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Final

VAUGHAN SOCCER CLUB INC.

BY-LAW NO. 2025-1

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VAUGHAN SOCCER CLUB INC.

BY-LAW NO. 2025-1

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

(a) "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and any statute or regulations that may be substituted, as amended from time to time;

(b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement;

(c) "Annual Meeting" means an annual meeting of Members, as provided in section 7.01;

(d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, 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, articles of revival, letters patent, supplementary letters patent or a Special Act;

(e) "Auditor" means the Auditor of the Corporation appointed pursuant to Article 17;

(f) "Authorized Guardian" means a legal parent or guardian designated on the registration form of a Registered Player under the age of 18 years;

(g) "Board" means the Directors of the Corporation from time to time;

(h) "Board Regulation" means a regulation passed by the Board in accordance with Article 8;

(i) "By-Law" means this by-law and any other by-law of the Corporation that may be in force;

(j) "Canadian Soccer Association" means The Canadian Soccer Association Incorporated, a not-for-profit corporation incorporated under the *Canada Not-for-Profit Corporations Act*, its successors and assigns;

(k) "Canadian Soccer Association Constitution" means the constitution of Canadian Soccer Association in force and as may be amended from time to time;

(l) "Corporation" means **VAUGHAN SOCCER CLUB INC.**;

(m) "Club Rules and Regulations" means those Club rules and Regulations set by the Board from time to time;

(n) "Director" means a member of the Board;

(o) "Executive Officer" means the President, Executive Vice-President, Secretary and Treasurer elected by the Members pursuant to section 9.01(b);

(p) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or

consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;

(q) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;

(r) "Member" means a person who has become a Member in accordance with section 3.01;

(s) "Officer" means an officer elected or appointed pursuant to Article 9;

(t) "Ontario Soccer" means The Ontario Soccer Association Incorporated, a not-for-profit corporation amalgamated under the Act, its successors and assigns;

(u) "Ontario Soccer Constitution" means the constitution of Ontario Soccer in force and as may be amended from time to time;

(v) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;

(w) "Policies" means the policies of the Corporation as set by the Board from time to time;

(x) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

(i) is a Director of the Corporation;

(ii) is an Officer of the Corporation;

(iii) is a member of a committee of the Corporation; or

(iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

(y) "Registered Player" means an individual who:

(i) is registered as a player on a soccer team organized by the Corporation; and

(ii) has paid the registration fee in accordance with section 3.08;

(z) "Registered Player Member" means an individual who has applied for and been admitted by the Board, in accordance with section 3.01(a);

(aa) "Registered Volunteer" means an individual who has applied and been approved by the Corporation to be a volunteer of the Corporation and who meets the qualifications for being a volunteer, if any, as determined by the Board from time to time;

(bb) "Soccer Year" means the period from October 1st to September 30th of the following year unless otherwise determined by the Board;

(cc) "Special Business" includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual Meeting, other than Annual Business;

(dd) "Special Meeting" means a meeting of Members that is not an Annual Meeting;

(ee) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;

(ff) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members,

as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members;

(gg) "YRSA" means The York Region Soccer Association, a not-for-profit corporation amalgamated under the Ontario *Corporations Act* and governed by the Act, its successors and assigns; and

(hh) "YRSA Constitution" means the constitution of YRSA in force and as may be amended from time to time.

2 AFFILIATION

2.01 Affiliations

(a) The Corporation is member of Ontario Soccer, as defined in the Ontario Soccer Constitution, and is subject to the Ontario Soccer Constitution and the by-laws, rules, regulations, policies and procedures (collectively the "**OS Governing Documents**") in effect and as may be amended from time to time.

(b) The Corporation is a member of YRSA, as defined in the YRSA Constitution, and is subject to the YRSA Constitution and the by-laws, rules, regulations, policies and procedures (collectively the "**YSRA Governing Documents**") in effect and as may be amended from time to time.

(c) The Corporation, is a member of Canadian Soccer Association, and is subject to the Canadian Soccer Association Constitution and the by-laws, rules, regulations, policies and procedures (collectively the "**CSA Governing Documents**") in effect and as may be amended from time to time.

2.02 Rules of Authority

(a) To the extent that anything contained in this By-Law conflicts with a provision of the OS Governing Documents, the YSRA Governing Documents, or the CSA Governing Documents, the OS Governing Documents, the YSRA Governing Documents, or the CSA Governing Documents shall prevail in that order.

