

Pickleball Canada Organization Bylaws

Organizational By-Laws

PICKLEBALL CANADA

BYLAWS

June 2019

MISSION

The mission of Pickleball Canada, as a National Sports Organization, is to assist and promote the growth of Pickleball as a sport for all ages and to establish rules, policies and standards for the good governance of the sport in Canada.

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Pickleball Canada Organization, a Canadian Corporation. Pickleball Canada Organization also operates as Pickleball Canada and PCO.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Corporation* – Pickleball Canada Organization;
- g) *Days* – days including weekends and holidays;
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- j) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
- m) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- n) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.1 Registered Office – The Registered Office of the Corporation will be located in the province of British Columbia at such address as the Board may determine.

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1.3 Registered Office – The Registered Office of the Corporation will be located in the province of British Columbia at such address as the Board may determine.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

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 objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).

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 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

- a) Individual Members – Any individual, who is a participant, coach, official, or administrator, who has applied for membership, is registered as a member with the Corporation and has agreed to abide by the Corporation's bylaws, policies, procedures rules and regulations.

Admission of Members

2.2 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the applicable definition listed in Section 2.1; and
- e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.3 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;

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- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

2.4 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

2.5 Duration of Membership – Membership is accorded on an annual basis as determined by the Board of Directors, and all Members, will re-apply for membership each year.

Membership Dues

2.6 Dues – Membership dues for all categories of membership will be determined annually by the Board.

2.7 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the Corporation.

Withdrawal and Termination of Membership

2.8 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

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

2.10 Discipline – A Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.11 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

Good Standing

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2.12 Definition – A Member of the Corporation 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 restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- 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 or debts to the Corporation, if any.

2.13 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of 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 as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) the President,
- b) the Board, or
- c) the Members, upon written requisition, who hold ten percent (10%) of the votes of the Corporation.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to

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each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.8 Persons Entitled to Attend – Members, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

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

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.11 New 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 sixty (60) 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 then 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.

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3.12 Quorum – A minimum of ten (10) Members in person or via proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Voting at Meetings of Members

3.13 Voting Privileges – Members will have the following number of votes at all meetings of Members:

- a) One (1) vote per Member.

3.14 Proxy Voting – Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy is received by the Corporation prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given.

3.15 Maximum Number of Proxies – No individual or Member will hold more than one (1) proxy vote.

3.16 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary, in a form prescribed by the Corporation, prior to the vote being taken.

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

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Corporation is not able to identify how each Member voted.

3.18 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eighteen (18) Directors, thirteen (13) of which shall be elected by the Members and five (5) of which shall be the voting representative of each of the five designated regional groups which are: British Columbia and Yukon; Prairies (AB, SK, MB) and NWT/Nunavut; Ontario; Quebec; Atlantic (NB, NL, NS, PE)

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A regional group is considered to exist when such group includes at least one provincial/territorial organization that is formally affiliated with Pickleball Canada. Additional provinces/territories will be included in a regional group upon formal affiliation with Pickleball Canada.

Dependent upon their particular circumstances:

- a) Each regional group, in accordance with procedures developed by that group, shall elect a representative to Pickleball Canada's Board.
- b) If there is no currently existing regional group, the Board of Pickleball Canada may appoint a regional representative as a Director.
- c) When a regional group cannot agree on a regional representative, or declines to elect such representative, the Board of Pickleball Canada may appoint a representative as a Director.

Eligibility of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

4.3 Ineligible – The following individuals and Members cannot be nominated or elected as a Director and, if a current Director fills any of the roles below, the Director's position will be vacated:

- a) Any employee of the Corporation for the duration of their employment and one (1) year after termination of their employment.
- b) Any individual who is hired to perform specific work for the Corporation, either individually or as a partner, associate, board member or shareholder of a corporation for the duration of the specific work and one (1) year after delivery of the work.

Election of Directors

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.

4.5 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.7 Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members at the Annual Meeting prior to the elections.

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4.8 Election and Term – The election of directors will take place at each Annual Meeting of Members. For the thirteen (13) member elected directors, the elections will take place in two phases:

- a) Six (6) Directors will be elected to the Board at alternate Annual Meetings in even numbered years; and
- b) Seven (7) Directors will be elected to the Board in odd numbered years.
- c) These numbers may vary if a director has resigned or been removed during his/her term of office; or, to accommodate transitional changes required to implement this process.

4.9 Decision – Elections will be decided by the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.10 Terms – Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Directors may not serve more than four (4) consecutive terms beginning with the adoption of these Bylaws.

Suspension, Resignation and Removal of Directors

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If 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.

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

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his or her creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes his or her permanent residence outside of Canada; or
- e) Dies.

4.13 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

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4.14 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.15 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members.

Meetings

4.16 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.17 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled 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.

4.18 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.19 Quorum – At any meeting of the Board, quorum will be 40% of the Directors.

4.20 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President may cast a deciding vote to break the tie.

4.21 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.22 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.23 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.24 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

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

4.25 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who

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participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.26 Powers – 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.

4.27 Empowered – The Board is empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants 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 and membership fees, dues, assessments, charges, and other registration requirements;
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President Operations, Vice President Development, Secretary, and Treasurer. The Officers will be elected at the first Board meeting following elections at an Annual General Meeting by way of Ordinary Resolution, and will take office immediately following their election.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Corporation, and will perform such other duties as may from time to time be established by the Board;
- b) The Vice President - Operations will work collaboratively with the President, Vice President Development and the Board Chairs to develop long-term goals and strategies and policies to ensure successful operations. Set and develop overall organizational policies and priorities. Provide leadership and direction to the Operational Board of Directors for Pickleball Canada that is consistent with the Vision, Mission and Values of the organization and will preside at meetings of the Board, will perform the duties and exercise the powers of the President in the absence or disability of the President, and will perform such other duties as may from time to time be established by the Board;

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- c) The Vice President – Development will work collaboratively with the President, Vice President Operations and Board Chairs to set overall organizational policies and priorities; develop long-term goals and policies and strategies to ensure successful operations. Manages, leads evaluates and provides direction to Chairs of each development committee of the Board to include:
- National Sport Organization application and maintenance
 - Strategic Planning
 - Player Development
 - Technology
 - Policy
- d) The Secretary will 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; and
- e) The Treasurer will, 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 prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.3 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 of the Corporation.

5.4 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI: COMMITTEES

6.1 Executive Committee – The Executive Committee will consist of the Officers and any individual appointed by the Board to serve on the Executive Committee. The Executive Committee will have authority to act for the Board and exercise authority of the Board in the management of Pickleball Canada, and will perform such other duties as the Board may prescribe.

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6.2 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.3 Quorum – A quorum for any Committee will be a majority of its voting members.

6.4 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

6.5 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.6 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

6.7 Removal – The Board may remove any member of any Committee.

6.8 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Corporation will be January 1st to December 31st, or such other period as the Board may from time to time determine.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

8.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free

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of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

8.5 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. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

8.6 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) of the Officers or other individuals, 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.

8.7 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.

8.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX: AMENDMENT OF BY-LAWS

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9.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

11.1 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 Corporation, Director, Member, or individual as the case may be.

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11.2 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 e-mailed, 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 postmarked.

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or 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 XII: DISSOLUTION

12.1 Dissolution – Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees under the Income Tax Act (Canada), in Canada.”

ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

13.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

13.3 Insurance – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on June 16, 2018.

14.2 Repeal of Prior By-laws – 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.

Adopted by the Annual General Meeting on June 16, 2018