



BY-LAW No. 1

Section 1 – General

1.01 Definitions

In this by-law, unless the context otherwise requires:

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

“Board” means the Board of Directors of the Corporation;

“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;

“Chair” means the chair of the Board;

“Corporation” means the *Kingston Pickleball Club*, originally incorporated under Letters Patent dated January 14, 2019, with Corporation Number 5005854, that has passed this by-law under the *Act* or that is deemed to have passed this by-law under the *Act*;

“Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;

“Member” means a member of the Corporation;

“Members” means the collective membership of the Corporation; and

“Officer” means an officer of the Corporation

“telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including

telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

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.

1.04 Seal

The Corporation's seal, if any, shall be in a form determined by the Corporation from time to time. The secretary of the Corporation shall oversee any such corporate seal and its use.

1.05 Execution of Contracts

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

Section 2 – Directors

2.01 Election of Directors

The Directors shall be elected by the Members at the annual meeting held each year in accordance with this By-Law. The term of office of the Directors shall be no later than three years from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

It is a condition of appointment as a Director, that a person has satisfied all required conditions of Membership and is a Member of the Corporation as provided for in this By-law.

2.02 Rolling Terms of Office

At the first Annual Meeting next following the passing of this By-law No. 1, the Members shall elect one-third (1/3) of the Directors for a three-year term, one-third (1/3) of the Directors for a two-year term, and one-third (1/3) of the Directors for a one-year term. After this time, newly elected Directors shall be elected for three (3) year terms.

2.03 Vacancies

In accordance with s 25(1) of the Act, the office of a Director shall be vacated immediately:

- (a) if the Director:
 - (i) resigns office by written notice to the Corporation; or
 - (ii) is deemed to have resigned office by reason of: (1) non-attendance to three consecutive meetings of the Board of Directors; or (2) non-attendance to six meetings of the Board of Directors within one year of his or her term, without prior approval of non-attendance by the President or Vice-President.

In the case of resignation by written notice, resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later. In the case of non-attendance to three consecutive meetings, the resignation shall be deemed effective as of the third consecutive meeting which the Director failed to attend. In the case of non-attendance to six meetings in a term, the resignation shall be deemed to be effective as of the sixth meeting which the Director failed to attend.

- (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, remove the Director before the expiration of the Director's term of office.

2.04 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:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members shall fill the vacancy by an ordinary resolution;
- (b) a quorum of Directors shall otherwise fill a vacancy among the Directors; and
- (c) 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.

2.05 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a Committee of Directors and may delegate to the managing Director or Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on the delegation of powers set out in the Act, the Board may establish any Committee 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. The Board may dissolve any committee by resolution at any time.

For clarity, for the purposes of section 2.05(a), and pursuant to s 36(2) of the Act, the following powers and responsibilities may not be delegated to a Committee:

1. the submission to the Members of any question or matter requiring their approval on a decision;
2. the filling of a vacancy among the Directors, or of the auditor, or of a person appointed to conduct a review engagement of the Corporation;
3. the appointment of additional Directors;
4. the issuance of any debt obligations except as authorized by the Directors;
5. the approval of any financial statements under s 83 of the Act;
6. the adoption, amendment or repeal of any By-laws of the Corporation; and
7. the establishment of Membership dues or contributions to be paid by Members pursuant to s 86 of the Act.

2.06 No 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 upon review and approval of such expenses by the Treasurer and at least one other Director;
- (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 or any other policies of the Corporation relevant to conflict of interest.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law.

3.02 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 in such instances no other notice shall be required for any such meetings.

3.03 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 10 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 the Corporation.

3.04 Chair

The President shall preside as the Chair at Board meetings. In the absence of the President, the Vice-President shall act as Chair. In the absence of both the President and Vice-President, the Directors present shall choose one of their number to act as the Chair.

3.05 Quorum

A majority of the number of Directors shall constitute quorum at any meeting of the Directors.

3.06 Voting

Each Director has one vote. 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.

3.07 Participation by Telephonic or Electronic Means

If a majority 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 permit 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.

Section 4 – Financial

4.01 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.

