

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order, as may be amended from time to time.

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Jurisdiction – HEO is responsible for and has jurisdiction over all amateur hockey, as defined by Hockey Canada, within the area of Ontario encompassing east of, and including, the Counties of Lanark, Renfrew and Leeds (except the town of Gananoque) and the part of the Province of Ontario west of Highway No. 32, and south of Highway No. 15.

1.9 Hockey Canada Rules – The provisions of the by-laws, regulations, playing rules and policies of Hockey Canada shall apply in all matters except where modified by the By- laws of the Corporation, which have any overriding effect by virtue of having authorization under the terms of Hockey Canada’s articles, by-laws and directives.

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation shall have the following categories of Membership:

- 1) The Voting Members, who shall receive notice of and have the right to attend all meetings of the Members, shall be as follows:
 - a. District Members, who shall be the duly elected or appointed chairperson of a District falling under the jurisdiction of HEO, while in good standing, which as of the date hereof includes:
 - i. District 1 – Upper St. Lawrence District (Leeds/Grenville/Dundas Counties, including Smiths Falls, and that portion of Lanark/Carleton where the borders of District 1 meet that of District 4;
 - ii. District 2 – Lower St. Lawrence District (Stormont/Glengarry Counties);
 - iii. District 3 – Lower Ottawa Valley District (Russell and Prescott Counties, excluding that portion of Russell Townships west of and including Concession IV);
 - iv. District 4 – Rideau/Carleton District (Lanark County, the Townships of West Carleton, Goulbourn, Rideau and the Western portions of Osgoode Townships);
 - v. District 5 – Upper Ottawa Valley District (Renfrew County);
 - vi. District B – Bytown District (all of the former City of Ottawa, and the Canadian Forces Base “Uplands” in the former City of Gloucester);
 - vii. District 9 – Gloucester District (formerly City of Gloucester, excluding the Canadian Forces Base “Uplands”; west of McCarthy Road to the City of Ottawa Boundary; the first four (4) concessions of the Township of Russell and Eastern portion of Osgoode Township;
 - viii. District 10 – Nepean District (all of the former City of Nepean);
 - ix. District 11 – Kanata District (all of the former City of Kanata);
 - x. District 12 – Cumberland District (all of the former Township of Cumberland); and
 - xi. ***District 14 – The association of U18, U16, U15,U14, and U13 AAA hockey teams who participate in the HEO "HEO" hockey league.***

- b. Junior Members shall be open to the corporation or voluntary association representing the following junior leagues, while in good standing:
 - i. Central Canada Hockey League (the “CCHL”);
 - ii. Eastern Ontario Junior Hockey League (the “EOJHL”); and
 - iii. National Capital Junior Hockey League (the “NCJHL”).
- 2) The Non-Voting Members, who shall receive notice of and have the right to attend all meetings of the Members, shall be as follows:
 - a. HEO Director Members – the then existing Directors of HEO in good standing; and
 - b. Associate Members – any other amateur hockey corporation or association sanctioned by Hockey Canada operating within the jurisdiction of HEO.

2.2 Membership Authority – The Voting Members of the Corporation shall have the following powers:

- a) To appoint the Auditors;
- b) To amend the By-laws;
- c) To elect Directors; and
- d) As otherwise provided in the Act and these By-laws.

2.3 Member Obligations

- a) Each Voting Member is obligated to foster, conduct and control amateur hockey within its classified district or league in a manner consistent with all applicable Governing Documents of HEO and Hockey Canada.
- b) Each Voting Member shall not amend its Governing Documents in a manner that conflicts with the Governing Documents of HEO or Hockey Canada. Each Voting Member shall submit all amendments or changes to its Governing Documents, together with a complete list of its board of directors or similar executive body, in writing annually to the Executive Director of HEO, who will include the details of such compliance in the annual report to the Board.
- c) Each Voting Member shall ensure the Board, through a qualified Auditor, shall have immediate access to demand all books, vouchers, reports, and records that generally pertain to the finances and operation of that Member, or any association, league or club affiliated with such Member. If the Auditor's report to the Board documents a qualified or adverse opinion, the Board may take appropriate disciplinary measures.
- d) Each Voting Member shall ensure that the Board receives the annual audited financial statements, review engagement financial statements, or financial certification statement of the Member, or applicable association, league or club so determined by the Board, in a manner that is acceptable to the Board.
- e) Each Voting Member shall ensure that all hockey related issues and concerns of the Voting Member will be regularly reported to the Board and the appropriate appointed Committee of the Board, as applicable.
- f) Each Voting Member will bring forward to the Board for consideration and approval any material change to the Member's organization and affairs and risk evident within its membership that HEO should be aware of.
- g) Each Voting Member shall at all times ensure that it is compliant with all statutory requirements and all Governing Documents of HEO and Hockey Canada.

