



PENTATHLON CANADA

BY-LAWS

**Approved March 20, 2021
Pentathlon Canada AGM**

PENTATHLON CANADA BY-LAWS

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Pentathlon Canada, a Canadian Corporation.

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* – Pentathlon Canada;
- 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) *Discipline Policies* – means the Corporation’s policies relating to the discipline of Members;
- j) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- k) *Meeting* – means a Special Meeting or Annual Meeting, as applicable.
- l) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- m) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- n) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
- o) *Provincial/Territorial Association* – A Provincial or Territorial Pentathlon Organization (one per Province or Territory) officially constituted as an organization which is provincial/territorial in scope, agrees with the mandate of the Corporation and is focused on the promotion, development, implementation and governance of pentathlon for all individuals who desire to participate.
- p) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- q) *Special Meeting* – means any meeting of Members that is not an Annual Meeting
- r) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario 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 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 any French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

Membership Categories and Eligibility

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

- a) Individual Member – Any individual who is a pentathlon athlete, coach, volunteer, or director registered with a recognized Provincial Territorial Association, or registered with the Corporation if there is no Provincial/Territorial Association and has agreed to abide by the Corporation's By-laws, policies, procedures, rules, and regulations.

Authority of Members

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

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

Admission and Renewal of Members

2.3 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- e) The candidate member has met the applicable definition listed in Section 2.1;
- f) The candidate member meets any other condition of membership determined by the Board; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

2.4 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;
- 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.

Membership Dues and Duration

2.5 Year – Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Individual Member – begins on the date the Board (or designate) accepts the candidate Member's registration and ends on a date determined by the Board (or designate) common to all Individual Members.

2.6 Dues – Membership dues will be determined by the Board.

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

Transfer, Suspension, and Termination of Membership

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

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's Discipline Policies, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Corporation is terminated on:

- a) Expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) Failure of the Member to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision with respect to the Member made by the Board (or designate) or a disciplinary panel in accordance with the Corporation's applicable discipline policies;
- f) Death of the Member's; or
- g) Ordinary Resolution of the Board or of the Members terminating the membership of a Member(s) at a duly called meeting, provided such Member(s) is afforded at least fifteen (15) days' notice setting out the reasons for termination of membership and the Member(s) receiving the notice are entitled to submit a written submission opposing the termination.

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

2.13 Arrears – A Member may be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due and payable.

2.14 Discipline – A Member may be disciplined in accordance with the Corporation's Discipline Policies.

Good Standing

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

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules 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.

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

ARTICLE III: MEETINGS OF MEMBERS

3.1 Meetings – Meetings of Members may include Annual Meetings and Special Meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

3.2 Annual Meeting – 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.

3.3 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 of Members holding greater than or equal to five percent (5%) of the votes then entitled to be voted at an Annual Meeting of the Members of the Corporation.

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, a form of proxy, and will be given to 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 – The only persons entitled to attend a Meeting are the Members, the Directors, the auditors of the Corporation, individuals possessing a proxy on behalf of a Member, and any other person entitled or required under any provision of the Act to be present at the Meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.9 Adjournment – Any Meeting 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, but is not limited to:

- 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; and
- 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 of the Meeting.

3.12 Quorum – A minimum of ten (10) members present in person or represented by proxy representing not less than 5% of the Membership entitled to be voted at the Meeting will constitute a quorum. If a quorum is present at the opening of a Meeting, 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 voting rights at all meetings of Members:

- a) Individual Members have one vote each.

3.14 Proxy Voting – Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the Member or his attorney. Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least two (2) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy clearly states the date of the specific meeting;

- c) The proxy clearly states to whom the proxy is given; and
- d) The Corporation verifies the legitimacy of the proxy by confirming the proxy was executed by a Member.

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

- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.

3.16 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.

3.17 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.

3.18 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes present in person or represented by proxy at a Meeting shall decide each issue. In the case of a tie, the issue is defeated.

