Any AO-Member may have its membership revoked by an Ordinary Resolution at a Meeting of AO-Members at which the proposal to do so and reasons given has been properly included in advance notice of the meeting.

2.10 Liability for Payment Upon Termination

In the case of a termination, an AO-Member shall remain liable for payment of any assessment, fee, due or other sum levied or which became payable by the AO-Member to the Corporation prior to termination becoming effective.

Section 3 – Members' Meetings

3.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any AO-Member, upon request, shall be provided, not less than 21 days 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.

The business transacted at the annual meeting shall include, but be not limited to:

- a. receipt of the minutes of the previous annual and subsequent special meetings;
- b. consideration of the financial statements;
- c. report of the auditor or person who has been appointed to conduct a review engagement;
- d. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- e. election of Directors; and
- f. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless an AO-Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

3.02 Special Meeting of Members

A special meeting of members shall be called by the Board upon:

- a) written request of 10% or more of AO-Members entitled to vote, not including directors;
- b) the request of the Chair or the Vice-Chair; or
- c) the request of any three (3) Directors submitting such request in writing to the head office.

3.03 Notice for Matters Raised by Members

Any AO-Member eligible to vote at a Meeting of AO-Members may, by written notice at least sixty (60) days in advance of the meeting, raise for consideration at such meeting any matter directly relevant to the activities and affairs of the Corporation.

3.04 Notice of Annual Meetings

Notice of any annual meetings shall be given to each AO-Member by April 1 of each year electronically and/or by regular mail. Notice of any meeting where regular or special business will be transacted shall contain sufficient information to permit the AO-Member to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the

AO-Member of the right to vote by proxy. The declaration of the Executive Director or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

3.05 Notice of Special Meeting of Members

Notice of a special meeting of members shall be given to each AO-Member twenty-one (21) days in advance if sent electronically or thirty (30) days in advance if sent by regular mail. Notice of any meeting where regular or special business will be transacted shall contain sufficient information to permit the AO-Member to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the AO-Member of the right to vote by proxy. The Declaration of the Executive Director or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

3.06 Notice Error or Omission

No error or omission in giving notice of any Meeting of AO-Members or any adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat and any AO-Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any AO-Member for any meeting or otherwise, the address (electronic or other) of the AO-Member shall be the last address recorded on the books of the Corporation.

3.07 Meeting Procedure

All Meetings of AO-Members will follow Parliamentary Procedure. Parliamentary Procedure will be reviewed at the beginning of each Meeting of AO-Members.

3.08 Adjournments

Any Meetings of AO-Members of the Corporation may be adjourned by the Chair with the majority consent of AO-Members eligible to vote at the meeting. No notice shall be required of any Meeting of AO-Members so adjourned.

3.09 Deemed Quorum

A quorum for the transaction of business at any Meeting of AO-Members shall consist of AO-Members representing at least twenty (20) percent of all AO-Members eligible to vote present and voting in-person or by proxy. If fifteen (15) minutes after the time appointed for the holding of any Meeting of AO-Members, a quorum is not present, the meeting shall stand adjourned for *a further fifteen (15) minutes* on the same day and at the same place, and if at

such adjourned meeting a quorum is not present, those AO-Members who are present and entitled to vote thereat shall be deemed to be a quorum and may transact all business which could be legitimately conducted and for which notice was given.

3.10 Location

Meetings of AO-Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine.

Section 4 – AO-Member Classes and Voting

4.01 Voting and Non-voting AO-Members

There shall be two (2) classes of AO-Members: voting and non-voting.

4.01.1 Class 1: Directors and Clubs (Voting)

Class 1 shall consist of Directors of the Corporation and all Clubs registered as AO-Members with the Corporation who have more than five (5) Club-Members.

<u>Description</u>	<u>Weight of Votes</u>
Directors	1
Those Clubs having between 5 and 50 Club-Members	1
Those Clubs having between 51 and 100 Club-Members	2
Those Clubs having 101 or more Club-Members	3

Club votes are to be cast by one Club-Member of a Club classified in Class 1.

Directors who are also Club-Members shall be entitled to have one vote in their own right as Directors and another vote as a Club-Member, but shall not carry proxies on behalf of other Club-Members.

