

**MUSKOKA SWIMMING CLUB INC.**  
**AMENDED AND RESTATED BY-LAW**

ALL PREVIOUS BY-LAWS of the Corporation (as defined below), as amended from time to time, are hereby repealed and replaced in their entirety with the following:

A by-law relating generally to the organization and the transaction of the affairs of MUSKOKA SWIMMING CLUB INC. (the “**Corporation**”).

**Section One – Interpretation**

1.01 Definitions

In this by-law and all other by-laws of the Corporation unless the context otherwise requires:

- a) “Act” means the *Not-for-profit Corporations Act* (Ontario), and the regulations made under the Act and any statute amending or enacted in substitution therefore, from time to time;
- b) “Annual Meeting” means the Annual Meeting of Members;
- c) “Articles” means the letters patent, supplementary letters patent, articles of incorporation, articles of amendment, of the Corporation, as amended from time to time;
- d) “Board” means the Board of Directors of the Corporation;
- e) “By-law” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- f) “Executive Committee” means the Officers appointed in accordance with Section Seven of this by-law;
- g) “in good standing” means that such Member has paid all Membership dues and fees then payable and is not in violation of any of the By-laws or the Corporation’s policies or codes of conduct;
- h) “Member” means such person who has been admitted as a Member of the Corporation meets the qualifications set out in Section Four of this by-law;
- i) “Muskoka” means the District of Muskoka;
- j) “SNC” means Swimming/Natation Canada; and
- k) “S.O.” means Swim Ontario.

1.02 Interpretation

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

- a) Words importing the singular number include the plural and vice versa: words importing the masculine gender include the feminine and neutral genders, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;

- b) save as aforesaid, words and expressions defined in the Act have the same meanings when used in this by-law; and
- c) the headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### 1.03 By-Laws not to Conflict

In the event of a dispute leading to a conflict between the provisions of this by-law and the by-laws and policies of SNC or S.O. then in force, the latter shall prevail, provided the same are not in contravention of the applicable governing laws of Ontario whether statutory or otherwise.

## **Section Two - Transaction of the affairs of the Corporation**

### 2.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the Town of Bracebridge or at such other place in Muskoka as the Board may from time to time determine.

### 2.02 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

### 2.03 Financial Year

Until otherwise resolved by the Board, the financial year of the Corporation shall end on the 31st day of August of each year.

### 2.04 Execution of Instruments

- a) All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.
- b) Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, Secretary or Treasurer and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

### 2.05 Banking Arrangements

The banking arrangements of the Corporation shall be transacted with such chartered banks as

may from time to time be designated by or under the authority of the Board. Such Banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

### **Section Three - Classes of Membership**

#### **3.01 General**

Membership in the Corporation shall consist of such individuals as are admitted as Members by the Board from time to time in accordance with the qualifications set out in this Section and who shall agree to abide by and comply with the By-laws and policies of the Corporation.

#### **3.02 Classes of Members**

There shall be six (6) classes of Membership in the Corporation and such persons shall be called "Members". The following are the classes of Membership that the Corporation is entitled to issue:

- a) Class I – Swimmers
- b) Class II - Board of Directors
- c) Class III - Parents/Guardians
- d) Class IV - Affiliate Members
- e) Class V - Lifetime Honorary Members
- f) Class VI - Masters

#### **4.03 Class I Members – Swimmers**

- a) Qualification – Class I Members shall be registered swimmers in good standing with the Corporation.
- b) Maximum number – Unlimited.
- c) Voting – Shall not be entitled to vote at any meeting of Members, but Class I Members in good standing may attend Members meetings and by invitation, meetings of the Board and of Committees of the Corporation.

#### **3.04 Class II Members – Board of Directors**

- a) Qualification – Class II Members are those persons elected to the Board.
- b) Maximum of ten (10) Members.
- c) Voting – Each Class II Member shall be entitled to one (1) vote at all meetings of Members of the Corporation, provided that such Member is in good standing with the Corporation.

