

WEST OTTAWA SOCCER CLUB INC.

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

WEST OTTAWA SOCCER CLUB INC.
(the “Corporation”)

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SECTION I **INTERPRETATION**

1.1 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “**Articles**” means articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act of the Corporation;
- (b) “**Act**” means the *Not-for-Profit Corporations Act*, 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;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-law**” or “**By-laws**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Consultant**” means any person who is engaged by the Corporation to render consulting or advisory services and is compensated for such services;
- (g) “**Corporation**” means the corporation that has passed this By-law under the Act or that is deemed to have passed this By-law under the Act;
- (h) “**Director**” means an individual occupying the position of director of the Corporation for the purposes of the Act, by whatever name they are called;
- (i) “**Employee**” means an individual who has a full-time employment contract with the Corporation;
- (j) “**Good financial standing**” means that the Member has complied with any financial obligations they have with the Corporation and any/all payments are up to date;
- (k) “**Member**” means a Member of the Corporation and “**Members**” or “**Membership**” means the collective membership of the Corporation;

- (l) “**Officer**” means an officer of the Corporation;
- (m) “**Ordinary Resolution**” means a resolution that is (i) submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members; and
- (n) “**Special Resolution**” means a resolution that is (i) submitted to a special meeting of the Members that is duly called for the purpose of considering the resolution and is passed at the special meeting, with or without amendment, by at least two thirds (2/3) of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members.

1.2 **Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) other than as specified in this By-law, all terms contained herein and that are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular will include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) 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.

SECTION II **AFFILIATION**

2.1 **Affiliation**

The Corporation will be a member in good standing with Eastern Ontario Soccer and will follow the published rules of Eastern Ontario Soccer, Ontario Soccer and Canada Soccer. The Corporation is subject to the published rules in declining order of authority of: Canada Soccer, Ontario Soccer, Eastern Ontario Soccer, and the Corporation.

SECTION III
FINANCIAL AND OTHER MATTERS

3.1 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30th of September in each year.

3.2 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.3 Auditor and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or a person to conduct a review engagement and level of financial review required by the Act.

3.4 Borrowing

Subject to the limitations set out in the Act, the Articles of the Corporation, and this By-law, the Board may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

3.5 Execution of Documents

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 or other individuals, as designated by the Board. 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.

3.6 Policies, Procedures and Rules

The Board may adopt, amend, or repeal by resolution such Policies, Procedures and Rules that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of Committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Policies, Procedures or Rules adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION IV **MEMBERS**

4.1 Classes and Conditions of Membership

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available on the following basis:

- (a) Membership is automatically available to anyone who is a Director of the Corporation, if not already a Member; and
- (b) Membership is available to any other individual interested in furthering the Corporation's objects and who has been accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Membership must be renewed each year. To be a Member, the individual must
 - i. be registered to play on a team run by the Corporation of, if the player is under the age of 18 years of age, the parent or primary guardian of a player (only one parent or primary guardian of a player may be the Member and if there is a dispute as to who may be the Member, the Member shall be determined in the sole discretion of the Board);
 - ii. be in good financial standing; and
 - iii. comply with any other policy or procedures of the Corporation, as determined by the Board from time to time.

Employees and/or Consultants (and immediate family of Employees or Consultants) may not be Members of the Corporation. For purposes of this paragraph, immediate family is considered to be the person's own family, being the person's spouse and children.

4.2 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members. Membership in the Corporation is not transferable.

4.3 Membership Fees

There shall be no Membership fees or dues unless otherwise directed by the Directors.

4.4 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 4.1; or
- (c) the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective at the time the resignation is received by the corporation or at the time specified in the resignation, whichever is later.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a Committee Member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or Committee Member if the Board deems it appropriate in the circumstances.

4.5 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) contravening any provision of the Articles, By-laws, or other Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be suspended or removed from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide at least fifteen (15) days' written notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member shall be given an opportunity to make written submissions to the Board not less than five (5) days before the suspension or removal becomes effective. In the event that the Member declines the opportunity to heard or to make written submissions, the Board may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are made by the Member in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member in writing concerning such final decision.