4.02 Financial Year

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

4.03 Financial Controls and Procedures

Subject to such other policies relating to the financial operations of the Corporation, the following controls and procedures relating to the Corporations finances shall govern the Directors, Members, and any employees of the Corporation:

- (a) A bank account established at a local bank shall be used to transact all financial business of the Corporation. The Treasurer shall receive and deposit all funds due to the Corporation in this account.
- (b) All outstanding debts and liabilities of the Corporation are to be paid in a timely manner.
- (c) The Corporation shall, at all times, ensure that four Directors are registered as signatories with the Corporation's bank. The signatories on the Corporation's bank account shall be the President or Vice-President, the Treasurer and at least one other Director.
- (d) All cheques issued by the corporation must be signed by two (2) of the approved signatories.
- (e) All contracts, agreements, legal documents, and written communications or documents relating to legal, contractual or financial matters of the Corporation, authorized by the Board, must be signed by two (2) of the approved signatories or other person(s) expressly authorized to do so by a resolution of the Board.
- (f) Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Corporation shall retain all financial accounting records of the Corporation referred to in s 92(1)(i) of the Act, for at least six years, under the custody and control of the Treasurer and the Secretary. All such records shall be retained in safekeeping at the business premises of the Corporation and shall not be destroyed without the approval of the Board.
- (g) Expenditures that are part of a budget approved by the Board do not require further authority to be expended by the Corporation.

Section 5 – Officers

5.01 Officers

At its first meeting following the annual meeting of the Corporation, the Board shall appoint from among the Directors a Chair and President, which position shall be held by the same person. The

Board shall also, at the first meeting appoint, from amongst the Directors, a Vice-President, a Treasurer and a Secretary. 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. The same person may hold two or more offices of the Corporation.

5.02 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: the Officer's successor being appointed, the Officer's resignation, or such Officer's death.

5.03 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.

5.04 Duties of the Chair

The President of the Corporation, as the Chair, shall perform the duties described in sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in **Schedule A** and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The Vice-President shall assist the President in the performance of the President's duties as set out in Section 5.05 and such other duties as may be required by law or as the Board may determine from time to time. The Vice-President shall also exercise all the powers of the President in the case of the President's absence, resignation, incapacity, removal, or death. The Vice President shall, as provided for in Section 3.04 of this By-law, also act as the Chair in the absence of the President.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in **Schedule B** and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in **Schedule C** 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

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be 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:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

6.02 Directors' and Officers' General Liability Insurance

The Corporation shall, at all times, maintain General Liability coverage of not less than \$2 million for the benefit of all Directors and Officers through the purchase of a Directors' and Officers' Insurance policy in relation to any allegations or claims against the Directors and Officers relating to the mismanagement of assets, wrongful act, neglect or breach of duty in managing the Corporation's operations, including, but not limited to, claims relating to wrongful dismissal or discrimination, alleged breaches of common law duties or negligence and breach of fiduciary duties, or inaccurate disclosure statement or reporting errors and any failure to follow laws and regulations of the province or federal governments.

If at any time any Director becomes aware of the lapse or cancellation of any such Directors' and Officers' Insurance policy coverage, her or she shall immediately advise the President and/or Vice-President, who shall immediately provide notice of such lapse or cancellation of coverage to all members of the Board.

Section 7 – Conflict of Interest

7.01 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.

The Board may, from time to time, approve additional policies governing conflicts of interest by Directors or Officers.

Section 8 – Members

8.01 Membership and Rights of Membership

Membership in the Corporation shall consist of such individuals interested in furthering the Corporation's purposes who have satisfied the conditions of Membership set out in Section 8.02 of this By-law and have been issued a Membership by the Directors in accordance with the Articles and the conditions set out in this By-law.

For clarity, a corporation or other business entity may not be a member of the Corporation.

In addition to such other rights granted under the Act, the rights and privileges of Members are as follows:

- (a) To participate in the Corporation's activities and programs, book and use the Corporation's equipment, courts and facilities in accordance with the policies set by the Board of Directors from time to time and utilizing such online reservation platform used by the Corporation for such purpose;
- (b) To be notified of, and attend, all Annual General Meeting or Special Meetings, in accordance with this By-law;
- (c) To vote at any Annual General Meeting or Special Meeting, in accordance with this By-Law;
- (d) With prior leave, to attend before the Board of Directors to express concerns, provide information, or assist the Board in matters relating to the Corporation;
- (e) To speak, make proposals for the consideration of members, and participate in the discussions at any General or Special Members' Meetings of Corporation, in accordance with any policies, requirements or pre-requisites set out by the Board from time to time;
- (f) To request that the Board hold a Special Meeting in accordance with Section 9.02 of this By-law;
- (g) Upon written request to the Board, no later than 15 days prior to the Annual General Meeting, to receive a copy of the financial statement to be issued at the Annual General Meeting; and
- (h) To enjoy the rights and privileges given to Members as detailed in the Articles and By-laws of the Corporation.