4.01.2 Class 2: All Other AO-Members (Non-Voting)

Class 2 shall consist of all individual athletes; coaches; officials; volunteers; associates; executives of clubs; and clubs with fewer than five (5) Club-Members.

4.02 Deemed Number of Representatives

Each Club shall be deemed to have that number of Club-Members which is the maximum number of Club-Members it had in the current calendar year at the Record Date which shall be no less than thirty (30) and no more than fifty (50) days before the date of the Meeting of AO-

Members of which such AO-Member has received notice.

4.03 Voting by Proxy

Every AO-Member entitled to vote at a Meeting of AO-Members, except Directors, may, by means of a proxy and in a form prescribed by the Board, appoint a proxy holder who need not be an AO-Member to attend and act at the meeting in the manner, to the extent, and with the authority conferred by the proxy.

4.04 Determination of Business

A majority of the votes cast by the AO-Members present at any Meeting of AO-Members shall determine the business in meetings except where the vote of consent of a greater number of AO-Members is required by the Act or this By-law.

4.05 Voting Method

Every question the first instance by a show of hands unless a poll is demanded by any AO-Member and not withdrawn. Such poll shall be taken in such manner as the Chair of such meeting shall direct and the results of such poll shall be deemed to be the decision of the Corporation. A declaration by the Chair of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes acquired in favour of or against such a resolution.

4.06 If Majority is Not Achieved

In case where a majority is not achieved at a Meeting of AO-Members, whether upon a show of hands or at a poll, the motion shall fail.

Section 5 – Board of Directors

5.01 Quantity

The property and business of the Corporation shall be managed by a Board of Directors, comprised of six (6) to nine (9) Directors elected by the Members and up to three (3) Directors-at-Large who may be appointed by the Board from time to time at its discretion, but in no case shall the number of Directors-at-Large exceed one-third of the total number of Director positions set by the Board and shall not exceed one-third of the number of Directors elected at the last Meeting of AO-Members. The number of elected Director positions to be

filled at any time shall be determined by Special Resolution of the Board.

5.02 Qualification

A Director must be an individual, 18 years of age, with power under law to contract. Directors must be AO-Members or shall become AO-Members upon election or appointment in accordance with this By-law.

5.03 Selection

A slate of candidates selected by the Governance and Nominations Committee to reflect the skills and criteria needed for good governance will be presented to the AO-Members for election to the Board of Directors at a Meeting of AO-Members. AO-Members will be invited at least thirty (60) days in advance of the Meeting of AO-Members at which the election of Directors is to take place, to recommend candidates to the Governance and Nominations Committee or make nominations. Nominations recommended to the Governance and Nominations Committee by AO-Members must be signed by at least two (2) AO-Members.

5.04 Election

The slate of candidates shall be deemed elected as Directors if approved by a majority of the votes cast by the Members. In the event that the slate does not receive majority approval, the names of candidates on the slate and such others as have been nominated shall be submitted for election individually and approved or rejected by majority vote. Any candidate not receiving such approval shall not be appointed by the Board to fill a vacancy in the current year or as a Director-at-Large.

Half, or approximately half, of the elected Directors shall be elected in even-numbered years and half, or approximately half, shall be elected in odd-numbered years.

5.05 Term of Office

The elected Directors shall serve a term of two (2) years and no elected Director shall serve more than three (3) consecutive terms or seven (7) years. Directors-at-Large shall be appointed for one (1) year terms and shall hold office until the next annual meeting. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the notice of retirement is accepted and a successor is elected.

5.06 Transition (Note: this provision expires in 2019)

Upon approval of this amended By-Law, the Governance and Nominating Committee shall submit a slate of candidates for all Director positions to be approved by AO-Members entitled to vote.

The current Directors will continue to serve until either re-elected or replaced.

Half of the newly elected or returning Directors shall serve an initial one-year term and half the Directors shall serve a two-year term. The Directors selected to serve each of these terms will be determined by voluntary self-selection or by drawing numbers from a pool or by such other method as determined by the Board. Each Director selected to serve such terms shall be eligible for two additional two-year terms. Membership on the Board prior to the coming into effect of this By-law shall not be counted in calculating consecutive terms.