3 MEMBERSHIP

3.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of the following individuals:

(a) Registered Player Members, comprised of those Registered Players age 18 years or older who have made an application to and are admitted as Registered Player Members by the Board and who have also paid the applicable registration fee;

(b) Authorized Guardians, who have paid the applicable registration fee; and

(c) Registered Volunteers.

3.02 Term of Membership

The term of membership for each Member shall be aligned with the Soccer Year.

3.03 Good Standing

A Member shall be in good standing provided that the Member:

(a) has not ceased to be a Member of the Corporation;

(b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

(c) has complied with the By-Law, policies, and rules of the Corporation; and

(d) is not in arrears in respect of any amount payable to the Corporation.

3.04 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation, provided that they or at least one (1) of their children were a registered participant in the programs of the Corporation in the fiscal year in which the meeting is held. For clarity, each Authorized Guardian designated in accordance with section 3.05 shall only be provided with one (1) vote on all matters brought before the Members at meetings of the Members regardless of the number of Registered Players under the age of 18 of whom they are the Authorized Guardian.

3.05 Designation of Authorized Guardian/Rights of Authorized Guardian

Every parent or guardian of the same Registered Player(s) under the age of 18 years is permitted to attend and speak at all meetings of the Members of the Corporation, provided that they shall designate only one (1) Authorized Guardian between themselves to vote at meetings of the Members in accordance with section 6.07.

3.06 Transfer of Membership

Membership in the Corporation is not transferable.

3.07 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

(a) the death of a Member;

(b) the expiration of a Member's term of membership;

(c) the expulsion of a Member from the Corporation in accordance with section 3.09;

(d) the liquidation or dissolution of the Corporation under the Act; or

(e) the cessation of membership for failure to pay membership dues as provided in section 3.08.

For clarity, where an Authorized Guardian dies, any remaining parent or guardian of a Registered Player Member under the age of 18 may designate a new Authorized Guardian pursuant to section 3.05.

3.08 Registration Fees

(a) Registered Player Members and Authorized Guardians shall be required to pay the applicable registration fees set by the Board from time to time. If the registration fees are not paid in full by the date set out in the notice of fees payable, the membership

rights, as set out in this By-Law, of the Member in default shall be suspended until payment is received.

(b) Notwithstanding termination of membership, a former Registered Player Member or Authorized Guardian remains liable for any assessment levied under the authority of this section 3.08 prior to suspension of their membership rights.

3.09 Discipline of Members

(a) The Board shall have authority to suspend or expel any Member from the Corporation in accordance with the Discipline Policy of the Club for any one (1) or more of the following grounds:

(i) a material violation of any provision of the Articles, By-Laws, Board Regulations, Club Rules and Regulations, or written policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(iii) non-payment of any amount payable to the Corporation.

(b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director, or such other Officer as may be designated by the Executive Committee, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director, or such other Officer as may be designated by the Executive Committee up to five (5) days before the end of the notice period.

(c) In the event that no written submissions are received, the Executive Director, or such other Officer as may be designated by the Executive Committee, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 3.09, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Member shall have the right to appeal the decision of the Board to YRSA or Ontario Soccer in accordance with the rules, regulations and procedures for appeal as determined by YRSA or Ontario Soccer, as applicable.

3.10 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

4 BOARD OF DIRECTORS

4.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at twelve (12). The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time by Ordinary Resolution in accordance with Articles of the Corporation.

4.02 Qualifications

Each Director shall:

(a) be an individual who is at least eighteen (18) years of age;

(b) not have the status of bankrupt;

(c) be a Member in good standing under one of the categories of membership set out in sections 3.01(a) - 3.01(c);

(d) not be an employee of, or receiving remuneration from the Corporation;

(e) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(f) not be a person who has been declared incapable by any court in Canada or elsewhere;

(g) consent in writing to hold office as a Director before or within 10 days after his or her election or appointment, provided that where a Director consents in writing more than 10 days after election or appointment, it shall not invalidate his or her office as a Director from the date he or she was so elected or appointed;

(h) not be a person who has been convicted of a criminal offence under the laws of Canada or a province that relates to children, sexual offences, homicide, assault or bodily harm, financial mismanagement, including fraud, or a similar offence that would be a criminal offence if it were committed in Canada; and

(i) not miss three (3) consecutive Meetings of the Board without good reason, as determined by the Board.