#### **3.05 Class III Members – Parent/Guardian**

- a) Qualification – Class III Members shall be the parents or legal guardian of a Class I Member swimmer in good standing, and at least eighteen (18) years of age. For greater certainty, one (1)

Class III Membership shall be issued to the parents or legal guardian of each Class I Member. If one or more persons is entitled to the Class III Membership, the persons shall designate one person from among themselves as the representative to hold such Membership and to vote in accordance with subsection (c) below.

b) Maximum number – Unlimited.

c) Voting – Each Class III Member who is over the age of 18 years, shall be entitled to one (1) vote at all meetings of Members of the Corporation, provided that such Member is in good standing with the Corporation. Each Class III Member in good standing may attend, by invitation, meetings of the Board and of committees of the Corporation.

### 3.06 Class IV Members – Affiliate

a) Qualification – Class IV Members shall be those individuals, businesses, institutions, or clubs or entities who have provided administrative, financial or other support and assistance to the Corporation. Each Class IV Membership shall designate one person as the representative to hold such Membership and exercise any rights granted upon such Member.

b) Maximum number – Unlimited.

c) Voting – Shall not be entitled to vote at any meeting of Members but Class IV Members in good standing may attend Members meetings and by invitation, meetings of the Board and of Committees of the Corporation.

### 3.07 Class V Members – Lifetime Honorary

a) Qualification – Class V Members are those individuals who have contributed to the sport of swimming in Muskoka, have made a distinguished contribution to the affairs of the Corporation, and have been expressly named by a duly passed resolution of the Board.

b) Maximum number – Unlimited.

c) Voting – Shall not be entitled to vote at any meeting of Members but Class V Members in good standing may attend Members meetings and, by invitation, meetings of the Board and of Committees of the Corporation.

#### 3.07.1 Class VI Members – Masters

a) Qualification – Class VI Members shall be registered swimmers with Masters S.O.

b) Maximum number – Unlimited.

c) Voting – Each Class VI Member shall be entitled to one (1) vote at all meetings of Members of the Corporation, provided that such Member is in good standing with the Corporation. Class VI Members in good standing may Member, by invitation, meetings of the Board and of Committees of the Corporation.

### 3.08 One Person – One Class of Membership

Although it is possible for a Member to be qualified for more than one class of Membership in

the Corporation, no person may hold Membership in more than one class of Membership. It is, therefore, mandatory that each Member declares prior to the start of any meeting and advises the Chair of the Membership class the Member wishes to represent. Once the meeting starts, the Member must remain in the class of Membership and may not change to another category or class of Membership.

### 3.09 Membership not Transferable

The interest of a Member in the Corporation is not transferable.

### 3.10 Termination of Membership

(i) Membership in the Corporation shall automatically terminate:

- a) If the Member resigns by delivering to the Secretary of the Corporation a written resignation, such resignation shall take effect at the time of delivery;
- b) if the Member no longer meets the qualification of a Member set out in this Section;
- c) if the member is terminated in accordance with Subsection (ii) below; ; or
- d) upon the death of the Member.

(ii) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles, By-laws or policies of the Corporation. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section Four - Meetings of Members**

### 4.01 Annual Meeting

The Annual Meeting shall be held at such time and on such day prior to June 30th in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Members, appointing auditors, electing the Board and for the transaction of such other matters as may properly be brought before the meeting.

### 4.02 Fall General Meeting

A fall meeting of the Members shall be held at such time and on such day after September 15th and prior to November 30th in each year as the Board may from time to time determine, at a time, place and date to be determined by the Board for the purpose of:

- a) Approving the year-end financial statements; and
- b) The transaction of any other business properly brought before the meeting.

#### 4.03 General and Special Membership Meetings

(a) The Board may call a special meeting of the Members at any time for the transaction of any business. Notice of a meeting of the Members at which special business is to be transacted must state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

(b) The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise..

(c) No list of Members shall be provided to any person until the person requesting the list complies with the provisions of the Act.

#### 4.04 Place of Meetings

Meetings of Members shall be held in the Town of Bracebridge or elsewhere as the Board may designate.

#### 4.05 Notice of Meetings

Notice of the time and place of each meeting of Members shall be given in writing not less than fourteen (14) days before the day on which the meeting is to be held. shall be given in the manner specified in Section Ten (below) to each Member, each Director Auditor. .

