

ONTARIO ASSOCIATION OF PARAMEDIC CHIEFS

BY-LAW NO. 2

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ONTARIO ASSOCIATION OF PARAMEDIC CHIEFS

BY-LAW NO. 2

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

ARTICLE 1: INTERPRETATION

1.1 DEFINITIONS

In this By-law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Ambulance Act**” means the *Ambulance Act, R.S.O. 1990, c. A.19* and its regulations as from time to time created or amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Ambulance Act shall be read as references to the substituted provisions in the new statute or statutes;
- (c) “**ambulance service**” has the meaning assigned to it in the Ambulance Act;
- (d) “**Annual Meeting**” means the annual meeting of the Voting Members in good standing;
- (e) “**Articles**” means articles of the Association issued under the Act including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, or articles of revival;
- (f) “**Association**” means *Ontario Association of Paramedic Chiefs*, a body corporate governed by the Act;
- (g) “**Charter Documents**” means any document or instrument that incorporated the Association or modified its incorporating document or instrument, including letters patent, supplementary letters patent, restated articles of incorporation, and articles of amendment, amalgamation, arrangement, continuance, reorganization and revival;
- (h) “**Board**” means the board of Directors;
- (i) “**By-law**” means any by-law of the Association from time to time in force and effect;

- (j) “**contracts, documents and instruments in writing**” includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- (k) “**delivery agent**” has the meaning assigned to it in the Ambulance Act;
- (l) “**Designated Representatives**” means the individuals appointed by Voting Members in accordance with section 4.5, and subject to subsection 4.5(b) includes an alternate Designated Representative, and “**Designated Representative**” is any one of them;
- (m) “**Director**” means a director of the Association, including, without limitation, the Directors on the Executive, the Zone Directors, and the immediate Past President of the Association, and “**Director**” means any one of them;
- (n) “**Effective Date**” means the date that this By-law becomes effective under section 13.1 (a);
- (o) “**electronic signature**” means an identifying mark or process that is, created or communicated using telephonic or electronic means, attached to or associated with a document or other information, and made or adopted by a person to associate the person with the document or other information, as the case may be;
- (p) “**EMS**” means emergency medical services;
- (q) “**Executive**” collectively refers to the individuals who are elected as Directors and Officers by the Voting Members pursuant to subsection 6.7 (a)(ii) who occupy the offices of President, First Vice-President, Second Vice-President, Secretary and Treasurer;
- (r) “**Executive Director**” means the Executive Director of the Association;
- (s) “**good standing**” means a Member who has paid all fees then owing by the Member in accordance with section 3.4 and who has not been suspended in accordance with section 3.7;
- (t) “**Governing Documents**” means the Act, the Regulations, the Charter Documents and the By-laws;
- (u) “**individual**” means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or other legal representative;
- (v) “**Nominations Committee**” means the nominations committee of the Association as described at section 6.6;

- (w) “**Members**” means the Voting Members and the Non-Voting Members of the Association, and “**Member**” means any one of them;
- (x) “**Members Meeting**” means a meeting of the Voting Members in good standing, and includes an Annual Meeting and a Special Meeting;
- (y) “**Non-Voting Member**” has the meaning assigned to it at section 3.3;
- (z) “**Officers**” means an officer of the Association, and “**Officer**” means any one of them;
- (aa) “**Ordinary Resolution**” means a resolution that is submitted to a Members Meeting and passed at the Members Meeting, with or without amendment, by at least a majority of the votes cast, or a resolution consented to in writing by each Voting Member in good standing;
- (bb) “**person**” includes 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;
- (cc) “**registered office**” means the registered office of the Association;
- (dd) “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations;
- (ee) “**Secretary**” means the Secretary of the Association;
- (ff) “**Special Meeting**” means a special Members Meeting of the Voting Members in good standing;
- (gg) “**Special Resolution**” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the Special Meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or a resolution consented to in writing by each Voting Member in good standing;
- (hh) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;
- (ii) “**Voting Members**” has the meaning assigned to it at section 3.2, and
- (jj) “**Zones**” means the regional zones in the Province of Ontario that are designated by the Association in accordance with subsection 3.2 (a), and “**Zone**” means any one of them;

- (kk) “**Zone Director**” has the meaning assigned to it at subsection 6.7 (a) (i); and
- (ll) “**Zone Meeting**” has the meaning ascribed to it in Article 5.

1.2 INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between the Charter Documents or the By-laws and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the Charter Documents or the By-laws to override the Act or the Regulations, as the case may be;
- (b) all terms contained in this By-law which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (c) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (d) any references to “Voting Members” in provisions in this By-law that relate to Members Meetings shall be interpreted to refer to the Designated Representative(s) of such Voting Member;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered 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;
- (f) references to an Article, section or subsection refer to the applicable Article, section or subsection in this By-law unless otherwise provided;
- (g) the invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law;
- (h) immediately following the Effective Date, any reference to a period of days in this By-law is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday; and
- (i) whenever used in the By-law, “**mail**” shall include by prepaid mail or personal delivery or by telephonic or electronic means and “**given**”, “**delivered**” and “**sent**” shall all mean sent, delivered, given or otherwise communicated.

ARTICLE 2: GENERAL

2.1 REGISTERED OFFICE

- (a) The registered office of the Association shall be in the Province of Ontario in the municipality, geographic township or other location set out in the Charter Documents.
- (b) The municipality, geographic township or other location in which the registered office is located may be changed to another place in Ontario by Special Resolution.
- (c) The Directors may change the address of the Association's registered office within a municipality or geographic township.

