

# WILMOT GIRLS HOCKEY ASSOCIATION



## GENERAL OPERATING BY-LAW NO. 2



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### GENERAL OPERATING BY-LAW NO. 2

**WHEREAS** it has been decided to replace the general operating By-law No.1 to bring it into compliance with the Act;

**AND WHEREAS** this general operating by-law No. 2 has received approval by the Directors

and the Members;

**NOW THEREFORE** be it enacted that the general operating by-law No.1 of the Corporation be repealed and be replaced with the following general operating by-law No. 2, such by-law to set out the governance of the Corporation in accordance with the Act.

## **Article 1 - General**

### **1.01 Definitions**

In this By-Law, unless the context otherwise requires:

1. "Act" means the Ontario *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Articles" means the letters patent, dated May 7, 2007, of WILMOT GIRLS HOCKEY ASSOCIATION;
3. "Board" means the board of directors of the Corporation;
4. "By-law" means this general operating by-law No. 2 including the schedules;
5. "By-laws" means this general operating by-law No. 2 (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;
6. "Chair" means the chair of the Board;
7. "Class A Member(s)" has the meaning outlined in subsection 4.01(1) of this By-law;
8. "Class B Member(s)" has the meaning outlined in subsection 4.01(2) of this By-law;
9. "Corporation" means WILMOT GIRLS HOCKEY ASSOCIATION;
10. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
11. "Member(s)" means a Class A Member or a Class B Member and "Members" shall mean the collective membership of the Corporation;
12. "Meeting(s) of Members" (or "Meeting(s)" when the context is Members) means any meeting to which Members are called to conduct the business of the Corporation, including the Annual Meeting of Members and the Special Meeting of Members;
13. "Officer" means an officer of the Corporation;

14. "Ordinary Resolution" means a resolution that is submitted to a Meeting of Members and passed at said Meeting of Members, with or without amendment, by Majority Vote of the Members entitled to vote at said Meeting of Members.
15. "Policy Statements" means any policy statements adopted by the Board of Directors from time to time.
16. "Special Business" means all business transacted at a Special Meeting of the Members and all business transacted at an Annual Meeting of the Members except for (1) consideration of the financial statements; (2) consideration of the audit or review engagement report, if any; (3) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; (4) election of Directors, and (5) reappointment of the incumbent auditor or person appointed to conduct a review engagement;
17. "Special Resolution" means a resolution that is submitted to a Special Meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at said meeting, with or without amendment, by 75% Vote of the Members entitled to vote at said Meeting of Members; and
18. "\_\_\_ Vote" (where \_\_\_ is replaced by some fraction) means at least the specified fraction of valid votes cast are in favour, abstentions and blank or spoiled ballots being ignored

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

## **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors, provided that said two of its Officers or Directors are not spouses of one another. 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.

### **1.06 Affiliation**

The Corporation shall be affiliated with leagues under the Ontario Women's Hockey Association (OWHA). All games will follow the rules of the relevant league, OWHA and Hockey Canada.

### **1.07 Head Office**

The registered head office of the Corporation is the location specified in the Articles.

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## **Article 2 - Directors**

### **2.01 General**

The Board of Directors shall be comprised of the number of Directors as specified in the Articles or as determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors so long as the Board of Directors is not composed of less than three (3) Directors.

### **2.02 Duties**

The Directors of the Corporation shall manage and/or supervise the management of the activities and affairs of the Corporation. The duties of Directors shall include, but is not limited to, the following:

1. approval of the financial statements of the Corporation, and ensuring that the financial affairs of the Corporation are conducted efficiently;
2. obtaining insurance, which includes, but is not limited to, insurance that limits the liability of the Directors of the Corporation; and
3. all other duties required by the Corporation's Articles and By-laws or the Act and the regulations.

Every Director in exercising their powers and discharging their duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **2.03 Election and Term**

The Members shall, by Ordinary Resolution, elect Directors at each Annual Meeting. The term of office of the Directors shall be from the date of the Annual Meeting at which they are elected until the succeeding Annual Meeting of Members. If the Members at the Annual Meeting fail to elect the number or the minimum number of Directors required by the Articles, the Directors elected at said meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

## **2.04 Additional Directors**

The Directors may appoint one or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3<sup>rd</sup>) of the number of Directors elected at the previous Annual Meeting of Members.

## **2.05 Director's Consent to Act**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within ten (10) days after the election. However, if an individual elected consents in writing after said period, the election is valid. The aforementioned does not apply to a Director who is re-elected where there is no break in their term of office.