8.02 Conditions of Membership

No individual may be a member of the Corporation unless he or she has satisfied the following conditions of membership:

- (a) The individual has paid the required membership fee, as determined by the Board of Directors from time to time, in the manner prescribed in the Board's approved Membership and Fee Schedule. For clarity:
 - day passes, 10-pack guest passes or other forms of guest-fee access to club and court facilities do not constitute memberships for the purposes of this By-law; and
 - Corporate or Business Sponsorships do not constitute a membership, but individuals who may acquire a complimentary membership (with fee waived) as a result of a Corporate or Business Sponsorship, will be Members upon satisfaction of all other conditions in this Section.
- (b) The individual has paid the required fee and obtained a membership with both *Pickleball Ontario* and *Pickleball Canada*, or has complied with alternate Board requirements, such that the individual is covered by liability insurance(s) made available through these Associations or by the Club's insurance providers;
- (c) The individual has, by obtaining membership with *Pickleball Ontario* and *Pickleball Canada*, or by other Board-approved process, executed the mandatory Waiver/Release Agreement assuming risks associated with the sport of pickleball, waiving claims, releasing all identified releasees of all liability and holding harmless and indemnifying all releasees of such risks and claims, in the format authorized and required by the Board from time to time; and
- (d) The individual, by becoming a Member, agrees to bound by, and has complied with, the By-laws, policies, Code of Conduct, procedures, and rules and regulations of the Corporation and has not been suspended, or subject to a disciplinary proceeding under this By-law, or if subject to prior disciplinary action, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

8.03 Termination of Membership

A Membership in the Corporation is not transferable. and automatically terminates if:

- (a) The Member fails to satisfy all of the conditions of Membership in Section 8.02 of this By-law;
- (b) the Member dies;
- (c) the Member resigns;
- (d) the Member's term of membership expires;
- (e) Membership is otherwise terminated in accordance with the Act or Section 8.04 of this By-law; or
- (f) The Corporation is liquidated or dissolved under the Act.

8.04 Disciplinary Act or Termination of Membership for Cause

Pursuant to section 51(1) of the Act, the Board of Directors shall have the power to discipline a Member or terminate the membership of a Member.

The following shall apply regarding the termination of a Membership for Cause:

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for the following reasons:
 1. The Member has violated a provision of the articles, By-laws, the Code of Conduct as approved by the Board or other written policies of the Corporation;
 2. The Member has otherwise carried out conduct, or a course of conduct, which is, or may be, detrimental to the Corporation as determined by the Board in its sole discretion; or
 3. Any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) The notice shall set out the reasons for the disciplinary action or termination of a Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
- (c) The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 – Members' Meetings

9.01 Annual General Meeting

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

The business transacted at the annual general meeting 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 or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement 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 the annual general meeting unless a Member provides notice of a matter that the Member proposes to raise at the meeting ("Proposal") a

notice of the Proposal has been given to the Secretary prior to the giving of notice of the annual general meeting in accordance with the compliance requirements in Section 56(6) the *Act*, such that the item of new business can be included in the Notice of Annual Meeting.

Pursuant to section 56(6) of the *Act*, the Proposal will not be included in the notice of the meeting and considered at the meeting if:

- (a) the Proposal is not submitted to the corporation at least 60 days before the date of the meeting;
- (b) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;
- (c) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;
- (d) not more than two years before the receipt of the Proposal, the Member failed to present in person at a meeting of the members, a Proposal that had been included in a notice of meeting at the member's request;
- (e) substantially the same Proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Proposal was defeated; or
- (f) the right to submit a Proposal conferred by the *Act* and by this section are being abused to secure publicity.

In accordance with s. 56(4) of the *Act*, any Member who submits a Proposal for consideration at the Annual Meeting shall be required to pay any cost of including the Proposal and any statement in the notice of the meeting at which the proposal is to be presented.

9.02 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.

9.03 Notice

Subject to the *Act*, not less than 30 days, 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.

9.04 Proxies Not Permitted

In accordance with section 64(1.1) of the Act, a Member may not appoint a proxy to attend and act on the Member's behalf at a meeting of the members.

9.05 Quorum

A quorum for the transaction of business at a Members' meeting shall be ten (10) Members present in person at the meeting.

9.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Vice-President shall be the chair of the Members' meeting. In the absence of both the President/Chair and Vice-President, the Members present at any Members' meeting shall choose another Director as chair. 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.

9.07 Order of Business at the Annual General Meeting

Unless amended by Chair upon the opening of the Annual General Meeting the Order of Business and Agenda shall be as follows:

1. Call to order by the President of the Board
2. Approval of the minutes of the previous Annual General Meeting
3. Report of the Secretary
4. Report of the Treasurer, including financial statement for the Club
5. Report of the President
6. Report of Committees
7. New Business
8. Election of the members of the Board of Directors
9. Adjournment

9.08 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) each Member 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, only the chair of the meeting may require 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.

9.09 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.

9.10 Persons Entitled to be Present

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

9.11 Conducting Telephonic or Electronic Members' Meetings

Where, at the discretion of the Board, it is determined that unusual or emergency circumstances exist which are outside of the control of the Board of Directors such that the freedom of movement of persons and normal activities of the public have been curtailed, the Board may require a meeting to be held by telephonic or electronic means.