2.2 BOOKS AND RECORDS

The Association shall prepare and maintain, at its registered office, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

2.3 EXECUTION OF DOCUMENTS

- (a) Subject to subsections 2.3 (b) and (c), all contracts, documents and instruments in writing requiring the signature of the Association may be signed by any one (1) of the President, the First Vice-President, or the Second Vice-President, together with any one (1) of the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- (b) All cheques, drafts, or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and one (1) other Executive.
- (c) The Directors shall have the power from time to time to appoint any individual(s) on behalf of the Association either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments in writing, and such contracts, documents and instruments in writing shall be signed in accordance with any such directions given by the Directors from time to time.

2.4 ELECTRONIC SIGNATURES

Subject to the Act, the Regulations, and the Governing Documents, the signature of any individual authorized to sign on behalf of the Association may be signed by electronic signature.

2.5 RULES OF ORDER

Subject to any contrary provision in any of the Governing Documents or the policies of the Directors, the most recent edition of Robert's Rules of Order shall govern the deliberations of the Association.

ARTICLE 3: THE MEMBERS

3.1 CLASSES OF MEMBERS

- (a) Subject to the Charter Documents, there shall be a total of eleven (11) classes of Members comprised of four (4) classes of Voting Members and seven (7) classes of Non-Voting Members.

3.2 VOTING MEMBERS

- (a) Subject to the Charter Documents, there shall be four (4) classes of Voting Members, which shall be divided into the following four (4) Zones, namely, Eastern, Northern, South Western, and Central.
- (b) The Voting Members shall be those persons who satisfy the admission criteria set out in section 3.2 (c).
- (c) In order to become a Voting Member, a person must:
 - (i) be a delivery agent, be designated under the Ambulance Act to provide or to ensure the provision of ambulance services;
 - (ii) apply and be approved by the Directors to be a Voting Member in one (1) of the Zones in such a manner as the Directors may from time to time determine; and
 - (iii) pay the applicable membership fees, in accordance with section 3.4.
- (d) Voting Members can only be a Member of one (1) Zone at any given time. In the event that a Voting Member wishes to transfer Zones, it must resign as Voting Member of its current Zone and apply to be a Voting Member in a different Zone.
- (e) Each Voting Member in good standing shall be entitled to appoint one (1) or more Designated Representatives to receive notice of, attend, participate and vote at all Members Meetings in accordance with section 4.4.

3.3 NON-VOTING MEMBERS

- (a) Subject to the Charter Documents, the seven (7) classes of Non-Voting Members are as follows: Additional Delivery Agent Members, Education Members, Ontario Affiliate Members, Other Affiliate Members, Retired Members, Retired Directors, and Senators.

- (b) In addition to the criteria at subsection 3.3 (c), the following eligibility and admission criteria shall apply to the following classes of Non-Voting Members:
 - (i) **Additional Delivery Agent Members:** Individuals who are employed by Voting Members in good standing that are delivery agents, who apply and receive approval from the Designated Representative of such Voting Member.
 - (ii) **Education Members:** Individuals who are employed by Voting Members in good standing who apply and receive approval from the Designated Representative of such Voting Member.
 - (iii) **Ontario Affiliate Members:** Individuals who are employed by an organization that operates in Ontario with similar aims and objectives to that of the Association, including but not limited to suppliers of paramedic supplies, vendors, volunteer community organizations, Professional Leadership Allied Agency Organizations or Associations, and members of the various branches within the Ministries of the Province of Ontario.
 - (iv) **Other Affiliate Members:** Individuals who are employed by an organization with similar aims and objectives to that of the Association that operates outside of the Province of Ontario, or individuals who are representatives of an EMS provider outside of the Province of Ontario.
 - (v) **Retired Members:** Individuals who were previously Designated Representatives and/or Additional Delivery Agent Members who are no longer active in their EMS/Paramedic Service careers.
 - (vi) **Retired Directors:** Individuals who were previously Designated Representatives and/or Additional Delivery Agent Members, and previously Directors, who are no longer active in their EMS/Paramedic Service careers.
 - (vii) **Senators:** Individuals who are Retired Directors in good standing or Retired Members in good standing.
- (c) In order to become a Non-Voting Member, an individual must:
 - (i) apply and be approved by the Directors in such a manner as the Directors may from time to time determine; and
 - (ii) pay any applicable membership fees, in accordance with section 3.4.
- (d) Provided that an individual meets the relevant eligibility and admission criteria, they may apply and be admitted to more than one (1) class of Non-Voting Members.
- (e) Non-Voting Members shall not be entitled to receive notice or vote at any Members Meetings, however, they may be invited by the Directors to attend certain Members Meetings.

3.4 MEMBERSHIP FEES

- (a) All Members shall pay initial and annual membership fees in such amounts as are fixed by the Directors from time to time.
- (b) A person must pay the applicable initial and prorated annual membership fees within thirty (30) days of the approval of such person's membership application by the Directors in order to be admitted as a Member, and each Member must pay the applicable annual membership fees by the 1st day of January in each calendar year thereafter in order to remain as a Member.
- (c) If a Member does not pay their annual membership fees within sixty (60) days of the deadline in subsection 3.4 (b), they shall automatically cease to be a Member in good standing, provided, however, that such Member shall be re-instated as a Member in good standing if they pay all fees owing within ninety (90) days of such deadline.
- (d) Any Member who is in default of the payment of their annual membership fees for more than ninety (90) days following the deadline in subsection 3.4 (b) shall automatically cease to be a Member, and shall remain liable for payment of any dues, fees, or other sum levied or which became payable by the Member to the Association prior to the person ceasing to be a Member, provided that the Directors may waive the requirement for such payment as they deem appropriate.

3.5 RESIGNATION

- (a) A Member may resign in writing which shall be effective at the time it is received by the Association or at the time specified in the resignation, whichever is later.
- (b) In the case of resignation, a Member shall remain liable for payment of any dues, fees or other sum levied or which became payable by the Member to the Association prior to the Member's resignation, provided that the Directors may waive the requirement for such payment as they deem appropriate.