## **2.06 Qualifications**

The following are disqualified from being a Director of the Corporation:

1. a person who is not an individual;
2. a person who is under 18 years old;
3. a person who is not a Class A Member or Class B Member;
4. a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
5. a person who has been found to be incapable by any court in Canada or elsewhere;  
and
6. a person who has the status of bankrupt as defined in the Act.

## **2.07 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
4. if the Director has been found to be incapable by any court in Canada or elsewhere; or
5. if the Members of the Corporation, by Ordinary Resolution at a Special Meeting of Members, remove the Director before the expiration of the Director's term of office.

## **2.08 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 occurs as a result of the Members removing a Director, the Members may fill the vacancy by Ordinary Resolution at the meeting at which the Director is removed.
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy by Ordinary Resolution and, if they fail to call such a meeting, the Special Meeting of Members may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors;

## **2.09 Committees**

Committees may be established by the Board as follows:

1. 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
2. Subject to the limitations on delegation 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.

## **2.10 Remuneration of Directors**

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties if and only if the expenses were incurred to carry out the charitable purposes, the amount is reasonable, and proper receipts are provided.

## **2.11 Conflict of Interest**

Directors have a fiduciary duty to avoid both a conflict of interest and the appearance of a conflict of interest. Directors must always make decisions in the best interests of the Corporation and not allow their personal interests or preferences to affect their conduct and decisions. A Director of the Corporation who,

1. is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
2. is a director or an 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 disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest. Except as provided by the Act, no such Director shall attend any part of a meeting of the Directors during which such contract or transaction is discussed, and no such Director shall vote on any resolution to approve such contract or transaction. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

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## **Article 3 - Meetings of the Directors**

### **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 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 (7) 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. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in subsection 36 (2) of the Act, in which case the notice must specify that matter.

### **3.04 Electronic Meetings**

1. At the Board's absolute discretion, a meeting of Directors, including the organizational meeting of the Directors, may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.
2. A meeting held by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means must provide that all Directors attending the meeting are able to communicate with each other simultaneously and instantaneously.
3. 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. A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
4. A Director who, through telephonic or electronic means, attends a meeting of Directors is deemed to be present in person at the meeting.

### **3.05 Quorum**

Sixty (60) per cent of the number of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

### **3.06 Chair**

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

### **3.07 Voting**



Each Director has one vote. Questions arising at any Board meeting shall be decided by Majority Vote. In the event of an equality of votes, the Chair shall have a second and casting vote.

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## **Article 4 - Members**

### **4.01 Members**

Membership in the Corporation shall consist of two classes of Members, namely, Class A Members and Class B Members. The following conditions of membership shall apply:

1. Class A Members:

- i. Class A Members shall be individuals who have applied and been accepted by resolution of the Board to be Class A Members in the Corporation;
- ii. Membership of a Class A Member shall be for a term of one year, subject to renewal in accordance with the Policy Statements of the Corporation, or is otherwise terminated in accordance with this By-law or the Act;
- iii. Class A Members may withdraw their membership by written notice to the Board, which withdrawal shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later; and
- iv. Each Class A Member is entitled to receive notice of, attend, and vote at all Meetings of Members, and each Class A Member shall be entitled to one (1) vote at such Meetings of Members.

2. Class B Members:

- i. Class B Members shall be individuals that are either former long-standing presidents of the Corporation or former long-standing founding directors of the Corporation, who have applied and been accepted by resolution of the Board to be Class B Members in the Corporation;
- ii. Membership of a Class B Member ends when the Class B Member dies or is otherwise terminated in accordance with this By-law or the Act;
- iii. Class B Members may withdraw and resign their membership by written notice to the Board, which withdrawal shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later; and

- iv. Each Class B Member is entitled to receive notice of, attend, and vote at all Meetings of Members, and each Class B Member shall be entitled to one (1) vote at such Meetings of Members. However, if, in the opinion of the majority of the Board, acting reasonably, a Class B Member has failed to remain continuously active in the Corporation by attending Meetings of Members and/or participating in committees, then, upon resolution of the Board, said Class B Member shall no longer be entitled to vote at Meetings of Members.