2.4 Admission of Members – Additional Districts or organizations may be admitted as a Member, or renewed as a Member, if:

- a) the applicant makes an application for membership in a manner prescribed by the Corporation, from time to time;

- b) the applicant was a Member in good standing at the time of ceasing to be a Member, if applicable;
- c) the applicant has paid all dues owed as prescribed by the Board;
- d) the applicant is not an employee or contractor receiving \$500 or more in compensation from the Corporation;
- e) the applicant agrees to uphold and comply with the Governing Documents;
- f) the applicant meets any other condition of membership determined by the Board;
- g) the applicant has met the applicable definition listed in Section 2.1 of these By-laws; and
- h) the applicant has been approved by Ordinary Resolution of the Board.

2.5 Dues – Membership fees shall be determined annually by the Board and communicated to Members in accordance with HEO’s Governing Documents.

2.6 Duration – Except for the HEO Director Members and the Life Members, membership in HEO is annual and each Member must re-apply as a Member annually.

2.7 Deadline – Members shall pay the Membership fees in accordance with the Governing Documents of HEO.

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Discipline – The Board shall have the authority to suspend and terminate membership of the Corporation as set forth in Sections 2.10 and 2.11 below, and in accordance with the Governing Documents of HEO.

2.10 Suspension – A Member may be suspended in accordance with the Governing Documents of HEO which for clarity include, but are not limited to, the following grounds:

- a) violating any provisions of the Governing Documents of HEO;
- b) violating any provisions of the Governing Documents of Hockey Canada;
- c) violating any applicable municipal, provincial or federal laws;
- d) carry out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
- e) 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 for any one or more of the preceding grounds, the President, or such other officer as may be designated by the Board, shall provide notice to the Member of the suspension taking effect immediately. The Member may then, within seven (7) days of the notice of suspension, make written submissions to the President, or such other officer as may be designated by the Board. The Board shall then have twenty (20) days to reach a decision and notify the Member whether the suspension is lifted, the suspension is upheld, or the Member’s membership is terminated. If the suspension is upheld, the Board may set out the timeline or any requirements before the suspension is withdrawn.

2.11 Termination – Membership in the Corporation may be terminated in accordance with the Governing Documents of HEO which for clarity include, but are not limited to, the following:

- a) the expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
- b) the Member being terminated in accordance with Section 2.10 above;
- c) the Member failing to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- d) the Member resigning by giving written notice to the Corporation;
- e) the dissolution of the Corporation;
- f) the Member breaching the Governing Documents;
- g) the Member breaching the Governing Documents of Hockey Canada;
- h) the Member’s death or dissolution, as applicable; or

- i) by Ordinary Resolution of the Board and ratified by Special Resolution of the Members provided fifteen (15) days' notice is given to the Member 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.

2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.13 Definition – A Member will be in good standing provided that the Member:

- a) has not ceased to be a Member;
- b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) has completed and remitted all documents as required by the Corporation;
- d) has complied with the Governing Documents of HEO and the Governing Documents of Hockey Canada;
- e) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) has paid all required membership dues.

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or any disciplinary panel of HEO, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.15 Partners and Life Patrons – The Corporation may grant special status to: (i) certain individuals and organizations that are significant stakeholders in the game of hockey within HEO (“**Partners**”); and (ii) individuals who are to be recognized for their distinguished contributions to HEO (“**Life Patrons**”). The Board may by way of Ordinary Resolution recognize such Partners and Life Patrons at such times and such terms as it deems appropriate. Partners and Life Patrons are entitled to such rights and have such responsibilities as the Board may, from time to time, determine and shall have no voting rights. For clarity, a Partner shall not constitute a partnership between or joint venture by HEO and any individual or organization that is granted the special status of Partner.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held 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, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor’s report (if any) or review engagement report (if any).