3.6 TERMINATION

The interest of a Member in the Association is not transferable and lapses and ceases to exist when the Member ceases to be a Member. A Member ceases to be a Member:

- (a) when the Member is dissolved or wound up or ceases to operate (or, if the Member is an individual, when the Member dies);
- (b) when the Member resigns in accordance with section 3.5;
- (c) when the Member has not paid the annual membership fees to the Association in accordance with subsection 3.4;

- (d) when the Member is expelled pursuant to section 3.7 or when the Member's membership is otherwise terminated in accordance with the Charter Documents or the By-laws; and/or
- (e) when the Association is liquidated and dissolved under the Act.

3.7 DISCIPLINE OF MEMBERS

- (a) Upon fifteen (15) days' written notice (for purposes of this section 3.7, the "Notice") to a Member, the Directors may pass a resolution authorizing disciplinary action or the termination of the Member's membership for violating the Charter Documents, the By-laws or any policy of the Association in place from time to time, including but not limited to the Association's Code of Ethics.
- (b) The Notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the Notice shall be entitled to give the Directors a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day Notice period. The Directors shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of the Member's membership.
- (c) Members under suspension pursuant to this section 3.7 shall not be a Member in good standing during the period of such suspension. Voting Members under suspension shall not have the right to receive notice, attend, participate or vote at any Members Meetings during the period of its suspension.
- (d) For greater certainty, this section 3.7 shall apply to all Members, including Voting Members and Non-Voting Members.

ARTICLE 4: MEMBERS MEETINGS

4.1 ANNUAL MEETINGS

Subject to the Act, the Annual Meeting shall be held no later than fifteen (15) months after the holding of the preceding Annual Meeting and not later than ninety (90) days after the end of the Association's preceding financial year, on such date, at such time and at such place as the Directors shall determine.

4.2 SPECIAL MEETINGS

A Special Meeting may be convened by the President or the Directors on such date, at such time and at such place as the President or the Directors shall determine.

4.3 PLACE

In the absence of the determination of the place of a Members Meeting, the meeting will be held at the place where the registered office of the Association is located.

4.4 NOTICE

- (a) Subject to the Act, fourteen (14) days' notice of every Members Meeting shall be given in the manner specified in Article 12 to each Voting Member in good standing.
- (b) Notice of any Members Meeting where special business will be transacted must contain sufficient information to permit a Voting Member to form a reasoned judgment on the decision to be taken.
- (c) Notice of each Members Meeting may remind the Voting Members in good standing that they have the right to vote by proxy.

4.5 APPOINTMENT OF DESIGNATED REPRESENTATIVE

- (a) Each Voting Member in good standing shall be entitled to appoint one (1) Designated Representative for the purposes of attending, participating, and voting at Members Meetings, signing written resolutions, and waiving any rights of the Voting Member under the Governing Documents.
- (b) A Voting Member in good standing may send an alternate Designated Representative in substitution for a Designated Representative who is unable to attend at a Members Meeting, provided that if its Designated Representative is a Director, the Voting Member may not send an alternate during such Designated Representative's term of office as Director.
- (c) Upon admission to membership of the Association, Voting Members shall provide the Association with written notice of the name of the Designated Representative(s) who will be attending and participating on its behalf, and shall promptly advise the Association in writing of any changes to the same.
- (d) Individuals who are appointed as Designated Representatives must be an employee, contractor, or agent appointed as such by the relevant Voting Member.

4.6 QUORUM

- (a) A quorum at any Members Meeting (unless a greater number of Members is required to be present and/or represented by proxy by the Governing Documents) shall be majority of the Voting Members in good standing present in person or represented by proxy.
- (b) No business shall be transacted at any Members Meeting unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a Members Meeting or within such reasonable time thereafter as the Voting Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 4.4 with regard to notice shall apply to such adjournment.

4.7 CHAIR OF MEETINGS

- (a) The President shall act as chair of all Members Meetings, and in his or her absence or inability to act, the First Vice-President shall act as chair, provided that if both the President and the First Vice-President are absent or unable to act, the Second Vice-President shall act as chair.
- (b) If all of the President, the First Vice-President and the Second Vice-President are not present within fifteen (15) minutes from the time fixed for holding a Members Meeting, or in the event that all such individuals are unwilling to act as chair of the meeting, the Voting Members who are present shall choose another Director as chair, and if no Director is present or if all Directors present decline to take the chair, then the Voting Members who are present shall choose one (1) of their number to be chair.

4.8 VOTING

- (a) Each Voting Member in good standing shall be entitled to one (1) vote on each question at all Members Meetings.
- (b) Subject to subsection 4.8 (d), every question submitted to any Members Meeting shall be decided in the first instance on a show of hands unless otherwise specifically provided by the Act or the By-laws, required by the chair of the meeting, or requested by any Voting Member.
- (c) In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote(s) to which the chair may be otherwise entitled.
- (d) Elections of Directors shall be done by ballot, unless the Director is acclaimed.
- (e) Every question submitted at any Members Meeting shall be decided by an Ordinary Resolution unless otherwise required by the Governing Documents.