SECTION V
MEETINGS OF MEMBERS

5.1 Place of Meetings

Meetings of Members shall be held at the registered office of the Corporation or at any place within Ontario as the Board may determine. A meeting of the Members may be held at a place outside Ontario if the place is specified in the Articles or if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place. If a meeting is to be held entirely by telephonic or electronic means, the notice of that meeting does not need state the place of the meeting and the place of the meeting is deemed to be the registered office of the Corporation.

5.2 Annual Meetings

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, provided that it must be held not later than fifteen (15) months after the preceding annual meeting.

The business transacted at the annual 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) consideration of the audit or review engagement report, if any;
- (e) reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members of the Corporation who hold at least ten percent (10%) of votes that may be cast at a meeting 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 receipt of the requisition.

- (h) 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's proposal has been given to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act at least 60 days before the date of the meeting, so that such item of new business can be included in the notice of annual meeting.

5.3 Presentation of Annual Financial Statements to Members

Not less than five (5) business days before each annual meeting of the members, the Corporation shall send copies of the financial statements and any other documents required by the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents. The Directors shall place before the Members at every annual meeting the financial statements of the most recently completed financial year and any other documents required by the Act.

5.4 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members is special business except for the following:

- (a) consideration of the financial statements, and the audit or review engagement report, if any;
- (b) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) the election of Directors; and
- (d) the re-appointment of the incumbent auditor or person appointed to conduct a review engagement.

5.5 Notice of Meeting

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Director, and the auditor or person appointed to conduct a review engagement of the Corporation, not less than twenty-one (21) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section SECTION 10.1 of this By-law.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

If a meeting of the Members may be attended by telephonic or electronic means, the notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting that is adjourned for less than 30 days is not required if the time and place of the adjourned meeting and, if applicable, the instructions for attending, participating, and voting by telephonic or electronic means are announced at the original meeting.

5.6 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.7 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, 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, the Articles, or the Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the Members present at the meeting.

5.8 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. If the Chair is absent or unable to act, then a Vice-Chair shall chair the Members' meeting. If the Chair and the Vice-Chair are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Director as chair.

5.9 Quorum

The quorum for a meeting of the Members is a majority of the Members entitled to vote at the meeting, who must be present in person or by proxy. If 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 quorum is not present throughout the meeting. If quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

5.10 Votes to Govern

Unless otherwise required by the provisions of the Act or this By-law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast in person. In the case of equality of votes, the chair of the Members' meeting, in addition to his original vote, shall have a second or casting vote.

5.11 Voting Procedure

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, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall 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.

5.12 Secret Ballot

If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the chair of the Members' meeting directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

5.13 Resolution in Lieu of Meeting

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted, and held for the purpose.

5.14 Proxy Voting

Votes at meetings of Members may be given either personally or by proxy, provided that the proxy appointed is either the Secretary or the Chair, or alternatively a Member. At every meeting at which a Member is entitled to vote, every Member and/or person present or appointed by proxy to represent a Member shall have one (1) vote for each Member present or represented by proxy. A proxyholder has the same rights as the Member who appointed him or her to speak and vote at a meeting of the Members.

A proxy must be in a form that complies with the Act and Regulations, and must be signed by the Member or the Member's attorney, or, if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.

The directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.

A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting. A Member may revoke a proxy in accordance with procedure in the Act.”

SECTION VI **DIRECTORS**

6.1 Number of Directors

The Board shall consist of the fixed number of directors in the Articles, or a number within the minimum and maximum numbers in the Articles that is 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. Notwithstanding anything else in this By-law, the Corporation must have at least three (3) Directors.

6.2 Qualifications

A person is disqualified from being a Director if they:

- (a) are not an individual;
- (b) are under 18 years old;
- (c) have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) have been found to be incapable by any court in Canada or elsewhere; or
- (e) have the status of bankrupt.

6.3 Election of Directors and Term

- (a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The Board shall establish a nominating subcommittee of the Board, the details of which shall be set forth in policy. The nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and policy.
- (c) Directors shall be elected every two years or as determined by Ordinary Resolution of the Members.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

- (e) Directors shall be eligible for re-election to a maximum of six consecutive years. Upon the completion of the maximum term on the Board, a minimum of a two (2) year absence is required before eligibility for re-election on the Board is restored.