3.2 Special Meeting – A special meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members 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 requisition.

3.3 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 permit 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 Members 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.

3.4 Notice – Written or electronic notice of the date of the annual meeting of Members will be given to all Members in good standing, Directors, and the Auditors (if appointed) at least ten (10) days and not more than forty-five (45) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Other Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals, together with copies of any amendments thereto, proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Quorum – Seven (7) Voting Members present will constitute a quorum.

3.8 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous annual meeting
- f) Presentation reports
- g) Report of Auditors (if any)
- h) Appointment of Auditors (if any)
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one (1) or more scrutineers who will be responsible for ensuring that votes are properly cast and counted while maintaining the secrecy of how the vote was cast by the Member.

3.10 Adjournments – At any meeting of the Member in which quorum is ascertained, the Members may, upon the approval of a majority of the Members present, adjourn a meeting of Members to a fixed date which is held within thirty (30) days of the meeting being adjourned, with no further notice required except that the Corporation shall provide written notice to the Members of the new date. If the meeting of Members is adjourned to a fixed date outside of thirty (30) days from the original date, notice must be provided to the Members in accordance with these By-laws. 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.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, Delegates, Directors, Auditors (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 to be present at the meeting. Any other person may be admitted only if invited by the Board, or with the majority consent of the Members present.

3.12 Voting Rights of Members – The Voting Rights of each Voting Member and Non-Voting Member shall be as follows:

1) Voting Members

a. District Members – Except as otherwise required by the Act, District Members shall receive the following votes:

- i. District 1 – Eight (8) votes;
- ii. District 2 – Eight (8) votes;
- iii. District 3 - Eight (8) votes;
- iv. District 4 - Eight (8) votes;
- v. District 5 - Eight (8) votes;
- vi. District B – Eight (8) votes;
- vii. District 9 - Eight (8) votes;
- viii. District 10 - Eight (8) votes;
- ix. District 11 – Eight (8) votes;
- x. District 12 – Eight (8) votes.; and
- xi. District 14 – Two (2) votes.

b. Junior Members – Except as otherwise required by the Act, Junior Members shall receive the following votes:

- i. CCHL – Eighteen (18) votes;
- ii. EOJHL – Fifteen (15) votes; and
- iii. NCJHL – Twelve (12) votes.

2) Non-Voting Members

a. HEO Directors Members – Except as otherwise required by the Act, HEO Director Members shall not be entitled to vote; and

b. Associate Members - Except as otherwise required by the Act, Associate Members shall not be entitled to vote.

3.13 Voting Powers – Each Voting Member votes on every issue. Non-Voting Members shall not be entitled to a vote at any meeting of the Members, except as provided for specifically within the Act.

3.14 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

3.15 Delegates – If applicable, Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the natural person (the “**Delegate**”) to represent the Member at such meeting.

3.16 Proxy Voting – Voting by proxy shall not be permitted.

3.17 Absentee Voting – Absentee voting is not permitted.

3.18 Voting by Mail or Electronic Means – A Member may only vote by mail, or by telephonic or electronic means, if:

a) the Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means and communicated such procedure to Members in advance of the vote;

- b) the votes may be verified as having been made directly by the Member entitled to vote;
- c) the Corporation is not able to identify how each Member voted; and
- d) the Corporation is able to review and/or audit the voting if requested by the Members.

3.19 Determination of Votes – Unless as otherwise provided in these By-laws, votes will be determined by a show of hands or orally, except in the case of elections which require a secret ballot. A secret or recorded ballot may be requested by a Voting Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws or the Act, approval by Ordinary Resolution will be required on all matters. In the case of a tie, the resolution or matter subject to vote is defeated.

3.21 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

3.22 State of Emergency – In a state of emergency as determined by the Board in its sole and absolute discretion, the Board may call a meeting of the Members on forty-eight (48) hours notice. Any meeting called pursuant to this Section 3.22 shall be only to discuss the urgent matters related to the state of emergency, and unless the notice required by Section 3.4 is waived unanimously by the Voting Members and the quorum requirement in Section 3.7 is met, or the applicable government authorities have passed a special order relating to notice and quorum requirements applicable to the Corporation, no resolutions may be passed by the Members.