4.9 FUNDAMENTAL CHANGES

A Special Resolution is required to make any amendment to the Articles or to the By-laws, as applicable, to:

- (a) change the Association's name;
- (b) add, remove or change any restriction upon the activity or activities that the Association may carry on or upon the powers that the Association may exercise;
- (c) create a new class or group of Members;
- (d) change a condition required for being a Member;

- (e) change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;
- (f) 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;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) subject to section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (i) change the purposes of the Association;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- (k) change the manner of giving notice to Voting Members in good standing;
- (l) change the method of voting by Voting Members in good standing not in attendance at a Members Meeting; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

4.10 VOTING BY PROXY

- (a) Voting Members in good standing that are not in attendance at a Members Meeting may vote by appointing in writing a proxyholder, and one or more alternate proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) proxyholders must be a Designated Representative of a Voting Member in good standing or the Secretary (or such other person who is appointed by the Directors in the Secretary's place to hold proxies with respect to a Members Meeting);
 - (ii) a Designated Representative may not hold more than one (1) proxy at any one (1) Members Meeting, however, the Secretary or such other person appointed by the Directors to hold proxies in accordance with subsection 4.10 (a) (i) may hold more than one (1) proxy;
 - (iii) the proxy must be signed by the Designated Representative of the Voting Member in good standing;
 - (iv) a proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting;

- (v) an individual who is appointed as proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given, and shall comply with the directions of the Voting Member who appointed the person;
- (vi) a proxyholder or an alternate proxyholder has the same rights as the Voting Member who appointed him or her to speak at a Members Meeting in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one (1) Voting Member, to vote at the meeting in respect of any matter by way of a show of hands;
- (vii) despite subsections 4.10(a)(v) and 4.10(a)(vi), if the chair of a Members Meeting declares to the meeting that, to the best of his or her belief, if a ballot is conducted, the total number of votes of Voting Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at the meeting on such ballot, and if a Voting Member, proxyholder or alternate proxyholder does not demand a ballot:
 - (A) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
 - (B) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.
- (viii) the Directors may fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned Members Meeting before which time proxies to be used at that meeting must be deposited with the Secretary, and any period of time so fixed must be specified in the notice calling the meeting;
- (ix) a Voting Member may revoke a proxy by depositing an instrument or act in writing executed or signed by the Designated Representative of the Voting Member:
 - (A) at the registered office no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting at which the proxy is to be used; or
 - (B) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (x) all proxies shall comply with these By-laws, the Act, the Regulations, and any policies of the Association in place from time to time.

4.11 PARTICIPATION BY ELECTRONIC MEANS

- (a) A Members Meeting may be held entirely, or a person may participate in a Members Meeting, by means of such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available, and a person participating in such a meeting by such means is deemed to be present at the meeting, including for the purposes of quorum.
- (b) Quorum at such meetings shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each such meeting.
- (c) Voting Members in good standing may vote at a Members Meeting by telephonic or electronic means, provided that:
 - (i) the Association makes such means available;
 - (ii) the votes may be verified as having been made by the Voting Members; and
 - (iii) the Association is not able to identify how each Voting Member voted.
- (d) The Directors shall be entitled to determine whether a Members Meeting shall be held by telephonic or electronic means in accordance with subsection 4.11 (a) and whether voting shall be conducted by telephonic or electronic means in accordance with subsection 4.11 (b).

4.12 RESOLUTIONS IN WRITING

Any resolution signed by all the Voting Members in good standing is as valid and effective as if passed at a Members Meeting duly called, constituted and held for that purpose.

ARTICLE 5: ZONE MEETINGS

5.1 ZONE MEETINGS

- (a) The Voting Members in good standing shall meet with the other Voting Members in good standing in their respective Zones, including, without limitation, for the purposes of electing the Zone Directors.
- (b) Except as otherwise indicated in the Governing Documents or determined by the Directors from time to time, the applicable provisions of Article 4 and Article 12 shall apply with necessary modifications to all Zone Meetings.

ARTICLE 6: DIRECTORS

6.1 DUTIES

- (a) Subject to the Governing Documents, the affairs of the Association shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by the Governing Documents or by another statute expressly directed or required to be done in some other manner.
- (b) The Directors may prescribe such rules and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Association and other matters provided for in the Governing Documents as may be deemed expedient.

6.2 STANDARD OF CARE

- (a) Every Director in exercising his or her powers and discharging his or her duties to the Association shall:
 - (i) act honestly and in good faith with a view to the best interests of the Association; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.3 NUMBER

- (a) The Association must have at least three (3) Directors.
- (b) If the Association is a public benefit corporation, as that term is defined in the Act, only one-third (1/3) of its Directors may be employees of the Association or of any of its affiliates.
- (c) As of the Effective Date, the number of Directors is fixed at fourteen (14), and this subsection 6.3 (c) shall continue to be valid and in effect until the day that Articles of amendment of the Association are endorsed, after which time, the number of Directors shall be fixed in accordance with subsection 6.3 (d) or (e), as applicable.
- (d) If the Articles provide for a minimum and maximum number of Directors, the number of Directors and the number of Directors to be elected at the Annual Meeting must be the number determined by the Directors.
- (e) If the Association's Articles provide for a minimum and maximum number of Directors and a resolution as described at subsection 6.3 (d) has not been passed, the number of Directors is the number of Directors that are named in its Articles.

- (f) A decrease in the number of Directors will not shorten the term of an incumbent Director.

6.4 COMPOSITION

- (a) The Board shall be comprised of the following:
 - (i) The Executive, which includes the President, the First Vice-President, the Second Vice-President, the Treasurer, and the Secretary;
 - (ii) Minimum of Eight (8) to a maximum of nine (9) Zone Directors, including two (2) Zone Directors from each of the four (4) Zones, and one (1) representing First Nations; and
 - (iii) The immediate Past President of the Association, who shall be a Director by virtue of his or her office.
- (b) Only one (1) Designated Representative of a Voting Member can be a Director at any given time.

6.5 QUALIFICATIONS

- (a) A Director:
 - (i) must be an individual;
 - (ii) must be at least eighteen (18) years of age;
 - (iii) must be a Designated Representative of a Voting Member in good standing, provided, however, that this requirement does not apply to the Past President;
 - (iv) must not be an undischarged bankrupt;
 - (v) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property; and
 - (vi) must not have been found to be incapable by any court in Canada or elsewhere.

