

HOCKEY EASTERN ONTARIO

GENERAL OPERATING BY-LAW NO. 1

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

HOCKEY EASTERN ONTARIO
(the “Corporation”)

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SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Corporations Act* (Ontario) R.S.O. 1990, Ch. C.38 as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.
- (b) “Amateur” means the definition of Amateur as set forth in the Hockey Canada Handbook (Hockey Canada Article 4A), as amended from time to time.
- (c) “Board” means the board of directors of the Corporation.
- (d) “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) “Director” means an elected or appointed member of the Board.
- (f) “District Chair” means the Chairperson of the District Councils elected or appointed in accordance with the HEO MINOR by-laws.
- (g) “Hockey Canada” means the federal non-share capital corporation continued under the *Canada Not-for-Profit Corporations Act* on June 10, 2014.
- (h) “Junior Leagues” means a Junior League as defined in the Hockey Canada Handbook (Part 3 Regulations), as amended from time to time.
- (i) “Letters Patent” means the letters patent incorporating the Corporation, as amended and supplemented from time to time by Supplementary Letters Patent, including the objects, power clauses and special provisions.
- (j) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.

- (k) “The Ottawa and District Minor Hockey Association” or “HEO MINOR” means the Ontario non-share capital corporation affiliated with the Corporation.
- (l) “Officer” means an officer of the Corporation.
- (m) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.03 of this By-law.
- (n) “Ordinary Resolution” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.
- (o) “Proposal” means a proposal submitted by a Member of the Corporation.
- (p) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (q) “Rules” means the rules of the Corporation approved by the Board in accordance with section 2.03 of this By-law.
- (r) “Special Resolution” means a motion or resolution passed by a majority of not less than two thirds (2/3) of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this By-law otherwise requires.

1.02 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only 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 his or her capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws 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) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.03 Boundaries

The Corporation shall have jurisdiction over Amateur hockey within the part of the Province of Ontario lying 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.

1.04 Minor Hockey

All minor hockey activities in the Corporation shall be managed and administered on behalf of and in cooperation with the Corporation's Board by HEO Minor in accordance with the HEO Minor Council constitution and by-laws as approved by the Corporation's Board.

1.05 Junior Hockey

All junior hockey activities in the Corporation shall be managed and administered on behalf of and in cooperation with the Corporation's Board by the three Junior Leagues in accordance with their League constitution and by-laws as approved by the Corporations Board .

1.06 Application of Hockey Canada Rules

The provisions of the articles, the by-laws, the playing rules and the directives of Hockey Canada shall apply in all matters except where modified by the Letters Patent and 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.

**SECTION II
GENERAL**

2.01 Head Office

The head office of the Corporation shall be situated in the City of Ottawa, in the Province of Ontario.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and any one of its 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 may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.03 Operating Policies and Rules

The Board may adopt, amend, or repeal by resolution such Operating Policies 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 Operating Policy or Rule adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III FINANCIAL AND OTHER MATTERS

3.01 Financial Year

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

3.02 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.

3.03 Auditor and Level of Financial Review

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

3.04 Presentation of Annual Financial Statements to 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 not less than twenty-one (21) days before each annual meeting of the Members.

3.05 Borrowing

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

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

SECTION IV MEMBERS

4.01 Classes and Conditions of Membership

There shall be three (3) classes of Members in the Corporation, namely Minor Members, Junior Members and Director Members. Membership in the Corporation shall be subject to approval by the Board or as may otherwise be provided in the Corporation's Operating Policies. The following conditions of membership shall apply:

- (a) Minor Members:
 - i. Minor Membership shall be available to minor Amateur hockey associations, leagues or residential schools who are affiliated with HEO Minor and who have applied for and have been admitted as Minor Members. Minor Membership shall also be available to members of the Executive of HEO Minor Council and the District Chairs, who shall automatically become Members of the Corporation within ten (10) days of being elected or appointed to such positions.
 - ii. Each Minor Member, if applicable, shall notify the Corporation in writing of the name of the individual designated by the Member to act as its delegate and to vote on its behalf. A Minor Member may change its delegate by written notice to the Corporation.
 - iii. Each Minor Member is entitled to receive notice of, attend and vote at all meetings of Members.
 - iv. Minor Members shall have no right to vote on the election of Directors representing the Junior Members.
 - v. Each Minor Member shall be entitled to one (1) vote, except that each Minor Member that is an association shall be entitled to additional votes as follows:

Number of Players	Additional votes
0-999 Players	0
1000-1499 Players	1
1500-1999 Players	2
2000-2499 Players	3
2500 Players or more	4

(b) Junior Members:

- i. Junior Membership shall be available to junior Amateur hockey teams who have applied for and have been admitted as Junior Members. Junior Membership shall also be available to the Presidents of the Junior Leagues who shall automatically become Members of the Corporation within ten (10) days of being elected or appointed to such positions.
- ii. Each Junior Member shall notify the Corporation in writing of the name of the individual designated by the Member to act as its delegate and to vote on its behalf. A Junior Member may change its delegate by written notice to the Corporation.
- iii. Each Junior Member is entitled to receive notice of, attend and vote at all meetings of Members.
- iv. Junior Members shall have no right to vote on the election of Directors representing the Minor members.