6.4 Nomination Requirements

- (a) Subject only to the Act, and the Articles, the By-laws and the policies of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any meeting of Members, if one of the purposes for which the meeting was called was the election of Directors,
 - i. by or at the direction of the Board or pursuant to a report of the nominating subcommittee prepared in accordance with section 6.3, including pursuant to a notice of meeting,
 - ii. by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the provisions of the Act, or
 - iii. by any person (“Nominating Member”) who, on the date of the giving of the notice provided for below in this section 6.4, is a voting member of the Corporation and who complies with the notice procedures set forth below.
- (b) In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice thereof to the Board. To be timely, a Nominating Member’s notice to the Board must be made:
 - i. in the case of an annual meeting of Members, not less than fourteen (14) calendar days prior to the date of the annual meeting of Members (the “notice date”); and
 - ii. in the case of a special meeting (which is not also an annual meeting) of Members called for the purpose of electing Directors (whether or not called for other purposes), not later than the fifteenth (15th) calendar day following the day on which the first public announcement of the date of the special meeting of Members was made. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this paragraph (b). In no event shall any adjournment or postponement of a meeting of Members or the announcement thereof commence a new time period for the giving of a nominating Member’s notice as described above.
- (c) To be in proper written form, a Nominating Member’s notice to the Board must set forth as to each person whom the nominating Member proposes to nominate for election as a Director (i) the name and business address; (ii) the principal occupation or employment of the person, (iii) a copy of the person’s resume evidencing that he or she has the professional qualifications for the position he or she is being nominated for on the board of the Corporation. The Governance and Nominating Committee or the Board may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to

determine the eligibility of such proposed nominee to serve as a director of the Corporation.

- (d) The Chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the process set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6.5 Written Consent to Act as a Director

- (a) 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 or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment. This requirement does not apply to a Director who is re-elected or reappointed where there is no break in their term of office.
- (b) Despite paragraph (a), if an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.

6.6 Ceasing to Hold Office

The office of a Director shall automatically be vacated:

- (a) if the Director dies;
- (b) 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;
- (c) if the Director no longer fulfils all of the qualifications to be a Director set out in section 6.2, as determined in the sole discretion of the Board; or
- (d) if the Director is removed by the Members in accordance with section 6.7 and the Act.

Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a Committee Member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or Committee Member if the Board deems it appropriate in the circumstances.

6.7 Removal of Directors

Directors may be removed by an Ordinary Resolution of the Members passed at a special meeting.

6.8 Filling Vacancies

- (a) If there is a vacancy created by the removal of a Director, it may be filled at the meeting of Members at which the Director was removed.
- (b) If there is a vacancy created by a failure to elect the number or minimum number of directors provided for in the Articles, or if there is not a quorum of Directors, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy. If they fail to call a meeting, or there are no Directors in office, the meeting may be called by any Member.
- (c) If (a) and (b) do not apply, a vacancy among the Directors may be filled by a quorum of Directors.

6.9 Committees

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any Committee Member may be removed by the Board. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure. Notwithstanding anything else in this By-law, if the Corporation creates an Audit Committee it must comprise one or more directors, and the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates.

6.10 Executive Committee

Subject to the Act, the Board may appoint from their number a Managing Director or a Committee of Directors (which may be referred to as an executive Committee) and delegate to the Managing Director or Committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 36(2) of the Act. Unless otherwise determined by the Board, such a Committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

6.11 Conflict of Interest

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act are complied with and, if required by law, the approval of the court is obtained. A disclosure by a director or officer of a conflict of interest must be in writing.

6.12 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing their duties. A Director may receive

compensation for services provided to the Corporation in another capacity if pre-approved by Ordinary Resolution of the Board.

6.13 Remuneration of Officers, Agents, Employees

The Directors of the Corporation may fix the reasonable remuneration of the Officers, Committee Members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. Any Officer, Committee Member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, Committee Member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.14 Confidentiality

Every Director, Officer, Committee Member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

SECTION VII **MEETINGS OF DIRECTORS**

7.1 Calling of Meetings

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

7.2 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine. If a meeting of the Directors is to be held entirely by telephonic or electronic means, the notice of that meeting does not need state the place of the meeting.