6.6 NOMINATIONS COMMITTEE

- (a) The Directors shall appoint a Nominations Committee at least one hundred and twenty (120) days before each Annual Meeting, which shall be comprised of at least five (5) Designated Representatives with at least one (1) Designated Representative from each Zone (who will be selected by the Voting Members in good standing in their respective Zones), as well as the Past President, who shall chair the Nominations Committee.
- (b) In the event that the office of the Past President is vacant, the President shall appoint another Director to chair the Nominations Committee.

- (c) No current member of the Nominations Committee may stand for election as Director.
- (d) At least ninety (90) days before the Annual Meeting, the chair of the Nominations Committee shall send each Voting Member in good standing a nomination form for any vacant positions on the Executive.
- (e) Prior to each Annual Meeting, the Secretary shall send the Voting Members in good standing in each Zone a nomination form for any vacant positions for Zone Directors in their respective Zone.
- (f) Each nomination form must be signed by the Designated Representative of at least two (2) Voting Members in good standing and be accompanied by the written consent of the candidate to serve as Director if elected. The deadline for the Nominations Committee to receive any nomination forms is sixty (60) days prior to each Annual Meeting, and any forms received after this date shall not be accepted.
- (g) The Nominations Committee will provide a list of the candidates to the Voting Members in good standing in advance of the Annual Meeting.

6.7 ELECTION AND APPOINTMENT

- (a) The Voting Members in good standing shall elect the Directors as follows:
 - (i) Prior to each Annual Meeting, the Voting Members of each of the Zones shall meet to elect up to two (2) Zone Directors, and their election(s) shall be proclaimed and become effective at the next Annual Meeting; and
 - (ii) At each Annual Meeting, approximately three (3) Directors shall be elected to the Executive.
- (b) The Directors may appoint one (1) or more additional Directors who shall hold office for a term expiring not later than the close of the next Annual Meeting, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous Annual Meeting.
- (c) Subject to the Act, an individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her election or appointment.

6.8 TERM OF OFFICE

- (a) The term of office for Directors shall be two (2) years.
- (b) A Director's term of office shall commence at the conclusion of the meeting at which he or she is elected and shall terminate on the later of the conclusion of the second Annual Meeting following his or her election and the date that his or her successor is elected.

- (c) Subject to subsection 6.8 (d), Directors shall be eligible for re-election or re-appointment, as the case may be, provided that an individual who has occupied a particular position on the Executive for more than six (6) consecutive years shall be ineligible for re-election to the same position on the Executive for a period of two (2) years after the last day of his or her sixth (6th) consecutive year serving in this position.
- (d) The partial term served by a Director who is elected or appointed to fill a vacancy pursuant to section 6.9 shall not be counted towards the six (6) consecutive year limitation at subsection 6.8 (c).

6.9 VACANCIES

- (a) A Director ceases to hold office and a vacancy is created if the Director:
 - (i) ceases to meet any of the qualifications in subsection 6.5 (a);
 - (ii) resigns (such resignation to be effective at the time a written resignation is received by the Association or at the time specified in the resignation, whichever is later);
 - (iii) dies; or
 - (iv) is removed from office in accordance with subsection 6.9 (b)(i) or (ii).
- (b) Subject to subsections 6.9 (c) and (d), Directors may be removed from office as follows:
 - (i) The Voting Members in good standing may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director on the Executive before the expiration of his or her term of office and may, by Ordinary Resolution, elect any person in the Director's stead for the remainder of the Director's term.
 - (ii) The Voting Members in good standing in a particular Zone may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Zone Director before the expiration of that Director's term of office and may, by Ordinary Resolution, elect any person in the Zone Director's stead for the remainder of the Director's term.
- (c) Prior to approving such resolution, the affected Director shall be given an opportunity to place any objection to such removal before the Voting Members including by way of a written statement submitted to the Association prior to such meeting.
- (d) The Voting Members may not remove the Past President, who is a Director by virtue of his or her office.

6.10 FILLING VACANCIES

- (a) A vacancy among the Directors shall be filled as follows:
 - (i) if the vacancy occurs as a result of the removal of any Director on the Executive pursuant to subsection 6.9 (b) (i), the Voting Members in good standing may fill such vacancy at the meeting at which the Director was removed, but if they fail to do so, then the vacancy may otherwise be filled in accordance this section 6.10;
 - (ii) if the vacancy occurs as a result of the removal of any Zone Director pursuant to subsection 6.9 (b) (ii) the Voting Members in good standing in that Zone may fill such vacancy at the meeting at which the Zone Director was removed, but if they fail to do so, then the vacancy may otherwise be filled in accordance this section 6.10;
 - (iii) if there is not a quorum of Directors in office or if the vacancy occurs as a result of a failure to elect the number, or minimum number, of Directors provided for in the Charter Documents, the Directors shall without delay call a Special Meeting to fill the vacancy, and if they fail to call such a meeting, the meeting may be called by any Voting Member; or
 - (iv) if there is a quorum of Directors in office, any other vacancy among the Directors may be filled by the Directors then in office.
- (b) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 6.10 shall hold office for the remainder of his or her predecessor's term or until his successor is elected or appointed, whichever is sooner.

6.11 REMUNERATION OF DIRECTORS

- (a) No Director shall receive remuneration for services provided in their capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties.

