



Cumberland Curling Club By-laws

Adopted by the Board of Directors on March 18th 2024

Not yet adopted by the Members

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Section 1 – General

1.01 Definitions

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

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Auditor” means an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act;
- c. “Board” means the board of directors of the Corporation;
- d. “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;
- e. “Chair” means the chair of the Board;
- f. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “Days” means calendar days including weekends and holidays;
- h. “Director” means an individual elected or appointed to serve on the Board pursuant to these By-laws
- i. “Member” means a member of the Corporation;
- j. “Members” means the collective membership of the Corporation;
- k. “Officer” means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- l. “Ordinary resolution” means a resolution that is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast;
- m. “Special resolution” means a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.

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. 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 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.

1.07 Financial Year

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

1.08 Auditors

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

Section 2 – Members

2.01 Classes of Membership

Membership in the Corporation shall consist of any individual who is a participant, coach, official, volunteer or administrator, who is registered with the Corporation and who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

There are four classes of Members:

- a. Regular Member: an individual who has attained the age of majority and has paid the prescribed fees for access to the curling and the social amenities of the Club. A Regular member shall be a voting member of the Club.
- b. Youth Member: an individual who satisfies the criteria for the Club's Youth Curling Program and has paid the prescribed fees for the Youth Program for access to the curling and the social amenities of the Club. A Youth Member shall be entitled to attend General Meetings of the Club but shall not be entitled to vote on motions presented at such meetings or to serve as a Director of the Corporation.
- c. Social Member: an individual who has attained the age of majority and has paid the prescribed fees for access to the social amenities of the Club. Social members may use the curling amenities of the club by paying the prescribed casual curling fee for each such use of the amenities. Social members shall be voting members of the Club and shall be entitled to attend General Meetings of the Club, to vote on motions presented at such meetings, and to serve as a Director of the Corporation.
- d. Life Member: an individual who has been named as a Life Member by a resolution of the Board of Directors and approved at a Member's Meeting. A Life Member shall have all the privileges of the Club as those enjoyed by a Regular Member.

2.02 Admission and Renewal of Members

Any candidate will be admitted as a Member or renewed as a Member if:

- a. The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b. The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c. The candidate member has paid dues as prescribed by the Corporation;

- d. The candidate member agrees to uphold and comply with the Corporation's governing documents;
- e. The candidate member meets any other condition of membership determined by the Board;
- f. The candidate member has met the applicable definition listed in Section 2.01; and
- g. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

2.03 Membership Duration

Membership duration, with the exception of Life Member, is accorded on an annual basis. Unless otherwise determined by the Board, the membership year of the Corporation will be from October 15 until October 14 of the following calendar year.

2.04 Membership Dues

Membership dues will be determined annually by the Board. A member who is in default of payment of fees by more than thirty (30) days may not be entitled to any of the privileges or benefits of membership and may, at the discretion of the Board, have their membership in the Club revoked.

2.05 Transfer, Suspension, and Termination of Membership do

- a. Transfer – Membership in the Corporation is non-transferable.
- b. Termination – Membership in the Corporation will terminate immediately upon:
 - i. The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
 - ii. The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.02 of these By-laws;
 - iii. Resignation by the Member by giving written notice to the Corporation;
 - iv. Dissolution of the Corporation;
 - v. The Member's death; or
 - vi. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.
- c. May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.
- d. Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- e. Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.
- f. Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Section 3 – Members' Meetings

3.01 Annual Meeting

The annual meeting shall be held within Ontario on a day and at a place fixed by the Board that is within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. 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 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 annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

3.02 Special Meetings

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of seven (7) or more of the Members with voting rights, sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

3.03 Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.04 Notice

Subject to the Act, not less than 10 and not more than 50 days written or electronic 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.

3.05 Eligibility of Voting Members

The record date for the determination of members entitled to receive notice of a meeting of members or to vote shall be

- a. at a date set by the Directors not to be more than 50 days before the day of the event; or
- b. if no date set, at the close of business on the day immediately before the day on which the notice is given; or
- c. if no date set and no notice is given, the day on which the meeting is held.

3.06 Quorum

A quorum for the transaction of business at a Members' meeting is 20 Members entitled to vote at the meeting, whether present or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.07 Chair of the Meeting

The President and Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

3.08 Proxy Voting

There shall be no proxy voting allowed, unless otherwise determined and so communicated by the Board to the members at the time the Members' meeting is called. In the event the Board chooses to allow proxy voting at a Members meeting, it will do so in a form that complies with the Act.

3.09 Voting of Members

- a. Business arising at any Members' meeting may be decided by consensus. After giving members the opportunity to speak on a topic or recommendation that has been proposed and seconded, the chair of the meeting asks if a member wants to call a vote on the proposal. If no voting member requests a vote, the proposal is then adopted by consensus and becomes a resolution of the assembly.
- b. If a vote is called by a member, such business shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
 - i. each Member with voting privilege shall be entitled to one vote at any meeting;
 - ii. votes shall be taken by a show of hands, orally or electronic ballot, among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - iii. an abstention shall not be considered a vote cast;
 - iv. 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;
 - v. 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
 - vi. 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.

3.10 Member's Proposal

- a. A member may send a proposal to the Corporation for consideration in a Member's meeting agenda. Such a proposal must be received at the head office of the Corporation at least sixty (60) days before the date of the meeting.
- b. If the proposal is deemed admissible by the Board of Directors based on the criteria set out in subsection 56 (6) of the Act, a statement in support of the proposal (maximum 500 words) as well as the name of the member will be included in the notice of meeting.
- c. If the proposal is deemed not admissible, the Board of Directors must inform the member within ten (10) days of the decision along with the reason.