3.19 Chair – The chair of meetings of members will be the President unless designated by the President or determined otherwise by the Board or the Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine to twelve (9-12) Directors as follows:

- a) President
- b) Treasurer
- c) Six - Eight (6-8) Directors-at-Large
- d) Two (2) Athlete Representatives

Eligibility of Directors

4.2 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the *Income Tax Act*;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

Election of Directors

4.3 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible for soliciting nominations for the election of the Directors in the following order:

- a) Nominations from an officially constituted Provincial or Territorial Pentathlon Organization
- b) Pentathlon Canada Members
- c) General Public

4.4 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 (if appointed); and

- c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the election of Directors. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the procedures set forth in the Act.

4.6 Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members prior to elections.

4.7 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

4.8 Election and Term – Directors will be elected at each Annual Meeting as follows:

- a) The President and two (2) Directors-at-Large will be elected at an Annual Meeting every three years;
- b) The Treasurer and Directors-at-Large (2 – 3) will be elected at an Annual Meeting every three years; and
- c) Directors-at-Large (2-3) will be elected at an Annual Meeting every three years.

4.9 Election and Term – Athlete Representatives – One (1) Athlete Representative will be elected annually for a two (2) year term and will be elected only by the Individual Members who are registered with the Corporation as an athlete. Voting will be done electronically and open for a one-week period, dates to be determined by the Board of Directors. A call for nominations will occur prior to the Corporation’s National competition overseen by the Nominations Committee and the slate of candidates will be presented to the athletes at the National competition.

4.10 Elections – Elections for the President, Treasurer and Athlete Representative will be decided 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 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.

4.11 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will be elected into the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. In the case of a continued tie, the Chair will be entitled to a deciding vote.

4.12 Terms – Excluding the Athlete Representative who serves a two (2) year terms, Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.13 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President (or designate) or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) The Director resigns;
- b) The Director is found to be incapable by a court or under federal law;
- c) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- d) The Director dies.

4.15 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. In accordance with Section 4.20, the Board will hold at least four (4) meetings per fiscal year. Directors are expected to attend all meetings of the Board and if a Director misses three (3) Board meetings without the approval of the President, the Board may consider bringing a motion to remove the Director in accordance with this Section.

Filling a Vacancy on the Board

4.16 Vacancy – Where the position of a Director, excluding the Athlete Representative, becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Meeting of Members. Where the position of Athlete Representative becomes vacant, the Corporation's athletes will elect a qualified individual to fill the vacancy for the remainder of the term.

Meetings

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

4.18 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to be the Chair of the meeting.

4.19 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.

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

4.21 Quorum – At any meeting of the Board, quorum will consist of majority of Directors.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

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

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

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

Duties of Directors

4.26 Standard of Care – Every Director will:

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

Powers of the Board

4.27 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.

4.28 Empowered – The Board is empowered, including by not limited to:

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

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Secretary, and Treasurer.

5.2 Term – The term of the President and Treasurer will be three (3) years and the term of the Secretary will be one (1) year or until their successors are elected or appointed by the Board.

5.3 Election of Secretary – The Secretary will be elected by the Board of Directors at the first meeting of the Board of Directors held following the election of new Directors. Elections will be decided in accordance with the following:

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

5.4 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 oversee and supervise office staff, 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 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.
- c) 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.

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

5.6 Removal – The President and Treasurer may be removed by Ordinary Resolution at a meeting of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. The Secretary may be removed by Ordinary Resolution at a meeting of the Board or the Members, provided the Secretary has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

5.7 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 at a duly called meeting of the Board, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI: COMMITTEES

6.1 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 and terms of reference 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.

6.2 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.

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

6.4 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 the Corporation's policies for conflict of interest 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 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 writing. 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

9.1 Amendment – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed as follows:

- a) By Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the amendment to the Members at the next meeting of Members, and the Members may amend the By-laws by Ordinary Resolution. The amendment is effective from the date of the resolution of the Directors. If the amendment is amended by the Members it remains effective in the form in which it was confirmed.
- b) By member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.

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.

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 emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

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, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

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 maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on February 28, 2021.

14.2 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 March 20, 2021.

14.3 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.