6.12 THE EXECUTIVE

- (a) The Voting Members in good standing shall elect the Executive pursuant to subsection 6.7 (a)(ii), and the Directors may appoint additional Directors to other positions on the Executive from time to time.
- (b) Subject to the Act, the Directors may delegate to the Executive any of the powers of the Directors, except that the Directors may not delegate any of the following powers:
 - (i) the submission to the Voting Members of any question or matter requiring the approval of the Voting Members;

- (ii) the filling of a vacancy among the Directors or in the position of auditor of the Association;
 - (iii) the appointment of additional Directors if permitted by the Charter Documents;
 - (iv) the issuance of debt obligations except as authorized by the Directors;
 - (v) the approval of financial statements;
 - (vi) the adoption, amendment or repeal of any By-laws;
 - (vii) the establishment or fixing of membership fees; and
 - (viii) any such other restrictions as are imposed from time to time by the Directors.
- (c) A Meeting of the Executive may be convened by the President, the First Vice-President or by any two (2) other members of the Executive.
- (d) Subject to the By-laws and any resolution of the Directors, the Executive may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (e) Except as otherwise indicated in this section 6.12 or determined by the Directors or the Executive from time to time, the relevant provisions of Article 7 shall apply with necessary modifications to all meetings of the Executive.
- (f) No member of the Executive shall receive any compensation for services provided as a member of the Executive, provided that such members may be reimbursed reasonable expenses incurred by them in the performance of their duties.

6.13 OTHER COMMITTEES

- (a) The Directors may from time to time appoint any other committee or committees as they deem necessary or appropriate, and the authority and terms of reference of such committees may be established by the Directors from time to time, provided that such committees shall not be delegated any of the powers in subsection 6.12(b).
- (b) Subject to the Governing Documents or any policies or directions that the Directors may make from time to time:
- (i) Each committee shall have at least one (1) Director.
 - (ii) The most recent edition of Robert's Rules of Order shall govern the deliberations of committees.
 - (iii) Except as otherwise indicated in this section 6.13 or determined by the Directors or the committees from time to time, the relevant provisions of Article 7 shall apply with necessary modifications to all meetings of the committees.

- (iv) The Directors may remove a committee member, and may dissolve any committees at any time.
- (v) The Directors may fix any remuneration for committee members to the extent permitted by the Governing Documents, and may reimburse committee members for reasonable expenses incurred by them in the performance of their duties.

ARTICLE 7: MEETINGS OF THE DIRECTORS

7.1 TIME AND PLACE OF MEETINGS

Meetings of the Directors may be held at such time and place as the Directors determine.

7.2 NOTICE

In addition to any other requirements for notice in this Article 7, where a meeting of the Directors is called to deal with any of the matters set out in subsections 6.12(b)(i), (ii), (iii), (iv), (v), (vi), or (vii), the notice for such meeting must specify which matter(s) are to be dealt with at such meeting.

7.3 DIRECTORS MEETINGS

- (a) Directors Meetings may be convened by the President or by any two (2) Directors at any time.
- (b) Subject to subsection 7.3(c), or to notice being waived under section 12.5, notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by:
 - (i) courier, personal delivery or telephonic or electronic means at least forty-eight (48) hours; or
 - (ii) mail at least fourteen (14) days.

before the day on which the meeting is to be held.

- (c) If the first meeting of the Directors following the Annual Meeting is held immediately thereafter, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present, and that all individuals who were nominated for election at such Annual Meeting were notified prior to the Annual Meeting that such a meeting may be held without notice.

- (d) Notwithstanding the foregoing, an emergency meeting of the Directors may be called without notice to the Directors, provided that such meeting shall be held for informational purposes only. Where an action or decision requires the Directors to pass a resolution approving it, notice must be provided in accordance with section 7.3 (b).

7.4 QUORUM

- (a) Subject to the Act, quorum for the transaction of business at any meeting of the Directors shall be:
 - (i) where the Articles or By-laws set out the number of Directors, a majority of that number; or
 - (ii) where the Articles set out the minimum and maximum number of Directors, a majority of the number of Directors in office, provided that in no case shall quorum be less than a majority of the minimum number of Directors required by the Articles.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

7.5 CHAIR OF MEETINGS

- (a) The President shall act as chair of all meetings of the Directors, and in his or her absence or inability to act, the First Vice-President shall act as chair, provided that if both the President and the First Vice-President are absent or unable to act, the Second Vice-President shall act as chair.
- (b) If all of the President, the First Vice-President and the Second Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, or in the event that all such individuals are unwilling to act as chair of the meeting, the persons who are present and entitled to vote shall choose another Director as chair.

7.6 VOTING

- (a) Each Director is authorized to exercise one (1) vote.
- (b) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution unless otherwise specified in the Governing Documents or the Act.
- (c) In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to an original vote.

- (d) Questions arising at any meeting of the Directors shall be decided by a show of hands, or by way of ballot if demanded.

7.7 PARTICIPATION BY ELECTRONIC MEANS

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting, including for the purposes of quorum.
- (b) Quorum at meetings held by telephonic or electronic means shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each meeting.

7.8 RESOLUTIONS IN WRITING

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

ARTICLE 8: OFFICERS

8.1 ELECTION AND APPOINTMENT

- (a) The Voting Members in good standing shall elect the Officers to the Executive under subsection 6.7 (a)(ii).
- (b) At any Members Meeting at which the President is elected, the immediate Past President of the Association shall assume the office of Past President, provided that the immediate Past President meets the applicable qualifications set out in section 6.5, and the Past President shall hold office for a term of one (1) year or until the next Members Meeting at which the next incoming President is elected, whichever is sooner.
- (c) Subject to subsection 8.1 (a), the Directors may from time to time appoint such other Officers as they may deem necessary or desirable, including, without limitation, the Executive Director, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.
- (d) No two (2) offices of the Association may be held by the same person.
- (e) Only one (1) Designated Representative of a Voting Member can be an Officer at any given time.

8.2 REMOVAL

- (a) The Voting Members in good standing may remove Directors on the Executive under subsection 6.10 (b)(i).