3.11 Adjournments

With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.

3.12 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.

Section 4 – Directors

4.01 Composition of Board

The Board of Directors will consist of no less than nine (9) Directors and no more than thirteen (13), whether elected or appointed, and composed of Officers and a number of Directors at large.

4.02 Eligibility of Directors

To be eligible for election as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c. Have the power under law to contract;
- d. Have not been declared incapable by a court in Canada or in another country; and
- e. Not having the status of bankrupt.

4.03 Nominations

- a. The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- b. Any nomination of an individual for election as a Director will:
 - i. Include the written consent of the nominee by signed or electronic signature;
 - ii. Comply with the procedures established by the Nominations Committee; and
 - iii. Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- c. The Nominations Committee shall submit, for the approval of the members present at the Annual Meeting, a slate of candidates for available Offices and Directors prior to the elections.
- d. An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

4.04 Election and Term

- a. At each annual meeting, Members shall elect Directors for vacant positions and expired terms. Directors shall be elected for two (2) year terms, and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. A staggered term structure will be used so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire. Subsequent elections or appointments shall be conducted to fill vacancies or expiring terms in a manner that maintains the staggered structure by using shorter terms.
- b. If there is only one valid nomination for a given vacancy, the winner is declared by ordinary resolution.
- c. If there are two or more valid nominations, the nominee(s) receiving the greatest number of votes and an ordinary resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of

nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

- d. As applicable, Directors shall be elected in the following order: President and Chair, Vice-President, Treasurer, Secretary, and Directors at large.

4.05 Vacancies

The office of a Director shall be vacated immediately:

- a. 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;
- 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 removes the Director before the expiration of the Director's term of office.

4.06 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 may fill the vacancy by an ordinary resolution;
- b. 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; and
- c. A quorum of Directors may fill a vacancy among the Directors.
- d. A quorum of Directors may appoint a Member to fill the vacancy for a term expiring not later than the close of the next Annual Meeting, but the total number of directors so appointed may not exceed one-third of the number of directors elected.

4.07 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 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.

4.08 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; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- 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.

4.09 Duties of Directors

Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.10 Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

The Board is empowered, including but not limited to:

- a. Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g. Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i. Perform any other duties from time to time as may be in the best interests of the Corporation.

Section 5 – Board Meetings

5.01 Calling of Meetings

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

5.02 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.

5.03 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 9 of this by-law to every Director of the Corporation not less than five (5) 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.

5.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, or if the meeting of the Board was not called by the President, the Vice-President shall preside at Board meetings. In the absence of both Chair and Vice-President, the Directors present shall choose one of their number to act as the Chair.

5.05 Quorum

At any meeting of the Board, quorum will be 5 Directors holding office.

5.06 Voting

- a. The board of directors makes most of its decisions by consensus. After giving members the opportunity to speak on a topic or recommendation that has been proposed and seconded, the Chair asks if a director wishes to call a vote. If no director requests a vote, the recommendation is adopted by consensus and it becomes a resolution.
- b. If a director requests a vote, it is then done by show of hands, or by roll call for directors who participate by telephone or electronically, in the following order: in favor, against, abstention. Each Director has one vote. The recommendation is adopted by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.
- c. The board minutes only indicate whether the recommendations were adopted or rejected. It does not mention the results of the votes or how the directors voted, unless a director requests that their dissent be recorded in the minutes.
- d. Under certain circumstances, the board of directors may be required to vote in writing electronically between meetings. The terms of such a vote are determined in advance for each situation. The result of such a vote is noted in the minutes of the next meeting of the board of directors.

5.07 Participation by Telephone or Other Communications Facilities

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Section 6 – Officers

6.01 Officers

- a. The Officers of the Corporation will be elected by the Members at the Annual Meeting, and are be comprised of:
 - i. President and Chair;
 - ii. Vice President;
 - iii. Treasurer;
 - iv. Secretary.
- b. With the exception of the position of President and Chair, a Director may hold multiple Officer positions.
- c. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

6.02 Office Held at Board's Discretion

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

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or

c. such Officer's death.

6.03 Vacancy

Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

6.04 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.05 Duties of the President and Chair

The President and Chair shall perform the duties described in sections 3.07, 5.04, Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.06 Duties of the Vice-President

The vice-president shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as the Board may determine from time to time.

6.07 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.

6.08 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 7 – Conflict of Interest

7.01 Conflict of Interest

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

Section 8 – Protection of Directors and Others

8.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person,

firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- 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.

8.02 Insurance

The Corporation maintains insurance covering the liability of directors and officers.

Section 9 – Notices

9.01 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.

9.02 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 10 – Adoption and Amendment of By-laws

10.01 Amendments to By-laws

These By-laws may only be amended, revised, repealed or added to by:

- a. A Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Any amendments, revisions, additions or deletions will be effective immediately.
- b. The Board of Directors by way of Ordinary Resolution. Any amendments, revisions, addition or deletions will be effective until the next Members meeting at which the Members will by Special Resolution amend, revise or delete the Bylaws approved by the Board.

SCHEDULE A - Position Description of the President

Role Statement

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 senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board and Members' 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.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, 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 strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. 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

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

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. 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 to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the 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.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.