#### 4.06 Chairman and Secretary

The President or, if absent, the Vice-President, shall chair any meeting of Members. If no such Officer be present, the Officers or Directors present shall choose one (1) of their number to be Chair. If the Secretary is absent, the Chair shall appoint some person to act as Secretary of the meeting.

#### 4.07 Right to Vote

At any meeting of Members, the respective voting rights of Members are those set out in Section Three (above).

#### 4.08 Proxies

Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person who need not be a Member as his or her nominee, to attend and act at the meeting in the manner to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his or her attorney authorized in writing and ceases to be valid one year from its date. A proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. Every notice of a meeting of

Members shall contain a reminder that the Member shall have the right to use of a proxy at such meeting. No person shall be entitled to carry more than five proxy (5) votes for other Members.

#### 4.09 Votes to Govern

At any meeting of Members, every question shall, unless otherwise required by the Act, the Article or the By-laws, be determined by the majority of votes cast on the question.

#### 4.10 Quorum

Fifteen (15) Class II, III and Class VI (not to exceed 25% of those present) present at a meeting of Members shall constitute a quorum at such meeting and no business shall be transacted unless the requisite quorum is present at the commencement of such meeting.

#### 4.11 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. 4.11

#### Adjournment

The Chair at a meeting of Members may, with the majority consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

#### 4.12 Procedural Rules

To the extent applicable, and provided same are not inconsistent with the By-laws, the rules contained in "Call to Order – meeting rules and procedures for Non-Profit Organizations" by Herb Perry shall govern meetings of Members.

#### 4.13 Participation by Telephonic or Electronic Means

A Member may participate in a meeting of the Corporation by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

### **Section Five – Directors**

#### 5.01 Number of Board of Directors and Quorum

The Board shall manage the affairs of the Corporation. Until changed in accordance with the Act, the number of Directors shall be not more than ten (10). A quorum for the transaction of business at meetings of the Board shall be a majority of the Directors.

#### 5.02 Composition and Qualification of the Board

- a) Each Director shall:
  - i. be a member of the Corporation;
  - ii. be at least eighteen (18) years of age;
  - iii. not be an undischarged bankrupt; and
  - iv. not be a mentally incompetent person.
- b) There shall be at least two Directors elected to the Board who are Class II, Class III or Class VI. There will not be more than one Director who holds only a Class VI Membership.

#### 5.03 Vacation of Office

The office of a Director shall automatically be vacated should,:

- a) the Director resign by delivering to the Secretary of the Corporation a written resignation, which resignation shall take effect at the time of delivery or the time specified in the notice, whichever is later;
- b) at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office;
- c) the Director be found to be incapable by a court or incapable of managing property under Ontario law; or;
- d) the Director ceases to be a Member; or
- e) the Director dies or becomes bankrupt.

#### 5.04 Powers & Duties

The Board shall be responsible for the following:

- a) Assume the responsibility for organizing competitive swimming generally, and the Corporation in particular, according to regulations & policies of SNC, S.O. and Huronia Region;
- b) Control the affairs and conduct the business of the Corporation and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures;

- c) Engage, monitor and evaluate those persons whom it deems necessary to carry out the Corporation's business, determine their remuneration, if applicable, and their conditions of service, with power to terminate any such service;
- d) Receive and act upon all matter of discipline including, but not limited to, all disagreements, grievances, protests, suspensions and unbecoming conduct of its Members wherever dictated by the By-laws, or policies of the Corporation, S.O., SNC and Huronia Region;
- e) Establish such standing committees and ad hoc committees as deemed necessary from time to time, and to appoint the Chair of such committees, and to alter the composition of committees appointed by it and to terminate appointments of committee Members or to dissolve such committees;
- f) Receive reports from and give direction to the committees of the Corporation;
- g) Uphold the By-laws of the Corporation and establish, amend or alter policies, as they evolve, to enable the Corporation to comply with the mission and the objectives described in the By-laws, Articles and the Act;
- h) Arrange for and approve all teams marketing and sponsorships and ensure that all revenues are made payable to the Corporation;
- i) Arrange all pool times and approve all practice times, meets and other competitions for all the Corporation swimmers;
- j) Review, at least once annually, the By-laws and the policies of the Corporation, and recommend any changes;
- k) Determine registration procedures, fee, dues, assessments, charges and other registration requirements on an on-going basis and administer and control monies, funds, donations and investments of the Corporation; and
- l) Ensure that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute are regularly and properly kept.