(c)

- i. Each Junior Member shall be entitled to two (2) votes, except that Junior Members that are Junior A teams shall be entitled to two (2) additional votes.

(d) Director Members:

- i. Director Membership shall be only available to Directors of the Corporation who shall automatically become Members of the Corporation within ten (10) days of being elected or appointed as Directors.
- ii. Each Director Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Director Member shall be entitled to one (1) vote at such meetings.
- iii. Director Members shall have no right to vote on the election of Directors representing the Junior Members.

4.02 Voting Rights

The Minor, Junior and Director Members shall vote together as a single class on all matters, except for the following, which require separate class votes:

- (a) amendments to membership conditions and rights in accordance with section 4.01; and
- (b) election of Directors pursuant to section 6.04 (f).

It is intended that the Minor and Junior Membership classes have the same number of votes when voting together.

4.03 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 4.01;
- (c) the Member is in default in accordance with section 4.04;
- (d) the Member resigns by delivering a written resignation to the President 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; or
- (e) the Member is removed as a Member of the Corporation in accordance with section 4.05.

Subject to the Letters Patent, 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.

4.04 Membership Fees

The Directors may determine the amount and the manner in which membership fees are to be paid. Members shall be notified in writing of the fees payable at any time by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation. Information concerning membership fees shall be as specified in the Corporation's Operating Policies.

4.05 Discipline of Members

The Discipline and Appeals Committee may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Letters Patent, By-laws, Rules or other Operating Policies of the Corporation;
- (b) violating any provision of the articles, rules and regulations, or playing rules of Hockey Canada;
- (c) violating any provision of the constitution, bylaws or rules and regulations of a Member of the Corporation;
- (d) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/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 Discipline and Appeals Committee determines that a Member should be expelled or suspended from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The Discipline and Appeals Committee shall provide fifteen (15) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Discipline and Appeals Committee in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Discipline and Appeals Committee, the Discipline and Appeals Committee may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Discipline and Appeals Committee will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

SECTION V MEETINGS OF MEMBERS

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board provided that the annual meeting must be held not later than fifteen (15) months after holding 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) report of the auditor or person who has been appointed to conduct a review engagement;
- (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) 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 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.

5.03 Place of Meetings

Meetings of Members shall be held at the head office of the Corporation or at any place within Ontario as the Board may determine.

5.04 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 deposit of the requisition.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, the audit or review engagement report, if any, an extraordinary resolution to have a review

engagement instead of an audit or to not have an audit or a review engagement, the election of Directors and re-appointment of the incumbent auditor or person appointed to conduct a review engagement, is special business.

5.06 Notice

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 10.01 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 or By-law to be submitted to the meeting.

5.07 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.

5.08 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 Letters Patent 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 by Ordinary Resolution of the Members.

5.09 Chair of the Meeting

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

5.10 Quorum

A quorum for the transaction of business at a Members' meeting is an ordinary majority of Members entitled to vote at the meeting. Only those Members present in person shall be counted in determining whether or not a quorum is present.

5.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Letters Patent or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

A Special Resolution is required in order to pass a resolution to strengthen any Hockey Canada regulation.

5.12 Voting Procedure

At all meetings of Members, every question shall be decided by a show of hands, unless a poll on the question is required by the chair of the meeting or requested by any Member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a poll is conducted.

5.13 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. Secret ballots shall be used in the election of Directors to the Board.

5.14 Adjournments

Subject to other provisions of this By-law, any meeting of Members may be adjourned to any time and from time to time by the chair of Members' meetings with the consent of the meeting and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no notice of such adjournment need to be given to the Members.

5.15 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION VI
DIRECTORS

6.01 Number of Directors

The Board shall consist of seven (7) Directors.

6.02 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall at the time of his or her election or within ten (10) days thereafter be a Member of the Corporation. No person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt shall be a Director.

6.03 Composition of Board

The composition of the Board shall be as follows:

- (a) One (1) Director who shall be the President;
- (b) One (1) Director who shall be the Vice-President;
- (c) One (1) Director who shall be the Director of Development;
- (d) One (1) Director who shall be the Director of Rules and Officials;
- (e) One (1) Director who shall be the Past-President ex-officio;
- (f) One (1) Director who shall represent the Minor Members; and
- (g) One (1) Director who shall represent the Junior Members.

6.04 Election of Directors and Term

- (a) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, 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 the Operating Policies.
- (b) The President shall be elected by the entire Membership in “even” years for a term of two (2) years or as determined by Ordinary Resolution of the Members.
- (c) The Vice-President and the Director of Development shall be elected by the entire Membership in “odd” years for a term of two (2) years or as determined by Ordinary Resolution of the Members. Should the Vice-President be elected as the

President at an annual meeting of Members during his/her term as the Vice-President, he/she shall immediately resign as Vice-President. The Members shall then hold an immediate election for the position of Vice-President for a term of one (1) year.