ARTICLE IV GOVERNANCE

4.1 Directors – The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Voting Members, which as of the date hereof shall initially be seven (7) Directors.

4.2 Composition of the Board – The Board shall consist of the following individuals who shall be elected by the Voting Members and the HEO Director Members:

- a) a President who shall be elected as both a Director and the President of the Corporation; and
- b) six (6) directors who are elected as Directors of the Corporation.

4.3 Immediate Past President - The immediate past-President of the Corporation shall serve as an observer to the Board if requested by the Board (the “**Past-President**”). The Past-President shall, unless otherwise determined by the Board, serve at the pleasure of the Board for a period of two (2) years following the election of the newly elected President. If a current President is re-elected for another term, the position of Past-President shall remain vacant until the current President vacates office and is appointed as the new Past-President. For clarity, and subject to the above, the Past-President shall be entitled to attend and participate in meetings of the Board, but shall not receive a vote.

4.4 Eligibility – To be eligible to serve 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;
- e) not have the status of bankrupt; and
- f) not be a director or officer of any district, association, league or club, or a shareholder of a team, within HEO.

A Director who has been elected and does not comply with Section 4.4(f) upon election must take immediate steps to become compliant. If non-compliance continues for a period of thirty (30) days from the date of election, the Director must resign in accordance with Section 4.12 below. For clarity, until the Director becomes compliant with Section 4.4(f), the Director shall be permitted to attend and have a voice at meetings of the Board, but shall not receive a vote.

4.5 Nominations Committee – There shall be a Nominations Committee which shall be responsible for: (i) soliciting and receiving nominations; (ii) assessing eligibility of nominees; and (iii) reporting its findings to the Board.

4.6 Nomination – Any nomination of an individual for election as a Director shall:

- a) include the written consent of the nominee;
- b) comply with the procedures established by the Nominations Committee; and
- c) be submitted to the registered office of the Corporation no later than May 15th of each year.

4.7 Circulation of Nominations – Information regarding the individuals nominated for election shall be included in the notice of annual meeting sent to Members.

4.8 Election – Directors will be elected at each annual meeting of Members as follows:

- a) The President and three (3) Directors shall be elected at alternate annual meetings of Members to those listed in Section 4.8(b); and
- b) Three (3) Directors shall be elected at alternate annual meetings of Members to those listed in Section 4.8(a).

4.9 Elections – Elections for each Director shall be decided in accordance with the following:

1) President/Director:

- a. One (1) Valid Nomination for the President/Director Position – The Voting Members shall be eligible to cast a ballot for the nominated individual by voting for said nominee or abstaining from the vote, or casting a blank ballot. The nominated individual shall be declared elected as the President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the President/Director position shall remain vacant and be filled in accordance with Section 4.15 of these By-laws.
- b. More than One (1) Valid Nomination for the President/Director Position – If there is more than one (1) nominated individual for the office of President/Director, the Voting Members shall be eligible to cast a ballot indicating their choice for President/Director, or abstain from voting. The nominated individual that receives a majority of the votes cast shall be declared elected as the President/Director. If no nominated individual receives a majority of the votes cast after the first vote, the nominated individual with the lowest number of votes cast in their favour shall be eliminated from the subsequent ballot until there is only one (1) nominated individual left on the ballot. The nominated individual shall be declared elected as the President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the President/Director position shall remain vacant and be filled in accordance with Section 4.15 of these By-laws.

2) Director:

- a. One (1) Valid Nomination for Each Vacant Director Position – For an election where there is only one (1) valid nomination for each vacant Director Position, an election will be held for each vacant director position. For each election, the Voting Members shall be eligible to cast

a ballot for one (1) of the nominated individuals by voting for said nominee, abstaining from the vote, or casting a blank ballot. The nominated individual shall be declared elected as a Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the Director position shall remain vacant and be filled in accordance with Section 4.15 of these By-laws. The process shall be repeated for each vacant Director position.