If a person ceases to be qualified as provided in this section 4.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 4.04.

4.03 Removal of Directors

(a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.

(b) Subject to section 9.08, where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.04.

(c) A Director is entitled to give the Corporation a statement opposing his or her removal if a Special Meeting is called for that purpose.

4.04 Vacancies

(a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting of Members to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

(b) The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

4.05 Resignation of Directors

A Director may resign as a Director of the Corporation by submitting a formal written resignation to the Secretary.

4.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

5 ELECTION OF THE BOARD

5.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

After the enaction of this By-Law, all Incumbent Directors shall continue to serve in office for the remainder of their current terms, provided that, the term of office of the Incumbent Secretary shall be extended for an additional one (1) year to expire at Annual Meeting of Members to be held in 2026.

Subsequently, the office of any Director whose term of office has expired shall then be filled by election for the term set out in section 5.02.

5.02 Term of Office

The term of office of each Director shall be two (2) years, to expire at the second (2nd) Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected. Directors may, from time to time, be elected to different term lengths, not to exceed four (4) years, in order to maintain a desired Board rotation.

5.03 Re-Election

A Director shall be eligible to serve for an unlimited number of consecutive terms.

5.04 Elections

(a) At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected by secret ballot.

(b) A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority vote, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

5.05 Nominations

Subject to section 4.01, candidates for the office of Director shall comprise the candidates for office determined as follows:

(a) Any person wishing to run for office must submit a written declaration to the club office staff at least twenty-one (21) days prior to the date of the Annual Meeting.

(b) Candidates wishing to run for an Executive Officer position may only run for a total of one (1) position. In the event that an existing Executive Officer wishes to run for another Executive Officer position, such Director must submit their resignation to the Secretary at least sixty (60) days prior to the date of the Annual Meeting, with effect as of the date of the Annual Meeting.

(c) Candidates will be selected by the Board. All candidates will be posted on the Corporation's website fourteen (14) days prior to the Annual Meeting.

(d) All candidates must be a Member in good standing of the Corporation. In selecting candidates, the Board shall endeavour to achieve at least fifteen percent (15%) female representation on the Board.

(e) In the event the Board only nominates one (1) candidate for a particular Executive Officer position, no vote is required and the nominated candidate shall be declared elected by acclamation.

There shall be no nominations from the floor of the meeting at which Directors are elected.

5.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

6 MEETING OF DIRECTORS

6.01 Calling Meetings

Meetings of the Board may be called by the President, the Executive Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

6.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

6.03 Regular Meetings

The Board shall appoint at least four (4) days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

6.04 Notice of Meetings

Subject to the provisions of sections 6.02, 6.03, and 18.06, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

(a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or

(b) by prepaid mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

6.05 Meetings by Telephonic or Electronic Means

(a) If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each

other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

6.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

6.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-Law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

6.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

6.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

7 MEETINGS OF THE MEMBERS

7.01 Annual Meeting

(a) An Annual Meeting shall be held within Ontario, unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.

(b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

7.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

7.03 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing

notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

7.04 Notice of Meetings

Subject to section 18.06, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

(a) prepaid mail, courier or personal delivery;

(b) telephone, fax, e-mail or other electronic means;

(c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members; or

(d) in a publication of the Corporation sent to all Members entitled to vote.

7.05 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

(a) those entitled to vote at the meeting, including Members and proxy holders;

(b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation; and

(c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

7.06 Quorum

(a) A quorum for the transaction of business at meetings of the Members shall be at least fifteen (15) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.

(b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.

Provided, however that where:

(i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and

(ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitutes a quorum.

(c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place.

7.07 Chair

The Board may appoint an independent individual to chair a meeting of the Members. If the Board does not appoint an independent chair, the President or the Executive Vice-President shall act as chair. In the absence of the President and the Executive Vice-President, the Board shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

7.08 Voting by Members

(a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Subject to section 3.04, each Member shall have one (1) vote on each question raised at any meeting of the Members. All questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.

(b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.09 Proxies

(a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person, who must be a Member in good standing of the Corporation, to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing.

(b) A proxy holder may only hold one (1) proxy.

(c) A proxy shall be executed by:

(i) the Member entitled to vote; or

(ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.