5.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit as a result of this position; provided that a Director may be paid reasonable expenses incurred in the performance of Board duties.

5.08 Removal Prior to Term

AO-Members eligible to vote may, by Special Resolution at a Meeting of AO-Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person for the remainder of their term.

5.09 Vacancies

The office of a Director shall be automatically vacated:

- a) if at a Meeting of AO-Members, a Special Resolution is passed in favour of the removal of the Director;
- b) if a Director fails to attend, in-person or by means of telecommunication, three consecutive meetings of the Board or any committee without having such lapse in attendance excused for good reason by the Board at its discretion;
- c) if a Director has resigned by delivering a written resignation to the Secretary of the Corporation;
- d) if a Director is found by a court to be of unsound mind;
- e) if a Director is convicted of an offence under the *Criminal Code* (R.S.C., 1985, c. C-46);
- f) if a Director becomes bankrupt or suspends payments or compounds with creditors;
- g) if a Director ceases to be an AO-Member under the conditions of membership; or
- h) on death.

5.10 Filling Vacancies

If any vacancy in an elected Director position occurs for any reason listed in paragraph 5.08 (a – h), the Board may, by majority vote, appoint an AO-Member to fill the vacancy provided that a quorum of the number of Director positions established by this By-law or by resolution of the Board remains in place.

5.11 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

5.12 Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by the *Act*, its Charter or otherwise authorized to exercise and do.

The Board may divide the province of Ontario into regions for purposes of administration, programs, competitions or any other purpose it determines to further its purposes

5.13 Authorization of Expenses

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.

5.14 Trust Arrangements

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe. The Board is hereby authorized, from time to time to:

- a) borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion

may deem expedient; and

- b) limit or increase the amount to be borrowed.

5.15 Furthering the Objects of the Corporation

The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5.16 Power to Contract

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other properties, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

5.17 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

5.18 Power to Employ

The Board may employ such individuals on behalf of the Corporation as the Board deems applicable from time to time, and may designate the titles of such employees as they deem applicable.

5.19 Determination of Remuneration for Officers, Agents and Employees

Remuneration or a schedule thereof, for all Officers, Agents and employees of the Corporation shall be fixed annually by a resolution of the Board.

Section 6 – Board Meetings

6.01 Board Meetings

There shall be at least four (4) Board meetings per year. Board meetings may be held at any time

and place to be determined by the Directors.

Meetings may be held face-to-face, by teleconference or electronically provided that:

a) Meetings held by Teleconference

The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consent to meeting by teleconference or have been approved by resolution passed by the Board at a meeting of the Directors of the Corporation to meet by teleconference.

b) Meetings by Other Electronic Means

The Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- i. the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- ii. each Director has equal access to the specific means of communication to be used; and
- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

6.02 Notice

Forty-eight (48) hours written notice of a Board meeting shall be sent electronically to each Director. Notice, if by mail, shall be sent at least fourteen (14) days prior to the meeting.

No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.03 Quorum

A majority of Directors in office, but no fewer than four (4) elected Directors, shall constitute a quorum for Board meetings. Any Board meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-law of the Corporation.

6.04 Voting

Questions arising at any Board meeting shall be decided by a majority of votes, each Director present at the meeting to have one (1) vote. In the event of a tie, the motion will fail. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demands made, the vote shall be taken by oral assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.05 Minutes

The minutes of Board meetings shall be provided to each Director and shall be made available to AO-Members upon their request or shall be posted on the Corporation's website, once approved by the Board.

6.06 Adjournments

Any Board meeting may be adjourned by the Chair with the majority consent of Directors. No notice shall be required of any meeting so adjourned.

Section 7 – Officers

7.01 Officers

The Officers of the Corporation shall be a Chair, Vice-Chair, Secretary and Treasurer and any other Officers as the Board of Directors may by By-law determine. Officers of the Board must be Directors.

7.02 Term

Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of members. The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by special resolution of the Board at any time.