#### 5.05 Election & Term & Nomination

Subject to the provisions of Sections 5.06 and 5.02, Directors shall be elected in the manner set out in this Section, each of whom shall be elected and retire in rotation. At each Annual Meeting, each Director shall be elected to hold office until the second Annual Meeting after such date. The maximum consecutive number of full terms of office that may be served by a Director from the date this By-law is enacted shall be three (3). A one-year absence from the Board shall be required before eligibility for re-election as a Director.

Any candidate who is nominated by the Members must be nominated in writing on a nomination form prescribed by the Board and such completed nomination form shall be submitted to the Board no later than four (4) weeks prior to the date of the Annual Meeting. The candidate shall have consented in writing to the nomination and confirm in writing that he or she meets the qualifications of a Director in accordance with these By-Laws. No nominations shall be accepted

by the Board if not received within the timeframe and in the form specified above.

#### 5.06 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the remaining Directors. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board. If the number of Directors is increased between the terms, subject to the Act, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### 5.07 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a specific place and hour named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the Annual Meeting for the purpose of organization, the election and appointment of Officers and the transaction of any other business. Such meeting shall be called by the Secretary or such other Officer upon the direction of any three (3) members of the Board.

#### 5.08 Special Meetings

A special meeting of the Board may be held from time to time at the call of the President or at least one-third (1/3) of the Directors who sign a request for same and deliver it to the Secretary and specify clearly the purpose for which the meeting is being called. The only business that may be transacted at a special meeting is that referred to in the notice. Notice shall be delivered to each Director by the Secretary in the manner specified in Section Ten below at least seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or and none objects to the holding of the meeting, if those absent have signified their consent to the meeting being held without notice in and in their absence.

#### 5.09 Place of Meeting

Meetings of the Board shall be held in the Town of Bracebridge or elsewhere in Muskoka as the President determines. If all the Directors of the Corporation present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this by-law to be present at the meeting.

#### 5.10 Chair of Meetings

The President or, if absent Vice-President, shall be Chair of any meeting of Directors.

#### 5.11 Votes to Govern

At all Board Meetings, every question shall be decided by a simple majority of the votes cast on

the question and in case of a tie of votes, the Chair of the meeting shall be entitled to a second or deciding vote. All motions shall be recorded in the minutes indicating the Director presenting the motion, a seconder, and whether the motion was carried.

#### 5.12 Procedure at Meetings

The order of business at any meeting of the Board shall be at the discretion of the Chair of the meeting to the extent applicable and provided same are not inconsistent with the By-laws. The rules contained in “Call to Order – Meeting Rules and Procedures for Non-Profit Organizations” by Herb Perry shall govern Board meetings.

#### 5.13 No Proxies

No Director may appoint a proxy to represent him for any reason whatsoever.

#### 5.14 Conflict of Interest

(a) It shall be the duty of every Director and Officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the . Upon disclosure of a conflict of interest, except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

(b) There shall be at no time two or more Directors on the Board who are related to each other either by blood or by marriage, or in a personal relationship or partnership.

#### 5.15 Remuneration

Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. Directors may be paid reasonable out-of-pocket expenses properly incurred by them in carrying out business on behalf of the Corporation as approved by the Board.

### **Section Six – Officers and Executive Committee**

#### 6.01 Composition & Election

The following Officers shall be appointed as the Executive Committee of the Corporation from among the Directors of the Corporation:

- a) President;
- b) Vice President;
- c) Treasurer; and
- d) Secretary.