- b. More than One (1) Valid Nominations for Each Vacant Director Position – The Voting Members shall conduct a vote by ballot for each vacant Director position. If there are more nominated individuals than vacant director positions, the Voting Members shall be eligible to cast a ballot indicating their first choice for the Director position from the pool of all eligible individuals nominated or abstain from voting. The nominated individual that receives the majority of the votes cast shall be declared elected as Director. If no nominated individual receives a majority of the votes cast after a vote, the nominated individual with the lowest number of votes received shall be eliminated from subsequent ballots until a nominated individual has received a majority of the votes cast. If no nominated individual receives a majority of the votes cast, the Director position shall remain vacant and be filled in accordance with Section 4.15 of these By-laws. This process shall be repeated for each vacant Director position.

4.10 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from, or vacate their office. Directors may serve for no more than four (4) separate two (2) year terms for an aggregate total of eight (8) years.

4.11 Maximum Term for President – An individual may serve in the position of President for a maximum of two (2) terms. The term that an individual has served as President does not count towards the calculation of number of years served on the Board. For clarity, an individual can serve as the President for four (4) years and as a Director for eight (8) years for a maximum term length of twelve (12) years.

4.12 Resignation – A Director:

- a) may resign from the Board at any time by presenting his or her notice of resignation in writing to the Secretary of the Board; and
- b) shall resign if not in compliance with Section 4.4(f) above within thirty (30) days of the date of election.

Resignation shall be effective on the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later, or in the case of Section 4.4(f), on the thirtieth (30th) day from the date in which the Director was elected.

When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Vacate Office – The office of any Director will be vacated automatically if:

- a) the Director no longer meets the eligibility requirements to serve as a Director;
- b) the Director resigns in accordance with Section 4.12 above;
- c) the Director is found to be incapable of managing property by a court or under Ontario law;
- d) the Director is found by a court to be of unsound mind;
- e) the Director is charged and/or convicted of any criminal offence related to the position;
- f) the Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) the Director dies.

- 4.14 Removal – An elected Director may be removed by Ordinary Resolution of the Voting Members at any annual or special meeting of Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- 4.15 Vacancy – When the position of the President/Director and/or Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. The remainder of such term shall not count in the calculation of determining maximum term limits of the Director and/or President, as applicable.
- 4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.
- 4.17 Chair – The President will be the Chair of all meetings of the Board unless otherwise designated by the President, or if the President or the meeting is not called by the President, the Vice-President (or designate) will be the Chair of the meeting.
- 4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of Members.
- 4.19 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.20 Number of Meetings – The Board shall meet at least seven (7) times per year.
- 4.21 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- 4.22 Voting – Each Director is entitled to one (1) vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- 4.23 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.24 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.25 Closed Meetings – Meetings of the Board will be closed to the public, except for the Past-President and for any other individual who may be present upon invitation by the Board.
- 4.26 Meetings by Telecommunications – 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, however except if the Board unanimously approves in advance, voting by email shall not be acceptable for any matter to be decided by the Board.
- 4.27 Standard of Care – Every Director shall:
- 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.

4.28 Powers of the Corporation – 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.

4.29 Board Authority – The Board shall have the authority to

- a) make policies and procedures and supervise 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, determine 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 from time to time.

4.30 State of Emergency – In a state of emergency as determined by: (i) the President and any one (1) other Director; or (ii) any three (3) Directors, the requirement for notice as provided for in Section 4.18 shall be reduced to twenty-four (24) hours and quorum shall be three (3) directors. At any meeting called pursuant to this Section, only the urgent matters requiring the calling of this meeting may be addressed and voted upon.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Executive Director, Secretary, Treasurer, and any other office relating to various portfolios of the Corporation as determined by the Board in its discretion from time to time. Except as otherwise specified herein, all Officers must be Directors of the Corporation.

5.2 Term – The term of the Officers will be two (2) years, or until they or their successors are elected or appointed in accordance with these By-laws. Other than for the President, Directors may hold more than one (1) office at the discretion of the Board.