7.03 Duties of the Chair

The Chair shall preside at all meetings of the Corporation and of the Board. The Chair shall oversee the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

7.04 Duties of the Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed by the Board.

7.05 Duties of the Treasurer

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep, or ensure the keeping of, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

7.06 Duties of the Secretary

The Secretary shall act as clerk of the Board and record all votes and minutes of all proceedings in the electronic minute archives to be kept for that purpose. The Secretary shall give or cause to be given notice of all Meetings of AO-Members and of the Board, and shall perform such other duties as may be prescribed by the Board or Chair, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.

7.07 Duties of other Officers

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

Section 8 – Committees

8.01 Appointment

The Board may appoint committees and Committee Members as it deems necessary to further the objectives of the Corporation. Committee Members shall hold their offices at the pleasure of the Board. The Board shall determine the duties of such committees, their general

terms of reference and may fix remuneration for expenses.

8.02 Notice of Meetings

No error or omission in giving notice of any meeting of the Committee or any adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken thereat and any Committee Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.03 Quorum

Two (2) Committee Members shall constitute a quorum.

8.04 Governance and Nominations Committee

There shall be a Governance and Nominations Committee with responsibility for the good governance of the Corporation and for overseeing recruitment, orientation and development of the Directors and the Board. Governance and Nominations Committee Members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Meetings of the Governance and Nominations Committee shall be held at any time and place to be determined by the Chair of the committee provided that written notice of the meeting shall be sent to each Committee Member electronically at least forty-eight (48) hours or, if by mail, at least fourteen (14) days in advance.

Section 9 – Execution of Documents

9.01 Legal Signature

Contribution agreements and other funding contracts which require the legal signature of the Corporation will be signed by the Executive Director and one (1) Officer of the Corporation or by two (2) Officers. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Executive Director and one (1) Officer of the Corporation or by two (2) Officers or by any Agent.

9.02 Transferring Securities

The Chair, Vice-Chair, Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee

or otherwise and may accept in the name and on behalf of the Corporation transfers or shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

9.03 Depositing Securities

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, Agent or Agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

9.04 Execution of Contracts

Notwithstanding any provision to the contrary contained in the By-law of the Corporation, the Board may at any time by Ordinary Resolution, direct the manner in which, and the Officer or Officers or Agent or Agents by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

9.05 Signatures and Endorsements for Collections and Deposits

All cheques, bills of exchange or other orders, for payment of money, common notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers or Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed (for collection) or (for deposit) with the bankers of the corporation by the Corporation's rubber stamp for the purpose. Any one of such Officer(s) or Agent(s) so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release or verification slips.

Section10 – Protection of Directors and Others

10.01 Protection of Directors and Officers

Every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Director, in or about the execution of the duties of the office or in respect of any such liability; and
- b) all other costs, charges and expenses which the Director sustains or incurs in, or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that Director's own willful neglect or default.

Directors and Officers will be indemnified provided that they have complied with the *Act* and the Corporation's articles and By-laws and have exercised their powers and discharged their duties in accordance with the *Act* and the Corporation's articles and By-laws.

Section11 – Financial

11.01 Financial Year

The financial year of the Corporation shall be April 1 to March 31.

11.02 Auditors

AO-Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the AO-Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

Section 12 – Adoption and Amendment of By-laws and Regulations

12.01 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with this By-law or the

Act relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

12.02 Amendments to By-laws

The By-laws of the Corporation not embodied in the Letters Patent or the Articles of Amendment may be repealed or amended by resolution of a majority of the Directors at a meeting of the Board and sanctioned at a Meeting of AO-Members duly called for the purpose of considering the said By-law. The Directors may repeal, amend or re-enact any By-law but every such By-law, unless in the meantime confirmed by special resolution at a Meeting of AO-Members duly called for that purpose, shall have force only until the commencement of the next annual meeting of members pursuant to the provisions of the Act unless confirmed thereat.

12.03 Repeal of Prior By-laws

All prior By-laws, resolutions or other enactments of the Corporation inconsistent with this By-law are hereby repealed provided that such repeal shall not affect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal.

Amendments Approved by the Board of Directors on October 30, 2017

Approved by Special Resolution of the AO-Members on November , 2017

Name of Officer

Name of Officer

Signature of Officer

Signature of Officer

November , 2017

November , 2017

Date of Signature

Date of Signature