If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Section 10 – Notices

10.01 Services

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 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 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.

10.02 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 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 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

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

Approved by the Directors of the Corporation [add if confirmed by the Members *in toto* and effective] on the day of , 2024.

President and Chair

Secretary

Confirmed by the Members of the Corporation [add if amended by the Members at the AGM] and effective on the day of , 2024.

Secretary+

SCHEDULE A

Position Description of the President

Role Statement

As the chief executive officer of the Corporation, the President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and employees, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

The President shall have the following responsibilities:

- (a) **Agendas** – establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- (b) **Committees** – assist the Board in the composition and terms of reference for all Committees established under Section 2.04 and appoint the chairperson of all such committees.
- (c) **Direction** – serve as the Board's central point of communication with the senior management or employees, if any, of the Corporation and provide guidance to such senior management or employees, if any, regarding the Board's expectations and concerns. In collaboration with the Board, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management and operational strategies and planning and performance information are appropriately presented to the Board.
- (d) **Performance Appraisal** – lead the Board in monitoring and evaluating the performance of senior management or employees, if any, through an annual process.
- (e) **Work Plan** – ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- (f) **Representation** – serve as the Board's primary contact with the public and the Corporation's representative and spokesperson to the public, the Members, and any person or entity having business with the Corporation.
- (g) **Reporting** – report regularly to the Board on issues relevant to its governance responsibilities.
- (h) **Other Duties** – perform such other duties as may from time to time be directed by the Board.

Board Conduct

The President shall set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

The President shall: serve as a mentor to other Directors; ensure that all Directors contribute fully; and address issues associated with underperformance of individual Directors.

Succession Planning

The President shall ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

The President shall serve as Member on all Board committees.

SCHEDULE B

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

The Treasurer shall:

- (a) have the custody of the funds and securities of the Corporation and keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- (b) 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;
- (c) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements;
- (d) assist, and implement those Financial Controls and Procedures set out in Policy 4.02 of this By-law and any other policies relating to the financial operations of the Corporation approved by the Board from time to time;
- (e) submit an annual budget for the review and approval of the Board, and for presentation to the Members;
- (f) render to the Chair and Directors quarterly, at the regular meeting of the Board, or whenever they may otherwise require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- (g) report to the Chair and the Board in a timely manner as to all financial matters of the Corporation to ensure that the Board remains, at all times, accountable to the Members for the management, allocation and control of the financial operations of the Corporation and to ensure transparency as to the Corporation's finances;
- (h) upon the written request by any Member, as approved by the Board, make available for review any portion of the Corporation's financial records;
- (i) ensure that all premiums are paid, and steps are taken in a timely fashion to maintain, at all times, necessary Property and General Liability Insurance for the Corporation's facilities and Directors' and Officers' General Liability Insurance
- (j) perform such other duties as may from time to time be directed by the Board.

Board Conduct

The Treasurer shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

The Treasurer shall serve as a mentor to other Directors.

Financial Statements

The Treasurer shall present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

SCHEDULE C

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President, and Vice-President, to support the Board in fulfilling its fiduciary responsibilities, and ensure compliance with all government filing requirements.

Responsibilities

The Secretary shall have the following responsibilities:

- (a) **Board Conduct** – support the President (and Vice-President) in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

- (b) **Document Preparation and Management** – the Secretary shall:
 - 1. Keep an up-to-date roll of the names and addresses of the Members;
 - 2. ensure that quorum exists for all meetings as set out in this By-law;
 - 3. ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board Committees;
 - 4. following the Annual General Meeting of the Members of the Corporation and the Board, file all necessary corporate changes with the Ontario government, and ensure that the identified four Directors are properly registered as signatories with the Corporation's bank;
 - 5. attend to correspondence on behalf of the Board;
 - 6. oversee the Corporation's web site(s) and ensure that all content is updated as required;
 - 7. have custody and control of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law;
 - 8. respond to any Member requests for copies of the Minutes of any Meetings of the Board, Committee or Members;
 - 9. ensure that all reports are prepared and filed as required by law or requested by the Board;
 - 10. take all such steps as are necessary to ensure an orderly transfer of custody and control of all such records, minute books, documents and registers, including all electronic files, to the next succeeding Secretary of the Corporation; and
 - 11. perform such other duties as may from time to time be directed by the Board.

Meetings – Notices and Attendance

The Secretary shall give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees and the Notice of the Annual General Meeting as provided for in this By-law.

The Secretary shall also attend all meetings of the Corporation, the Board and Board Committees. In the event the Secretary is unable to attend such meetings, the Secretary shall be responsible for ensuring that another Board member is able to assume the Secretary's responsibilities for the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board Committees.