5.3 Election – The Officers of the Corporation, except for the President and Executive Director, shall be elected by the Board at the first meeting of the Board following the annual meeting of Members. The President shall be elected in accordance with Section 4.2(a) and the Executive Director shall be hired by the Board in its sole discretion.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – The nominee receiving the greatest number of votes shall be declared the winner.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes shall be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of the Officers are as follows:

- a) The President shall be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) 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 may from time to time be established by the Board.
- c) The Secretary shall be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer shall, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will oversee the development of the annual budgets, and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director, who is not a Director, is an employee of the Corporation and will attend all meetings of the Board but will not vote. The Executive Director will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
 - i. Uphold the By-laws and recommend any changes to the Board;
 - ii. Attend committee meetings if and when requested by the Board (or designate an alternate staff person);
 - iii. Enforce all rules and regulations and policies of the Corporation;
 - iv. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office of Executive Director;
 - v. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established regulations, policies and procedures;
 - vi. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing;
 - vii. Formulate and recommend for action any matters pertaining to program development, services to Members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation; and
 - viii. Other responsibilities as the Board may direct.
- f) Any other Officer of the Corporation shall serve on the terms and conditions as set forth by the Board at its sole discretion, from time to time.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.7 Removal – An Officer, other than the President and Executive Director, may be removed by Ordinary Resolution at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present

and to be heard at the meeting where such Ordinary Resolution is put to a vote. The President may only be removed in accordance with Section 4.14 of these By-laws and shall automatically be removed as both an Officer and Director of the Corporation.

5.8 Vacancy – Where the position of an Officer, other than the President or Executive Director, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, elect a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – Subject to the Act, the Board may, from time to time: (i) appoint such committees as it deems necessary in its sole discretion for managing the affairs of the Corporation; (ii) appoint the Chair of the committee; (iii) prescribe the duties and terms of reference of committees; (iv) delegate to any committee any of its powers, duties, and functions; and (v) approve the members of the committee as selected by the Chair.

6.2 Ex-Officio – The President shall be an ex-officio and non-voting member of all committees of the Corporation;

6.3 Debts – No committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be May 1st to April 30th.

7.2 Bank – The banking business of the Corporation shall be conducted at such financial institution as the Board may determine, from time to time.

7.3 Auditors – At each annual meeting of Members, the Members shall 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 Auditors will hold office until the next annual meeting of Members. The Auditors 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.

7.4 Annual Financial Statements – The Directors shall approve financial statements (evidenced by signature of one or more Directors) of the Corporation from the last fiscal year of the Corporation and present the approved financial statements at the annual meeting of Members. A copy of the applicable financial statements shall be provided to the Members with the notice of annual meeting of Members.

7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Directors, or other Officers as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Directors) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase so long as it does not create a conflict of interest.

7.10 Conflict of Interest – Directors shall comply with the conflicts of interest provisions in the Act, and any Director or member of a Committee shall disclose the conflict/potential conflict in accordance with the Governing Documents and these By-laws. A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director’s objectivity, judgment or ability to act in the best interests of the Corporation. Full disclosure, in itself, does not remove a conflict of interest.

7.11 Integrity - HEO and its Members shall ensure the highest standards and maintenance of integrity. Directors shall act at all times in the best interests of the Corporation rather than in the interest of particular Members. This means putting the interests of the Corporation ahead of any personal interests of any person or entity. It also means performing his or her duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

7.12 No Pecuniary Benefit

- a) No Director shall directly or indirectly receive any benefit from his or her position on the Board of the Corporation.
- b) The pecuniary interests of the immediate family members or close personal or business associates of the Director are considered to also be the pecuniary interests of the Director.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 By-law Approval – The Directors may make, amend or repeal these By-laws on their own accord or on the request of a Member. The Directors shall submit the revised by-laws at the next meeting of the Members, and the Members eligible to vote may confirm or reject the by-laws by Special Resolution. Any amendment to these By-laws is effective from the date approved by Special Resolution of the Members.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI

INDEMNIFICATION

11.1 Will Indemnify – Subject to Section 11.2, the Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

11.2 Will Not Indemnify – The Corporation shall not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

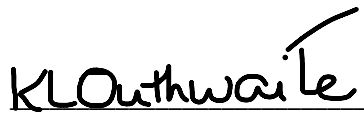
ADOPTION OF THESE BY-LAWS

These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on July 11, 2020. In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

EFFECTIVE the 11 day of July, 2020

REVISED the 13 day of July, 2022

REVISED the


 Krista Outhwaite, President


 Debbie Rambeau, Executive Director