

RESOLUTION OF THE MEMBERS OF ATHLETICS ONTARIO

(the “**Corporation**”)

RESOLVED THAT the repeal of the By-laws of the Corporation (mostly recently amended by the members of the Corporation on November 22, 2020) in its entirety and the enactment of the By-Laws of the Corporation approved by the directors of the Corporation on July 31, 2024 and submitted to the members of the Corporation at the special meeting on September 22, 2024, are hereby confirmed; and

RESOLVED AS A SPECIAL RESOLUTION THAT the certificate and articles of the Corporation are amended as set out in Exhibit A.

Exhibit A

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *
ATHLETICS ONTARIO

Ontario Corporation Number (OCN) *
365130

Company Key *
00000000

Official Email Address *
paul.osland@athleticsontario.ca

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *
Giovanna

Middle Name

Last Name *
Caruso

Telephone Country Code | Telephone Number *
| 416 362-0223

Extension

Email Address *
obr@solutionslaw.com

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- Fixed Number Minimum/Maximum

Minimum Number of Directors *
6

Maximum Number of Directors *
9

5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity?

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

The purposes of the Corporation are to:

- a. act and operate as a provincial sport organization for Athletics recognized by the Province of Ontario (the "Province");
- b. promote physical, emotional and mental well-being of individuals involved in Athletics in the Province;
- c. promote Athletics throughout the Province;
- d. support and assist athletes involved in Athletics in their development;
- e. develop courses of instruction for, and certification of, coaches and officials involved in Athletics in the Province; and
- f. promote and ensure competent delivery of athlete-centered recreational and competitive Athletics programs in the Province through clubs and athletics communities.

"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.

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

Voting and Non-voting Members

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

Class A Members

Class A Members shall be persons who have applied and been accepted for Class A Membership in the Corporation and that are either (x) Directors or (y) all Clubs registered as Members with the Corporation that have five (5) or more individuals such as athletes, officials, coaches, or club executives (collectively, "Club-Members") duly registered as a member of a Club.

- i. The term of Membership of a Class A Member shall be one year, subject to renewal in accordance with the policies of the Corporation.
- ii. Each Class A Member shall be entitled to receive notice of, attend, and vote at all Meetings of Members and each such Class A Member shall be entitled to the following number of votes at such Meetings:

Directors=1 vote

Clubs with 5 or more but fewer than 51 Club-Members=1 vote

Clubs with 51 or more but fewer than 101 Club-Members=2 votes

Clubs with 101 or more Club-Members=3 votes

Class B Members

- i. Class B Members shall be persons who have applied and been accepted for Class B Membership in the Corporation and that are any of individual athletes, coaches, officials, volunteers, associates, executives of Clubs or Clubs with fewer than five (5) Club-Members.

ii. The term of Membership of a Class B Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

iii. Subject to all applicable law, a Class B Member shall not be entitled to receive notice of, attend, or vote at Meetings of the Members of the Corporation.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *
September 22, 2024

Requested Date for Amendment *
September 23, 2024

Authorization

* I, Giovanna Caruso

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Paul Osland	Chief Executive Officer	
Patti Moore	Vice-Chair of the board of directors	



BY-LAW OF
ATHLETICS ONTARIO
(the "Corporation")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

Section 1 – Interpretation

1.01 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, each as amended or re-enacted from time to time;
- b. “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;
- c. “Ballot” shall include any ballot implemented by electronic means;
- d. “Board” means the board of directors of the Corporation;
- e. “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;
- f. “Chair” means the chair of the Board;
- g. “Chief Executive Officer” means the senior Officer of the Corporation who may be referred to herein as ‘Chief Executive Officer’, ‘Administrative Director’ or by any such other designation as the Board may determine;
- h. “Club” means an entity comprised of a group of Members organized and associated for the purpose of Athletics for the objects similar to those of the Corporation and registered with the Corporation;
- i. “Club-Member” means an athlete, official, coach, or club executive duly registered as a member of a Club in accordance with the By-laws;

- j. “Corporation” means Athletics Ontario;
- k. “Director” or “director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- l. “Meeting of Members” includes an annual meeting of Members or a special meeting of Members duly called in accordance with the By-laws and the Act;
- m. “Member” means a person approved for membership in the Corporation in accordance with this By-law and any applicable policy of the Corporation, including, without limitation, any athlete, coach, official, Club, club executive, volunteer, associate, or Director of the Corporation except to the extent subject to any restrictions imposed by the Corporation;
- n. “Members” means the collective membership of the Corporation;
- o. “Officer” means an officer of the Corporation appointed as contemplated by Section 6.01;
- p. “policy” includes any manual or other compilation of policies of the Corporation in force from time to time; and
- q. “Province” means the province of Ontario, Canada.