- (b) Subject to subsection 8.2 (a), the Officers (other than employees or individuals on the Executive) shall be subject to removal by the Directors at any time, with or without cause.

8.3 VACANCIES

- (a) Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
 - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later;
 - (ii) the election or appointment of a successor;
 - (iii) that Officer's removal;
 - (iv) that Officer's death; or
 - (v) if the Officer is a Designated Representative or employee of a Voting Member, the time that such Voting Member ceases to be in good standing.
- (b) Subject to subsection 6.10 (b)(i), if the office of any Officer not on the Executive shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may appoint a person to fill such vacancy and the person so appointed shall hold office for the remainder of his or her predecessor's term.

8.4 REMUNERATION

The remuneration of all Officers elected or appointed by the Directors shall be determined from time to time by resolution of the Directors provided however that all Officers who are Directors shall serve without remuneration and shall not directly or indirectly receive any profit from their positions as such, provided that they may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

8.5 DUTIES MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

8.6 STANDARD OF CARE

- (a) Every Officer in exercising his or her powers and discharging his or her duties to the Association shall:

- (i) act honestly and in good faith with a view to the best interests of the Association; and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.7 POWERS AND DUTIES

- (a) All Officers shall sign such contracts, documents and instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Directors.
- (b) Subject to the Governing Documents and any duties as may be prescribed by the Directors from time to time, the duties of the Officers shall include the following:
 - (i) **President.** The President shall act as chair of all meetings of the Members and the Directors.
 - (ii) **Past President.** The Past President shall act as chair of the Nominations Committee and shall fulfil such other duties and responsibilities as are assigned to him or her by the President or the Directors from time to time.
 - (iii) **First Vice-President.** The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
 - (iv) **Second Vice-President.** The Second Vice-President shall be vested with all the powers and shall perform all the duties of the First Vice-President in the absence or inability or refusal to act of the First Vice-President.
 - (v) **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Association and shall be accountable to the Directors for the general administration, organization and management of the Association in accordance with any policies established by the Directors, and shall fulfil such other duties as may be assigned to him or her by the Directors from time to time. The Executive Director shall report on the affairs of the Association as may be required, from time to time, by the Directors.
 - (vi) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Members, Directors, the Executive, and any other committees, as well as for any Zone Meetings, and shall attend all such meetings and keep record of the minutes of such meetings, provided that the Directors may appoint another Officer to act as Secretary in respect of certain meetings. The Secretary shall have charge of the minute books of the Association, and the documents and registers referred to in the Act, and shall prepare all reports and attend to all filings required by the Act or any other provincial or federal legislation. The

Secretary shall ensure that all notices, flyers, press releases and/or any form of communication are given to the Members, chapters and other individuals and/or groups as the Directors may, from time-to-time, determine, and shall create and maintain any electronic bulletin board, newsletter, telephone information line or any other method for communicating to and beyond the membership that the Directors may, from time to time, direct the Secretary to establish. The Secretary shall also be responsible for the organization and maintenance of any public relations initiatives that the Directors may, from time-to-time, decide upon.

- (vii) **Treasurer.** Subject to the provisions of any resolution of the Directors, the Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Directors may direct. The Treasurer shall keep correct accounts of all bills, orders or demands, and make all disbursements authorized by the Directors. The Treasurer shall render a true and complete report of the financial condition of the Association at each Annual Meeting, and to the Directors whenever requested. The Treasurer shall at all times keep open books to inspection by any Directors and by the auditors. The Treasurer shall give bond for the proper performance of his or her duties in such amount and with such surety as the Directors may require, the premium on such bond to be paid by the Association. The Treasurer shall deliver over to his or her successor in office all moneys, books, documents, vouchers and any other property belonging to the Association in their possession for which they are accountable.

8.8 AGENTS AND EMPLOYEES

- (a) The Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
- (b) The remuneration of all agents and employees shall be fixed by the Directors.

ARTICLE 9: PROTECTION OF DIRECTORS AND OFFICERS

9.1 INDEMNIFICATION

- (a) Subject to the Act and to subsection 9.1 (b), the Association may indemnify every Director, Officer, a former director or officer of the Association, or an individual who acts or acted at the Association's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding

in which the individual is involved because of that association with the Association or other entity.

- (b) The Association shall not indemnify an individual under subsection 9.1 (a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
 - (ii) 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.

9.2 INSURANCE

- (a) The Association may purchase and maintain insurance for the benefit of an individual referred to in subsection 9.1 (a) against any liability incurred by the individual:
 - (i) in the individual's capacity as a Director or Officer; or
 - (ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

ARTICLE 10: CONFLICTS OF INTEREST

10.1 CONFLICT OF INTEREST

- (a) A Director or Officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the Association; or
 - (ii) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association;

shall disclose to the Association or request to have entered in the minutes of meetings of the Directors the nature and extent of his or her interest.

10.2 DISCLOSURE BY DIRECTOR

The disclosure required by section 10.1 shall be made, in the case of a Director:

- (a) At the meeting at which a proposed contract or transaction is first considered;

- (b) If the Director was not, at the time of the meeting referred to in subsection 10.2 (a) interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) If the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) If an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

10.3 DISCLOSURE BY OFFICER

The disclosure required by section 10.1 shall be made, in the case of an Officer who is not a Director:

- (a) Immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting of Directors;
- (b) If the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) If an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

10.4 WHERE DIRECTOR AND MEMBER APPROVAL NOT REQUIRED

Despite sections 10.2 and 10.2, if section 10.1 applies to a Director or Officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Association's business, would not require approval by the Directors or Members, the Director or Officer shall disclose to the Association or request to have entered in the minutes of meetings of the Directors, the nature and extent of his or her interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.