- (d) The Director of Rules and Officials shall be appointed by the Board in “even” years for a term of two (2) years or as determined by Ordinary Resolution of the Members.
- (e) The Director representing the Minor Members shall be the President of the HEO Minor. The President of HEO Minor shall automatically become a Director of the Corporation upon his or her election or appointment as President of the HEO Minor and his or her term as a Director shall coincide with the term as President of HEO Minor.
- (f) The Director representing the Junior Members shall be elected by the Junior Members voting as a single class, from among their own Members. The Director representing the Junior Members shall be elected in “even” years for a term of two (2) years or as determined by Ordinary Resolution of the Members.
- (g) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (h) Directors not elected or appointed as the Past-President, President or Vice-President shall be eligible for re-election without limitation.
- (i) The President, Vice-President and Past-President may re-apply for nomination to the Board after a minimum one (1) year absence from the Board.

6.05 Ceasing to Hold Office

The office of a Director shall be vacated immediately:

- (a) if the Director dies;
- (b) if the Director resigns office by written notice to the President, which resignation shall be effective at the time it is received by the President 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 6.02, as determined in the sole discretion of the Board; and
- (d) if, at a meeting of Members of the Corporation called for that purpose, the Members determine by a Special Resolution that a Director be removed from office provided that the Director is first given an opportunity to be heard.

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.

6.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Directors then in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.07 Delegation

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 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.

6.08 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.

6.09 Conflict of Interest

A conflict of interest shall exist when a Director or employee of the Corporation has a financial interest by reason of ownership of, control of, or the exercise of power over any interest in any corporation, company, association, or firm, partnership, proprietorship, or any other business entity of any kind or character which is uniquely affected by proposed or pending decisions of the Board; or who is an officer, director or board member of any

hockey team, club, association, or league who is a Member of the Corporation. Any individuals with conflicts of interest shall not be elected or appointed as Directors of the Corporation, except for any individuals elected as the representative Directors for the Minor and Junior Members. 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 approval of the court is obtained.

6.10 Remuneration of Directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

6.11 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

6.12 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

7.01 Calling of Meetings

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

7.02 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 10.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. 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 is announced at the original meeting. A Board of Directors meeting may be held without notice immediately before or following the annual meeting of Members.

7.03 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.

7.04 Chair

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

7.05 Participation at Meeting by Telephone or Electronic Means

If a majority of the Directors consent, either at a Board meeting by Resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held by telephone conference call or by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting of Directors.

7.06 Quorum

Subject to the Letters Patent, 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 6.01. 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.

7.07 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 case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.08 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 President 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.

7.09 Rules of Order

Any questions of procedures at or for any meetings of the Directors, which have not been provided for in this By-law or by the Acts, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION VIII OFFICERS

8.01 Appointment

The Board 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. 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 not be held by the same person. No person shall be nominated as an Officer of the Corporation until such time as he/she has served as a Director for one (1) full year.

8.02 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) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have all of the duties as set forth in the Board's Operating Policies.
- (b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members. The Vice-President shall have all of the duties as set forth in the Board's Operating Policies.
- (c) **Director of Development** - The Director of Development shall be a Director. The Director of Development shall have all of the duties as set forth in the Board's Operating Policies.
- (d) **Executive Director** - The Executive Director, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs 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 President 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.

8.03 **Term of Office**

Any Officer shall cease to hold office upon resolution of the Board. Officers, except the Executive Director, shall hold their position for a period of two (2) years, 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. The President and Vice-President shall hold their offices for a maximum of four (4) years.

8.04 **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

9.01 Protection and Indemnity to Directors, Officers and Others

(a) 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.

(b) 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:

- (i) 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
 - (ii) 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.
- (c) 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.

9.02 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

10.01 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 any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of

such Member or Director known to the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

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

10.03 Omissions and Errors

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting, provided that no Director or Member objects in writing to the President of such omission or irregularity within thirty (30) days of the relevant meeting.

SECTION XI AMENDMENT OF LETTERS PATENT AND BY-LAWS

11.01 Amendment of Letters Patent

Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said amendment, provided that notice of such Members meeting shall be given at least thirty (30) days prior to such membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

11.02 Amendment of By-laws

The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a Special Resolution of the Board at a meeting called for that purpose and sanctioned by a Special Resolution of the Members at a meeting of Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting of Members or to a special general meeting of Members of the Corporation called for that purpose, provided that notice of such Members meeting shall be given at least thirty (30) days prior to such membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof. The Members at the annual meeting or special general meeting may confirm the By-law 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 approval.

ENACTED by the Directors of the Corporation this ____ day of _____, 2015, under the seal of the Corporation

President

Vice-President

CONFIRMED by a Special Resolution of Members this ____ day of _____, 2015.

Vice-President