## **4.02 Discipline of Members**

The Directors have the power to discipline Members or to terminate their membership in good faith and in a fair and reasonable manner as follows:

1. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles, By-laws, or Policy Statements.
2. The written notice shall set out the reasons for the disciplinary action or termination of 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 five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

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## **Article 5 – Meetings of the Members**

### **5.01 Annual Meeting**

There shall be an annual meeting of Members (hereinafter called "Annual Meeting" or "Annual Meeting of Members"), in a place within Ontario as determined by the Board of Directors, to be held within eighteen (18) months after the Corporation comes into existence and, subsequently, no later than fifteen (15) months after holding the preceding Annual Meeting and within six (6) months of the end of the last fiscal year. Members, upon request, shall be provided, not less than twenty-one (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:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;

3. consideration of the financial statements approved by the Directors;
4. consideration of the report of the auditor or person who has been appointed to conduct a review engagement;
5. consideration of any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or By-laws;
6. appointment, by Ordinary Resolution, of an auditor to hold office until the close of the next Annual Meeting, or a person to conduct a review engagement of the Corporation;
7. election, by Ordinary Resolution, of Directors; and
8. such other business as may be set out in the notice.

No other item of business shall be included on the agenda for the Annual Meeting unless a proposal has been given to the Secretary in accordance with the Act prior to the giving of notice of the Annual Meeting, so that such item of new business can be included in the notice of the Annual Meeting.

## **5.02 Special Meetings**

The Directors may, at any time, call a special meeting of the Members (hereinafter called "Special Meeting(s)" or "Special Meeting of Members"). The Board shall convene a Special Meeting on written requisition of not less than ten (10) per cent of Members entitled to vote for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the written requisition.

## **5.03 Electronic Meetings**

1. A Meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.
2. A vote at a Meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.
3. If a Meeting of Members is to be held by telephonic or electronic means, the notice of that meeting must include instructions for attending and participating in that meeting by the telephonic or electronic means that will be made available for that meeting, including instructions for voting by such electronic means at that meeting.
4. If a Meeting of Members is to be held entirely by one or more telephonic or electronic means, a notice of a Meeting of Members is not required to specify a place of the meeting.

5. A Meeting of Members held by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means must enable all persons entitled to attend the meeting to reasonably participate.
6. Members who, through telephonic or electronic means, vote at or attend a Meeting of Members is deemed to be present in person at said meeting.

#### **5.04 Notice**

1. The Corporation shall give notice of the time and place of a Meeting of Members not less than ten (10) and not more than fifty (50) days before said Meeting of Members to the Members, the Directors, and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation via electronic communication.
2. Notice of any Meeting of Members 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 of Members.
3. Notice of any Meeting of Members must remind Members entitled to vote at said Meeting of Members of the right to vote by proxy.

#### **5.05 Quorum**

A quorum for the transaction of business at a Meeting of Members is five (5) Members entitled to vote at said Meeting of Members, whether present in person or by proxy. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout said Meeting of Members.

#### **5.06 Chair of the Meeting**

The Chair shall be the chair of Meetings of Members; in the Chair's absence, the Members present 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.

#### **5.07 Voting of Members**

Business arising at Meetings of Members shall be decided by Majority Vote unless otherwise required by the Act or the By-laws provided that:

1. Members entitled to vote at a Meeting of Members shall be entitled to one (1) vote at said Meeting of Members;
2. votes shall be taken by a show of hands among all Members present entitled to vote;

3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member or proxyholder entitled to vote at said meeting may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. 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
6. 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.

## **5.08 Adjournments**

The chair of a Meeting of Members 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.

## **5.09 Persons Entitled to be Present**

The only persons entitled to attend Meetings of Members are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement, if any, and others who are entitled or required under any provision of the Act, the By-Laws or the Articles to be present at Meetings of Members.

## **5.10 Proxies**

Members entitled to vote at a Meeting of Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as their nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy must be signed by Members, and must be in a form that complies with the regulations. A proxy is valid only at the Meeting of Members for which it is given or, if said meeting is adjourned, at the Meeting of Members that continues the adjourned meeting.

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## **Article 6 - Officers**

## **6.01 Officers**

The Board shall appoint from among the Directors a Chair. 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 serve for a term as determined by the Board.

## **6.03 Duties of Officers**

Officers shall be responsible for the duties assigned to them may not delegate to others the performance of any or all of such duties. Every Officer in exercising their powers and discharging their duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Officer shall comply with the Act and the regulations, and the Articles and By-Laws.

## **6.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.06 and 5.06 and such other duties as may be required by law or as the Board may determine from time to time.

## **6.05 Vacancy**

The position of an Officer shall be automatically vacated if any of the following situations occur:

1. such Officer resigns by delivery of a written resignation to the Board;
2. such Officer is found to be mentally incompetent or of unsound mind;
3. such Officer becomes bankrupt;
4. such Officer dies; or
5. such Officer no longer fulfils all the qualifications required of such Officer position in accordance with the By-laws, Articles, or the Act and the regulations;

If any vacancies should occur for any reason as set out in above, the Board by resolution may fill the vacancy.