1.02 Interpretation

Other than as specified in Section 1.01, 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 importing one gender include all genders.

1.03 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 – Organizational Matters

2.01 Abbreviated Name

The official abbreviated name of the Corporation shall be “AO”.

2.02 Purposes and Objects

The purposes and objects of the Corporation are to:

- a. act and operate as a provincial sport organization for Athletics recognized by the Province of Ontario;
- b. promote physical, emotional and mental well-being of individuals involved in Athletics in the Province;
- c. promote Athletics throughout the Province;
- d. support and assist athletes involved in Athletics in their development;
- e. develop courses of instruction for, and certification of coaches and officials involved in Athletics in the Province; and

- f. promote and ensure competent delivery of athlete-centered recreational, and competitive Athletics programs in the Province through Clubs and athletics communities.

2.03 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, including all cheques, bills of exchange or any evidence of indebtedness issued in the name of the Corporation, may be signed by any two of its Officers (including the Chief Executive Officer) or Directors. In addition, the Board may from time to time direct (including in a policy of the Corporation) 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.

2.05 Registered Office

The registered office of the Corporation shall be situated in Toronto, Ontario at such location as the Board may, by resolution, determine. The Corporation may change the municipality or the location of the registered office of the Corporation in accordance with the Act.

Section 3 - Directors

3.01 Number and Qualification of Directors

The number of the Directors shall be determined in accordance with the articles and the Act. Directors must be Members or shall become Members upon election or appointment in accordance with the By-laws. A Director must be an individual who is not disqualified to serve in such capacity under the Act.

3.02 Election and Term

The elected Directors shall serve a term of three (3) years. The Board shall have the power to establish term limits for the Directors and the Officers of the Corporation in the applicable policies of the Corporation. The Directors shall be elected by the Members at the first meeting of Members and at the subsequent annual meeting of Members held in the year in which their term ends. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the subsequent annual meeting of Members held in the year in which their term ends or until their successors are elected or appointed. The Directors in office as of the date of this By-law shall remain in office until the earlier of the expiry of their current term of office or the date they cease to act in such capacity pursuant to the terms hereof.

3.03 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:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.
2. 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.

3.04 Early Termination

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

3.05 Filling Vacancies

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

1. if the vacancy on the Board occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors present 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; and
3. a quorum of Directors may fill a vacancy among the Directors.

3.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee of Directors it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee and may fix remuneration for their expenses. The Board may dissolve any committee by resolution at any time.
3. The Board may also appoint a committee of Directors and other individuals as it deems necessary to further the purposes and objects of the Corporation, provided that no powers of the Directors under the Act or other applicable law may be delegated to such committee.
4. All members of committees referred to in this section shall hold their offices at the pleasure of the Board.
5. There shall be a Governance and Nominations Committee of the Corporation with responsibility for the good governance of the Corporation and for overseeing recruitment, orientation and development of the Directors and the Board. The members of the Governance and Nominations Committee 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, if applicable, place to be determined by the chair of the committee provided that written notice of the meeting shall be sent to each member of the committee electronically at least forty-eight (48) hours or, if by mail, at least fourteen (14) days in advance.

3.07 Selection of Director Candidates

The Members will be invited at least sixty (60) days in advance of the Meeting of the Members at which the election of Directors is to take place, to recommend candidates to the Governance and Nominations Committee or make nominations. 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 Members for election to the Board at a Meeting of the Members. Nominations recommended to the Governance and Nominations Committee by the Members must be signed by at least two Members. Nothing in this section shall be interpreted or implemented in a manner not consistent with the Act.

Section 4 - Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, the Chief Executive Officer or any two Directors at any time and any place on notice as required by the By-laws, stating the time and, if applicable, place of the meeting.

4.02 Regular Meetings

There shall be at least four (4) Board meetings per year.

4.03 Notice

Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given, together with any other information prescribed by and under the Act, in the manner provided in Section 11.01 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. 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 Members of the Corporation.

4.04 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-laws of the Corporation.

4.05 Chair or Vice-Chair to Preside

The Chair or, in such individual's absence, the vice-chair, if any, shall preside at Board meetings. In the absence of the Chair or the vice-chair, the Directors present shall choose one of their number to act as the Chair.

4.06 Voting

Each Director has one vote at a meeting of the Directors. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. All votes at any meeting of the Directors shall be taken by Ballot if so demanded by any Director present, but if no such demand is 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 conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.07 Participation by Telephonic or Electronic Means

With the consent of the Directors constituting the quorum required under the By-laws (or such greater number of the Directors as is prescribed for this purpose by or under the Act), 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 reasonably participate therein and to communicate simultaneously and instantaneously with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.08 Minutes

The minutes of Board meetings shall be provided to each Director and may be made available to another person to the extent required by the Act.