#### 6.02 Term and Vacancy

Officers shall hold office until the next Annual Meeting. The term of office for each Officer shall, unless otherwise provided, be for one (1) year from his or her appointment or until a successor is otherwise appointed, unless otherwise terminated by the Board. In default of appointment by the Board, the then incumbents shall hold office until their successors are appointed. Any vacancy occurring in respect of an office may be filled at any time by the Board.

#### 6.03 Vacation of Office

The office of an Officer shall automatically be vacated should:

- a) the Officer resign by delivering to the Secretary of the Corporation a written resignation, which resignation shall take effect at the time of such delivery or the time specified in the notice, whichever is later;
- b) the Officer ceases to be a Director of the Corporation;
- c) the Officers is removed from office at a meeting of the Board at which at least three-quarters (3/4) of the votes cast on the question that such Officer be removed; or
- d) the Officer dies.

#### 6.04 Remuneration

The Officers shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Officers may be paid their traveling and other out-of-pocket expenses properly incurred by them in carrying out their duties. No confirmation by the Members of any such payment shall be required.

#### 6.05 President

The President shall preside at all meetings of Members of the Corporation and of the Board. In addition, the President shall:

- a) be the chief spokesperson for the Corporation;
- b) supervise the general management of the Corporation in accordance with the By-laws and policies;
- c) ensure that all orders and resolutions of the Board are carried into effect; and
- d) perform such other duties as may be assigned by the Board or as may be incidental to the office or as provided for in the By-laws.

#### 6.06 Vice-President

During the absence or disability of the President, the Vice-President shall be vested with all powers of, and shall perform all the duties of, the President. The Vice-President shall have such other powers and duties, if any, as may from time to time be assigned by the Board.

#### 6.07 Secretary

The Secretary shall attend all meetings of the Board and meetings of Members and act as secretary thereof and record all votes and minutes of all proceedings of such meetings in the

books to be kept by him for that purpose. The Secretary shall give or cause to be given notice of all meetings of Members and meetings of the Board and shall keep, or cause to be kept, all books and records required to be kept by the Corporation under governing laws. The Secretary shall perform such other duties as may from time to time be assigned by the Board.

Upon retirement or removal from office, the Secretary shall immediately return to the Corporation all books, papers, vouchers, money and other records or property in their possession or under their control, belonging to the Corporation.

#### 6.08 Treasurer

The treasurer shall attend all meetings of the Board and meetings of Members and shall apprise the Corporation on a regular basis of its financial standing.

The treasurer shall exercise direct and supervisory powers in respect of:

- a) Maintaining the custody of the Corporation funds and securities;
- b) Keeping full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- c) Depositing all money and other valuable securities or effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board from time to time;
- d) Disbursing the funds of the Corporation upon the direction of the Board and its duly constituted committees and taking proper vouchers for such disbursements;
- e) Rendering to the president and the Board at their regular meetings or whenever the president and the Board or may require it an account of the finances of the Corporation; and
- f) Exhibiting to the President and the Board upon request, books and accounts kept under the supervision of the Treasurer.

The Treasurer shall also perform such other duties prescribed by the By-laws or as may from time to time be determined by the Board, or as are usually performed by the Treasurer of similar entities. The Treasurer may be required to give such bond for the faithful performance of duties as the Board may require. Upon retirement or removal from office, the Treasurer shall immediately return to the Corporation all books, papers, vouchers, money and other records or property in their possession or under their control, belonging to the Corporation.

#### 6.09 Variation of Duties

From time to time the Board may vary, add to, or limit the powers and duties of any Officer. 6.10 Agents and Attorneys

Subject to the provisions of the Act and Section 8.03 below, the Board shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to appoint) as may be thought fit.

#### 6.11 Fidelity Bonds

The Executive Committee may require such Officers, employees and agents of the Corporation

as the Executive Committee deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Executive Committee may from time to time prescribe.

#### 6.12 Meetings

Meetings of the Executive Committee shall be held monthly, or as required at the call of the President. Notice shall be delivered, mailed, e-mailed or telephoned to each Executive Officer by the Secretary at least seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Officers are present and none objects to the holding of the meeting, or if those absent have signified their consent to the meeting being held without notice in and in their absence. A quorum of the Executive Committee shall include all four (4) Officers. The Executive Committee may appoint a day or days in any month or months for regular meetings at a specific place and hour.