## **6.06 Conflict of Interest**

Any Officer of the Corporation who:

1. is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
2. is a director or an 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 disclose to the Corporation or request to have entered in the minutes of the meetings of the Directors the nature and extent of their interest. The disclosure required above must be made, in the case of an Officer who is not a Director,

1. forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of the Directors;
2. if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after they become so interested; or

if a Person who is interested in a contract or transaction later becomes an Officer, forthwith after they become an Officer.

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## **Article 7 - Financial**

### **7.01 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.

### **7.02 Financial Year**

The financial year of the Corporation ends on April 30<sup>th</sup> in each year or on such other date as the Board may from time to time by resolution determine.

### **7.03 Financial Statements**

The Directors shall approve annual financial statements of the Corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six (6) months before the Annual Meeting or, if the Corporation has not completed a financial year, that began on the date the Corporation came into existence and ended not more than six (6) months before the Annual Meeting. The approval of the Directors must be evidenced by the signature of one or more Directors. The Corporation shall not issue, publish or circulate copies of the annual financial statements unless they are (a) approved

and signed, as stipulated above, and (b) accompanied by the audit or review engagement report, if any.

#### **7.04 Auditor**

1. At each Annual Meeting of Members, the Members of the Corporation shall by Ordinary Resolution appoint an auditor to hold office until the close of the next Annual Meeting, or a person to conduct a review engagement of the Corporation. The auditor or the Person to conduct the review engagement of the Corporation must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004* and be independent of the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and its affiliates;
2. The auditor of the Corporation or the individual appointed to conduct a review engagement of the Corporation shall examine the financial statements that are required by the Act to be placed before the Members as is necessary to enable the auditor or other individual to report on the financial statements. The auditor or other individual shall report on the financial statements in accordance with the regulations and with generally accepted auditing or review engagement standards, as the case may be. After conducting an audit or a review engagement, the auditor or other individual shall report on the financial statements required by the Act to be placed before the Members.
3. An auditor is entitled to attend every Meeting of Members at the expense of the Corporation and to be heard on matters relating to the auditor's duties. The auditor or other individual shall be given written notice of the Annual Meeting of Members in addition to the notice provided for in this By-law.
4. The auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation ceases to hold that position when the auditor or person,
  - i. dies or resigns;
  - ii. is declared disqualified under subsection 69(5) of the Act; or
  - iii. is removed under section 71 of the Act.

A vacancy created by the removal of the auditor or person appointed to conduct a review engagement may be filled at the meeting at which the auditor or person is removed. If not so filled as aforementioned, the directors shall immediately fill a vacancy in the position of the auditor or of a person appointed to conduct a review engagement and the auditor or other person appointed to fill said vacancy shall act for the unexpired term of the auditor's or other person's predecessor.

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### **Article 8 - Protection of Directors and Others**



## **8.01 Protection of Directors and Officers**

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

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.

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## **Article 9 - Notices**

### **9.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **9.02 Computation of Time**

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

### **9.03 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.

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## **Article 10 – Changes to Articles or By-Laws**

### **10.01 Amendments to Articles**

A Special Resolution of the Members is required to make any amendment to the Articles to:

1. change the Corporation's name;
2. add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
3. create a new class or group of Members;
4. change a condition required for being a Member;
5. change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
6. divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
7. add, change or remove a provision respecting the transfer of a membership;
8. increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
9. change the purposes of the Corporation;
10. change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
11. change the manner of giving notice to Members entitled to vote at Meeting of Members;
12. change the method of voting by Members not in attendance at Meeting of Members;  
or
13. add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

The notice of the Meeting of Members at which a proposal to make an amendment referred to above is to be considered must set out the proposed amendment.

### **10.02 Amendments to By-laws**

A Member may make a proposal to make, amend or repeal the By-Laws in accordance with the Act. The Directors may by resolution make, amend or repeal the By-Laws, except in respect of a matter referred to in subsection 10.01(7), (11), or (12) of this By-law. The Directors shall submit the new, or amendment or repeal to the By-Laws to the Members at the next Meeting of Members, and the Members may confirm, reject or amend the new, or amendment or repeal to the By-Laws by Ordinary Resolution. The new, or amendment or repeal to the By-Laws is effective from the date of the resolution of the Directors. If the new,

or amendment or repeal to the By-Laws is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If a new, or amendment or repeal to the By-Laws ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

**THIS GENERAL OPERATING BY-LAW NO. 2**, having been approved by the Directors and the Members of the Corporation, in accordance with the Ontario *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, is hereby **ENACTED ON** May 20th, 2025.