10.5 VOTING

- (a) A Director required to make a disclosure under section 10.1 shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
 - (i) relates primarily to the Director's remuneration as a Director, of the Association or an affiliate;
 - (ii) is for indemnity or insurance under section 46 of the Act; or

- (iii) is with an affiliate of the Association.

10.6 DEEMED QUORUM

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of section 10.5, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

10.7 MEMBER APPROVAL REQUIRED

If all of the Directors are required to make disclosure under section 10.1, the contract or transaction may be approved only by the Voting Members in good standing unless the contract or transaction is one described in subsections 10.5 (a) (i)-(iii).

10.8 CONTINUING DISCLOSURE

For the purposes of this Article 10, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a person, is a sufficient declaration of interest in relation to the contract or transaction:

- (i) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in subsection 10.1 (a)(i) or (ii);
- (ii) the Director or Officer has a material interest in the person; or
- (iii) there has been a material change in the nature of the Director's or the Officer's interest in the person.

10.9 DIRECTOR OR OFFICER NOT ACCOUNTABLE

- (a) A contract or transaction for which disclosure is required under section 10.1 is not void or voidable, and the Director or Officer is not accountable to the Association or the Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this Article 10;
 - (ii) the Directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Association when it was approved.

10.10 CONFIRMATION BY MEMBERS

- (a) Despite anything in this Article 10, a Director or an Officer, acting honestly and in good faith, is not accountable to the Association or to the Members for any profit realized from a contract or transaction for which disclosure is required under section 10.1, and the contract or transaction is not invalid by reason only of the interest of the Director or Officer in the contract or transaction, if:
 - (i) the contract or transaction is approved or confirmed by Special Resolution at a Members Meeting;
 - (ii) disclosure of the interest was made to the Voting Members in good standing in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (iii) the contract or transaction was reasonable and fair to the Association when it was approved or confirmed.

ARTICLE 11: FINANCIAL MATTERS

11.1 FINANCIAL YEAR

The financial year of the Association shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time determine.

11.2 AUDITORS

- (a) The Voting Members in good standing shall at each Annual Meeting appoint an auditor to audit the accounts of the Association for reporting to the Voting Members who shall hold office until the next following Annual Meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor.
- (b) If an appointment is not so made, the auditor in office must continue until a successor is appointed.
- (c) The remuneration of the auditor shall be fixed by the Voting Members in good standing or by the Directors if they are authorized to do so by the Voting Members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.
- (d) The Voting Members in good standing may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a Special Meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

11.3 BANKING

- (a) The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Directors may from time to time designate by resolution.

11.4 BORROWING POWER

- (a) The Directors may from time to time:
 - (i) borrow money on the credit of the Association;
 - (ii) issue, sell or pledge debt obligations (including debentures, notes or other like liabilities whether secured or unsecured) of the Association;
 - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Association; and
 - (iv) delegate the powers conferred on the Directors under this By-law to such officer or officers of the Association and to such extent and in such manner as the Directors shall determine.
- (b) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Directors or officers independently of a borrowing By-law.

ARTICLE 12: NOTICES AND ADJOURNMENTS

12.1 SERVICE OF NOTICE OR DOCUMENT

- (a) Any notice or other document required or permitted by the Governing Documents to be sent to any Member or Director shall be delivered or mailed to any such Member at his or her latest address as shown in the records of the Association, to any such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the Corporations Information Act (Ontario), whichever is the more current.
- (b) A notice or other document sent pursuant to this section may be delivered by prepaid mail or personal delivery or by telephonic or electronic means.

12.2 COMPUTATION OF TIME

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

12.3 PROOF OF SERVICE

- (a) With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 12.1 and put into a Post Office or into a letter box.
- (b) A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer or auditor of the Association, as the case may be.

12.4 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

12.5 WAIVER OF NOTICE

- (a) Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (b) In particular, Members Meetings or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice before or after the date of such meeting.
- (c) Attendance of a person at a Members Meeting or Directors' meeting shall constitute a waiver of notice of the meeting except where the 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.

12.6 ADJOURNMENT

- (a) Any meeting of the Directors or any Members Meeting may be adjourned by the chair of the meeting, with the consent of the meeting, to a fixed time and place.
- (b) Notice of any adjourned meeting of Directors' meeting or Members Meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Directors or Voting Members, as applicable, who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) 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 original meeting.

ARTICLE 13: BY-LAWS

13.1 EFFECTIVE DATE OF BY-LAW No. 2

- (a) This By-law No. 2 comes into effect as of the Effective Date, which is at 11:59 PM on the day immediately before the Act is proclaimed into force.

13.2 REPEAL OF THE CONSTITUTION AND ALL PREVIOUS BY-LAWS

- (a) The Constitution of the Association and all previous By-laws are hereby repealed.

- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.

13.3 AMENDMENTS TO BY-LAWS AND ARTICLES

- (a) Subject to subsections 13.3 (b) and (c), the Directors may from time to time, by Ordinary Resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Association.
- (b) Subject to subsection 13.3 (c):
 - (i) the Directors shall submit any new, amended or repealed By-law that they approve to the Voting Members in good standing at the next Members Meeting, for confirmation by the Voting Members in good standing by Ordinary Resolution;
 - (ii) any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next Members Meeting and, once confirmed by the Voting Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Voting Members in good standing as required under the Act or if it is rejected by the Voting Members;
- (c) Subject to section 103 (1) of the Act, a Special Resolution is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in subsections 103 (1)(a)-(m) of the Act and any such new, amended or repealed By-law shall be effective from the date that the Special Resolution is approved.

APPROVED by the Directors as of the 2 day of September , 2021.



President



Secretary

CONFIRMED by the Voting Members 7 day of October , 2021.



President



Secretary