7.3 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section SECTION 10.1 of this By-law to every Director of the Corporation 48 hours before the time when the meeting is to be held. If a meeting of the Board may be attended by telephonic or electronic means, the notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting shall not be 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting and, if

applicable, the instructions for attending, participating, and voting by telephonic or electronic means are announced at the original meeting. A Board of Directors meeting may be held without notice immediately before or following the annual meeting of Members.

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 one of the matters specified in subsection 36(2) of the Act.

7.4 Regular Meetings

Provided that meetings take place no less than once per year, 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.

7.5 Chair

The chair of all Board meetings shall be the Chair. If the Chair is absent or unable to act, then the Vice-Chair shall be the chair. If the Chair and the Vice-Chair are absent or unable to act, then a Director appointed by the Board by Ordinary Resolution shall be the chair.

7.6 Participation at Meeting by Telephone or Electronic Means

Subject to the Articles and By-laws, a meeting of the Directors may be held entirely by one or more telephonic or electronic means or by any combination of one or more of those means and of in-person attendance. Any such meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director who attends a meeting of the Directors through telephonic or electronic means is deemed to be present in person at the meeting.

7.7 Quorum

Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of the Board, provided that a quorum shall be a majority of the number of Directors determined in accordance with section SECTION VI 6.1. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.8 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of equality of votes, the chair of the meeting of Directors shall not be entitled to a second or casting vote and the motion shall be defeated.

7.9 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting; or
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting; or
- (c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation;

provided that a Director who votes for or consents to a resolution may not dissent.

7.10 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes his or her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to the Corporation.

7.11 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chair of Board Meetings or requested by any Director. When a recorded vote on the question is required by the chair of Board Meetings or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of Board Meetings that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.

7.12 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting or committee of Directors, shall be as valid as if it had been passed at a Board meeting or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VIII

OFFICERS

8.1 Appointment

The Board shall appoint from among the Directors a Chair and may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. As much as possible, only Directors who have served at least one term on the Board are eligible to be appointed as an Officer. 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. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except the offices of Chair and Vice-Chair.

8.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair** - The Chair shall be a Director. The Chair shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-Chair** - The Vice-Chair shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - If appointed, the Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.3 Term of Office

Any Officer shall cease to hold office upon resolution of the Board. Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

8.4 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) the Board of Directors adopts an Ordinary Resolution to remove an Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;
- (d) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act;
- (e) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (f) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION IX PROTECTION AND INDEMNITY

9.1 Protection of Directors, Officers and Others

Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, employee or volunteer of the Corporation or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this section to include corporations,

partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Member's, Committee Member's, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.

9.2 Indemnity to Directors, Officers and Others

Every Director, Officer, Member, Committee Member, employee and volunteer of the Corporation, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against the following:

- (a) all costs, charges and expenses whatsoever that such Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer, Member, Committee Member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges and expenses that the Director, Officer, Member, Committee Member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

9.3 Indemnity to Others

The Corporation may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

9.4 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 9.01 as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or

- (b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION X **NOTICES**

10.1 Method of Giving Notices

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 such Member at the Member's latest address as shown in the records of the Corporation; or 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; or such auditor or the person who has been appointed to conduct a review engagement at their business address; provided that if no address be given then to the last address of such person known to the Secretary.

A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

10.2 Undelivered Notices

Notwithstanding Section 10.1, if any notice given to a Member is returned on three (3) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

10.3 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.

10.4 Omissions and Errors

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-law 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.

10.5 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XI AMENDMENT OF ARTICLES AND BY-LAWS

11.1 Amendment of Articles

Notwithstanding the Act, the Articles of the Corporation may only be amended by a resolution of the Board and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the amendment, provided that notice of such Members meeting shall state the proposed amendment and the purpose thereof.

11.2 Amendment of By-laws

The By-laws of the Corporation not embodied in the Articles may be amended or repealed by a resolution of the Board and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said amendment or repeal. Except as otherwise provided, an amendment or repeal of a By-law approved by the Board has full force and effect from the time the resolution is passed or from such future time as may be specified in the resolution. A repeal or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual or special meeting of Members. The Members at the annual or special meeting may confirm the By-law by Special Resolution as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approve.

ENACTED by the Directors of the Corporation this ____ day of _____, _____, under the seal of the Corporation

Chair

Secretary

CONFIRMED by a Special Resolution of Members this ____ day of _____, _____.

Secretary