### **Section Seven - Protection of Directors and Officers**

#### 7.01 Limitation of Liability

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or committee member or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless:

- (a) the same shall happen through their own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation;
- (b) they have failed to comply with the Act, the Articles and By-laws; and
- (c) they have failed to exercise their powers and discharge their duties in accordance with the Act.

#### 7.02 Indemnity

Every Director and Officer of the Corporation and their heirs, executors, administrations, estate and effects respectively, and every former director or officer, shall from time to time and at all times be indemnified and saved harmless out of funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any actions, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in

or about the execution of the duties of office; and

b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation.

The Corporation shall not indemnify an individual mentioned above unless,

(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

### 7.03 Insurance

Subject to governing law, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in this Section as the Board may from time to time determine.

## **Section Eight - Committees**

### 8.01 Rules of Procedure

Any committee appointed by the Board shall conduct its affairs in accordance with the provisions of the By-laws and such policies or as the Board may from time to time make. Notwithstanding for aforesaid:

a) Any meeting of a committee shall be called by its Chair.

b) A special meeting of a committee may be called by the President at any time. The only business which may be transacted at a special meeting is that referred to in the notice calling same.

c) No meeting of a committee may be held without written notice being given thereof, save that same is not necessary if all Members of the Committee are present or if those absent waive notice or otherwise signify their consent to such meeting being held.

d) The greater of two (2) persons and a majority of the number of Members of any committee shall constitute a quorum.

e) At all meetings of any Committee, every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

f) Unless specifically excluded by the terms of appointment of the Committee, the President shall be ex-officio Member of each Committee.

g) The order of business at any committee meeting shall be at the discretion of its chair.

h) Proxies shall not be permitted at any Committee meeting.

## 8.02 Termination of Committee

The existence of any Committee shall be terminated automatically upon a resolution to that effect of the Board.

## 8.03 Limits on Delegation

In accordance with the Act, the Directors shall not delegate the following powers to any committee:

- (a) to submit to the members any question or matter requiring the approval of the members;
- (b) to fill a vacancy among the directors or in the position of Auditor;
- (c) to appoint additional directors;
- (d) to issue debt obligations except as authorized by the directors;
- (e) to approve any financial statements;
- (f) to adopt, amend or repeal by-laws;
- (g) to establish contributions to be made, or dues to be paid, by members.

## **Section Nine - Auditors**

### 9.01 Appointment and Remuneration

The Members shall at each Annual Meeting appoint an auditor (who shall not be a Director, Officer or employee of the Corporation) to audit the accounts of the Corporation, for report to the Members at the Annual Meeting. The auditor shall hold office until the next Annual Meeting, unless otherwise changed by the Members at a special meeting duly called for that purpose, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration the auditor shall be fixed by the Board.

## **Section Ten - Notices**

### 10.01 Method of Giving Notice

Other than notice of meetings, any notice (which term includes any communications or document) to be given, sent, delivered observed pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if delivered to the last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail addressed to the last address as recorded in the books of the Corporation or if sent to said address by any means of transmitted, electronic or recorded communication. The Secretary may change the address on the Corporation books of any Member, Director, Officer or Auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid, a notice so mailed shall be deemed to have been given three (3) days after deposited in a post office or public letterbox, and a notice sent by any means of transmitted, electronic or recorded communication shall be

deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

#### 10.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice, the day the notice is delivered shall not be included.

#### 10.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### 10.04 Waiver of Notice

Any Member, duly-appointed proxy, Director, Officer or auditor may waive any notice required to be given to him under any provisions of the Act or the Articles or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

### **Section Eleven - Repeal and Amendment of By-laws**

#### 11.01 Repeal and amendment

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

PASSED AND ENACTED by the directors of the Corporation on the 26 day of June, 2024.

Craig Brown *Craig Brown*  
President

Magdalena Stanley *Magda Stanley*  
Secretary

CONFIRMED by the Members of the Corporation on the 26 day of June, 2024.

Magdalena Stanley

*Magda Stanley*

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Secretary