4.09 Adjournments

Any Board meeting may be adjourned by the Chair with the consent of a majority of the Directors present. No notice shall be required of any meeting so adjourned unless otherwise prescribed by or under the Act.

Section 5 - Financial

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

5.03 Auditor

An auditor appointed by the Members at each annual meeting shall audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual Meeting of the Members. 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 until the next annual Meeting of the Members. The remuneration of the auditor shall be fixed by the Board.

Section 6 - Officers

6.01 Officers

The Board shall appoint from among the Directors a Chair and a vice-chair and may appoint any other person to be Chief Executive Officer, treasurer and secretary at its first meeting following the annual meeting of Members of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

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

- a. the expiration of one (1) year from the date of appointment or election,
- b. the Officer's successor being appointed,
- c. the Officer's resignation, or
- d. such Officer's death.

6.03 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.

6.04 Duties of the Chair

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. The Chair shall also perform the duties described in sections 4.05 and 10.05 and such other duties as may be required by law or as the Board may determine from time to time.

6.05 Duties of 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.

6.06 Duties of the Chief Executive Officer and any other Officer

The Chief Executive Officer and any other Officer appointed by the Board shall perform the duties as may be required by the By-laws, any policy of the Corporation and as the Board may determine from time to time.

6.07 Duties of 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 and records of 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 or 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 receipts 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.

6.08 Duties of 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 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, if any.

Section 7 - Protection of Directors and Others

7.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

7.02 Indemnity

Every Director of the Corporation and his or her 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 the Corporation may not indemnify by or under the Act.

Directors and Officers will be indemnified as provided above 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.

The Corporation shall, pursuant to the decision of the Board, purchase and maintain one or more policies of insurance for the benefit of its Directors and Officers against any liability incurred by such individual, (a) in the individual's capacity as a Director or Officer of the Corporation; or (b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

Section 8 - Conflict of Interest

8.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 9 - Members

9.01 Members

Membership in the Corporation shall consist of two classes of Members, namely, Class A Members and Class B Members. A corporation may be a Member of the Corporation.

Members of the Corporation shall be any of the following involved in the furthering of the purposes and objects of the Corporation:

- a) athlete;
- b) coach;
- c) official;
- d) Club;
- e) club executive;
- f) volunteer;
- g) associate; and
- h) individuals who are current Directors of the Corporation

provided that they have paid the membership dues, fees, contributions and assessments established by the Corporation, and otherwise complied with the requirements of the By-laws and each policy of the Corporation.

9.02 Applications

Applications for registration and membership shall be on the form prescribed by the Board and signed/authorized by the applicant and, where applicable, Club's registrar, and shall include an undertaking to abide by the By-laws of the Corporation or policies made thereunder, and to pay such fees, dues, contributions and assessments as are duly authorized pursuant to the By-laws and any applicable policy of the Corporation.

9.03 Admission

Applicants shall be admitted as Members of the Corporation upon payment of such fees, dues, contributions and assessments and meet such other qualifying criteria as prescribed and as are authorized by the By-laws or policies made thereunder, and their name shall be entered in the Corporation's membership database. Each Member shall promptly be informed by the Corporation of its admission as such. An applicant for membership who is subject to any disciplinary action by the Corporation may be denied admission as a Member or admitted subject to conditions determined in accordance with the applicable policies of the Corporation.

9.04 Fees and Refunds

Fees, dues, contributions and assessments of the Members shall be determined by the Board. There shall be no refunds of any of the foregoing.

9.05 Voting and Non-voting Members

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

9.05.01 Class A Members

Class A Members shall be persons who have applied and been accepted for Class A Membership in the Corporation and that are either (x) Directors or (y) all Clubs registered as Members with the Corporation that have five (5) or more Club-Members.

i. The term of Membership of a Class A Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

ii. As set out in the articles, each Class A Member shall be entitled to receive notice of, attend, and vote at all Meetings of Members and each such Class A Member shall be entitled to the following number of votes at such Meetings:

Description	Number of Votes
Directors	1

Clubs with 5 or more but fewer than 51 Club-Members	1
Clubs with 51 or more but fewer than 101 Club-Members	2
Clubs with 101 or more Club-Members	3

Club votes are to be cast by one Club-Member (other than a Director who may also be a Club-Member of the Club) of a Club classified as Class A Member.