(d) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.

(e) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.

(f) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

7.10 Ballot

A Member can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment.

If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

7.11 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

7.12 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

(a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and

(b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

8 BOARD REGULATIONS AND POLICIES

8.01 Board Regulations and Policies

The Board may make Board Regulations and policies with regard to any matter not inconsistent with the Act and the By-Laws.

9 OFFICERS

9.01 Officers

(a) The Corporation may have the following Officers:

(i) General Manager; and

(ii) President, Executive Vice-President, Secretary and Treasurer, each of whom shall be a Director and who shall comprise the Executive Officers of the Corporation.

(b) The Members shall elect those Directors who shall serve as Executive Officers at the Annual Meeting of the Members as follows:

(i) a President, provided such individual has served as an Executive Officer for at least two (2) years; and

(ii) an Executive Vice-President, a Secretary, and a Treasurer, provided such individual has served as a Director of the Corporation for at least two (2) years.

(c) There may be such other Officers appointed by the Board in accordance with section 9.06.

9.02 Term of Office of Officers

Subject to section 9.01, the term of office of each Officer who is not an employee of the Corporation shall be two (2) years, to expire at the second (2nd) Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

9.03 Roles and Responsibilities of Officers President

Officers shall have the roles and responsibilities as described in the Polices of the Corporation.

9.04 General Manager

The General Manager, if any, shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board and/or the President, supervise and control the operations of the Corporation. The General Manager shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the General Manager are discussed.

9.05 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

9.06 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

9.07 Holding More Than One Office

Except for an Executive Officer elected by the Members as set out in section 9.01(b), a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

9.08 Removal from Office

Any Executive Officer may be removed by resolution of the Members at a meeting of which notice of intention to present such resolution has been given to all Members in accordance with the Act. Where an Executive Officer is removed, the Members shall be required to fill the vacancy.

9.09 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the General Manager, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the General Manager.

10 COMMITTEES

10.01 Standing Committees

There may be Standing Committees constituted for such purposes as the Board may determine by resolution or as otherwise set out in the Policies of the Corporation.

10.02 Combined and Inactive Committees

The Board may combine the work of two (2) or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

10.03 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

(a) the delivery of its report;

(b) the completion of its assigned task; or

(c) a resolution to that effect of the Board or Executive Committee.

In the case of termination pursuant to subsection 10.03(b), the Board or the Executive Committee may continue such Ad Hoc Committee.

10.04 Rules Governing Committees

Subject to the By-Laws of the Corporation and any policies, all Committees other than the Executive Committee are subject to the requirements listed below:

(a) the chair shall be appointed by the Board or Executive Committee from among the Directors of the Corporation;

(b) the members shall be appointed by the Board or Executive Committee;

(c) employees and staff of the Corporation are not eligible to be members of a committee;

(d) except for the Audit Committee, at least one (1) Director shall be appointed to serve on each Committee;

(e) in addition to the members of a Committee appointed pursuant to subsection (a), the Board or Executive Committee may appoint to any Committee, persons who are not Members of the Corporation who are qualified to hold office provided that if the Corporation has an Audit Committee it shall be comprised exclusively of individuals who are Directors of the Corporation;

(f) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;

(g) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board or Executive Committee;

(h) a quorum shall be at least a majority of the members of a committee;

(i) each Committee may invite individuals who are not Members of the Corporation to Committee meetings;

(j) each Committee shall be responsible to, and report after each meeting to, the Board or Executive Committee; and

(k) subject to any rules established by the Board or Executive Committee, each Committee may establish its own rules of procedure and may appoint subcommittees.

10.05 Limits on Authority of Committees

No committee has authority to:

(a) submit to the Members any question or matter requiring approval of the Members;

(b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;

(c) appoint additional Directors;

(d) issue debt obligations except as authorized by the Board;

(e) approve any financial statements;

(f) adopt, amend or repeal any By-Law; or

(g) establish contributions to be made, or dues to be paid, by Members.

11 EXECUTIVE COMMITTEE

11.01 Composition

The Executive Committee shall be composed of the President, Executive Vice-President, Secretary and Treasurer. The President shall be *ex officio* the Chair of the Executive Committee. Each member of the Executive Committee shall serve only for as long as such member shall be an Executive Officer. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

11.02 Powers

Subject to the By-Laws and any policies of the Corporation, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee deems to be in the best interests of the Corporation.

11.03 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that written notice of the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 6.04 of the By-Law. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

11.04 Procedures

The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure, subject to sections 11.01, 11.02 and 11.08 and other policies. The Executive Committee shall keep minutes of its meetings recording all action taken by it, and a summary of the meeting shall be submitted to the Board as determined by the Board.

11.05 Quorum

The quorum of any meeting of the Executive Committee shall be determined in accordance with section 11.04. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

11.06 Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.

11.07 Meetings by Electronic Conference

(a) Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.

(b) The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

11.08 Other Directors Present

Any Director who is not a member of the Executive Committee shall be entitled to speak, but not to vote, at any meeting of the Executive Committee at which the Director is present. However, only a member of the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such Director shall not be included for the purpose of calculating a quorum.

12 CONFLICT OF INTEREST

12.01 Conflict of Interest

In accordance with the Act and any Board Regulations or other policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

13 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.01 Insurance

(a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

(i) property and public liability insurance;

(ii) Directors' and Officers' insurance; and

(iii) may include such other insurance as the Board sees fit.

(b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.

(c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

(d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

(a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

(b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

(c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

(d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

(e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and

(f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

13.03 Indemnification of Directors, Officers and Others

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:

(i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

(ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

(b) Such indemnity will only be effective:

(i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

(ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 13 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 13.

13.04 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

14 EXECUTION OF DOCUMENTS

14.01 Execution of Documents

Documents requiring execution by the Corporation must be signed by both the President and the Treasurer. However, in the absence of either the President or the Treasurer, the Executive Vice-President may act as the second signatory. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

15 BORROWING BY THE CORPORATION

15.01 General Borrowing Authority

The Directors may, without authorization of the Members:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

16 FINANCIAL YEAR

16.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of September in each year or on such other date as the Board may determine.

17 AUDITOR[1]

17.01 Annual Appointment

Subject to the Act and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members, subject to the Act, do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

17.02 Removal of Auditor

(a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 17.03.

(b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

17.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

17.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

18 NOTICE

18.01 When Notice Deemed Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

(a) if given by e-mail, notice is deemed given when sent;

(b) if given by telephone, notice is deemed given at the time of the telephone call;

(c) if given by electronic means, other than in accordance with 18.01(a) or 18.01(b), notice is deemed given when transmitted;

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[1] In order to be appointed, the person must be permitted to conduct an audit or review engagement under the Public Accounting Act, 2004 and be independent of the corporation and its affiliates. Section 75(7) – (9) requires that any new Auditor must request a statement from the previous Auditor or the new appointment is invalid. Corporations should request that the auditor provide them with confirmation that this request has been made.

(d) if given in writing by prepaid mail, notice is deemed given on the fifth day after it was sent;

(e) if given in writing by courier or personal delivery, notice is deemed given when delivered;

(f) if posted on a notice board pursuant to section 7.04(c), notice is deemed given on the date of posting; and

(g) if published pursuant to section 7.04(d), notice is deemed given on the date of publication.

18.02 Address for Notice

A notice or other document required or permitted by the Act, the Government Regulations, the Articles or the By-Laws to be given to a Member or Director may be given to:

(a) a Member at the Member's latest address as shown in the records of the Corporation; or

(b) a Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current.

18.03 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

18.04 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days 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.

18.05 Omissions and Errors

(a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated, unless otherwise challenged, by:

(i) an error in notice that does not affect its substance;

(ii) the accidental omission to give notice; or

(iii) the accidental non-receipt of notice by any Director, Member or Auditor.

(b) Any Director, Member or Auditor may at any time waive notice of, and thereby ratify and approve, any proceeding taken at any meeting.

18.06 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

19 BY-LAWS AND EFFECTIVE DATE

19.01 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

19.02 Amendments requiring Special Resolution

If the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 19.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

(a) section 3.01 (Composition of Members);

(b) section 3.02 (Members' Rights);

(c) section 6.05 (Meetings by Telephonic or Electronic Means);

(d) section 7.04 (Notice of Members);

(e) section 7.09 (Proxies); and

(f) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

19.03 By-Laws and Effective Date

(a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 19.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

(b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

20 REPEAL OF PRIOR BY-LAWS

20.01 Repeal

Subject to the provisions of section 20.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation dealing with any matter addressed herein are repealed.

20.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.