9.05.02 Class B Members

- i. Class B Members shall be persons who have applied and been accepted for Class B Membership in the Corporation and that are any of individual athletes, coaches, officials, volunteers, associates, executives of Clubs or Clubs with fewer than five (5) Club-Members.
- ii. The term of Membership of a Class B Member shall be one year, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B Member shall not be entitled to receive notice of, attend, or vote at Meetings of the Members of the Corporation.

9.06 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 for a Meeting of the Members, which date shall be no less than thirty (30) and no more than fifty (50) days before the date of the Meeting of Members of which such Member has received notice.

9.07 Voting by Proxy

Every Member entitled to vote at a Meeting of 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 a Member to attend and act at the meeting in the manner, to the extent, and with the authority conferred by the proxy.

9.08 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 By-laws or the *Act*.

9.09 Termination by Written Notification

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

9.10 Disciplinary Act or Termination of Membership for Cause

1. The directors or any committee of directors shall have power to discipline a Member or to terminate their membership for violating any provision of the articles, the By-laws or any policies of the Corporation. The circumstances and the manner in which this power may be exercised shall be set out in the applicable policies of the Corporation.
2. The directors or any committee of directors may designate from time to time the person with authority to impose or revoke the disciplinary action or termination.
3. The Member subject to a disciplinary action or termination shall be given an opportunity to be heard as provided for in the Act and in the applicable policies of the Corporation.

9.11 Liability for Payment Upon Termination

In the case of a termination of membership or other disciplinary action, a Member shall remain liable for payment of any assessment, fee, due or other sum levied or which became payable by such Member to the Corporation prior to termination or suspension becoming effective.

Section 10 - Members' Meetings

10.01 Organization of Annual Meeting

The annual meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board in a manner permitted by the Act. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed by or under the Act before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

10.02 Notice of Meeting

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Meeting of the Members shall be given in the manner specified in the Act to each Member, each Director and to the auditor. 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.

10.03 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor, 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.

10.04 Quorum

A quorum for the transaction of business at any Meeting of Members shall consist of Members that represent at least twenty (20) percent of all Members eligible to vote, being present and voting in-person or by proxy. If fifteen (15) minutes after the time appointed for the holding of any Meeting of Members, a quorum is not present, such 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 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. 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.

10.05 Chair of the Meeting

The Chair or, in the Chair's absence, the vice-chair, shall be the chair of the Members' meeting; in the Chair's or the vice-chair's absence, the Members present at any Members' meeting shall 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.

10.06 Business of the Meeting

The business transacted at the annual meeting of the Members shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor;
- e. reappointment or new appointment of the auditor for the coming year;
- f. election of Directors; and
- g. 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 a Member has given notice 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.

10.07 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of (x) 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; (y) the Chair or vice-chair; or (z) any three Directors.

10.08 Voting of Members

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. the chair of the meeting, if a Member, shall have a vote;
- b. an abstention shall not be considered a vote cast;
- c. every question submitted to a Meeting shall be decided in the first instance by a show of hands unless, before or after a show of hands has been taken on any question, a poll is demanded by any 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 Members of the Corporation;
- d. if there is a tie vote, the chair of the meeting shall require a recorded Ballot, and shall not have a second or casting vote. If there is a tie vote upon recorded Ballot, the motion is lost; and
- e. whenever a vote by show of hands is taken on a question, unless a recorded Ballot is required or demanded, 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 Meeting of the Members of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.09 If Majority is Not Achieved

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

10.10 Election of Directors

The slate of candidates shall be deemed elected by the Members as Directors if approved by an ordinary resolution voted upon by the Members entitled thereto. In the event that the slate is not approved by an ordinary resolution, the names of candidates on the slate and such others as have been nominated shall be submitted for election. If the number of nominees for election is equal to or less than the number of vacancies to be filled, the nominees shall be submitted for election individually and elected or rejected by an ordinary resolution. If the number of candidates nominated for election is greater than the number of vacancies to be filled, election shall be made by recorded Ballot vote, in which the Members may vote for as many nominees as there are vacancies to be filled. To the extent of the vacancies to be filled, the nominees, who in descending order receive the greatest number of votes (provided that such votes are sufficient to approve an ordinary resolution), shall be declared elected. In the event that a tie vote exists for the last remaining vacancy(ies), a second recorded Ballot vote shall be taken to determine the order in which such tied nominees are to be ranked to fill the remaining vacancy(ies).

10.11 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is

adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 11 - Notices

11.01 Service

Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to 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; and to the auditor 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.

11.02 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 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, Repeal and Amendment of By-laws

12.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

12.02 Repeal of Prior By-laws

All prior by-laws of the Corporation 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.

Enacted effective as of: **July 31, 2024.**



Name: Paul Osland

Title: Chief Executive Officer



Name: Stephanie Anselm

Title: Secretary