



**PROVINCIAL SPORT
ORGANIZATIONS COUNCIL**

Ontario

BY-LAW 1

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BY – LAW 1

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

THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL

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BY-LAW 1

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

THE PROVINCIAL SPORT ORGANIZATIONS COUNCIL

Article 1 General

- 1.1 **Purpose** – These by-laws relate to the general conduct of the affairs of the Provincial Sport Organizations Council, a Corporation incorporated under the Corporations Act, R.S.O. 1990, c.38, and referred to as the “Corporation” in these By-laws.
- 1.2 **Head Office** – The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine. Additional offices may be located elsewhere in the Province of Ontario as determined by the Directors.
- 1.3 **No Remuneration of Directors** – The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties in accordance with the Corporation’s policies relating to expenses.
- 1.4 **Dissolution** – Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to an organization that carries on its objectives solely in Ontario. The organization shall be approved by two-thirds (2/3) of the Members at a general meeting.
- 1.5 **Ruling on By-law** – Except as provided in the Act, the Board shall have the authority to interpret any provision of this By-law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 **Conduct of Meetings** – Unless otherwise specified in the Act or this By-law, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

Article 2 Membership

Membership Categories and Qualifications

- 2.1 **Membership Categories and Qualifications** – The Corporation shall have seven (7) categories of membership:
- a) Active Member;
 - b) Club Member;
 - c) Affiliate Member;

- d) Friend of Sport Member;
- e) Corporate Member;
- f) Student Member; and
- g) Honourary Member.

- 2.2 **Active Member** – Any provincial not-for-profit entity recognized as the Ontario sport governing body or Ontario multi sport organization by its national governing body and the Ontario Ministry responsible for sport which meets the following criteria and is approved by the Board of Directors:
- a) Governed by a constitution and/or by-laws;
 - b) Has a current and functioning Board of Directors;
 - c) Be made up of Members; and
 - d) Financially accountable to its membership.
- 2.3 **Club Member**-Any not-for-profit local, regional, divisional or community organization or club, team or league which is an approved Member of its Ontario sport governing body or Ontario multi-sport organization, as defined in Article 2.2, and is approved by the Board of Directors of the Corporation.
- 2.4 **Affiliate Member** – Any not-for profit local, regional, divisional, provincial or national councils, associations, organizations, advisory groups, consultative or educational organizations or other entities approved by the Board of Directors which support the objects of the Corporation. An Affiliate Member is an entity not recognized as an Ontario sport governing body or Ontario multi-sport organization, as defined in Article 2.2.
- 2.5 **Friend of Sport Member** – Individuals approved by the Board of Directors who support the objects of the Corporation and are over eighteen years of age.
- 2.6 **Corporate Member** – Any corporations, organizations, associations or other entities approved by the Board of Directors who support the objects of the Corporation and whose main objective is commercial gain.
- 2.7 **Honourary Member** – Those individuals or entities approved by the Board of Directors who or which have made an outstanding contribution to sport, recreation and/or physical activity in Ontario, Canada.
- 2.8 **Student Member** – Those individuals approved by the Board of Directors who support the objects of the Corporation, are not in full time employment and are enrolled in a degree or certificate seeking program at an accredited or recognized post-secondary institution.

Admission of Members

- 2.9 **Duration** – Membership is accorded on an annual basis and all Members shall renew their membership each year.

- 2.10 **Admission** – No person or entity shall be admitted as a Member of any category of membership except Honourary Member, unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board;
 - c) If, at the time of applying for membership the candidate member is currently a Member, the candidate organization is a Member in good standing;
 - d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
 - e) The candidate member has paid dues, as prescribed by the Board and as approved by the Membership.
- 2.11 **Admission of Honourary Members** – No person or entity shall become an Honourary Member unless:
- a) Nominated by a member of the Corporation and passed by resolution of the Board of Directors. Honourary Membership shall be for a fixed term as determined by the Board of Directors;
 - b) Written invitation to become an Honourary Member, with reference to the term of Honourary Membership, has been delivered by the Corporation to the nominated individual or designated contact of the entity.
 - c) Written acceptance of the invitation referred to in section 2.9(b) herein is received from the individual or entity.
- 2.12 **Failure to be Admitted** – Where a candidate member is not admitted to membership, written reasons shall be provided.

Membership Dues

- 2.13 **Year** – Unless otherwise determined by the Board, the Membership year of the Corporation is the calendar year.
- 2.14 **Dues** – Membership dues for all categories of Members will be as recommended by the Board and as ratified by the Members.
- 2.15 **Deadline** – Membership renewal dues must be paid by January 31 of the current calendar year.

Termination of Membership

- 2.16 **Resignation** – A Member may resign from the Corporation by giving written notice to the Board of Directors. A Member may not resign when subject to a disciplinary investigation or action of the Corporation. Membership fees will not be refunded in whole or in part, nor carried forward and other payments or sums levied will remain payable.
- 2.17 **Arrears** – A Member may be suspended from the Corporation for failing to pay Membership dues by the prescribed deadline date. Should Membership dues remain

unpaid for an additional thirty (30) days from the prescribed deadline date, as per Article 2.13, the Member shall be expelled from the Corporation by written, facsimile or electronic notification as per the policy of the Corporation..

- 2.18 **Discipline** – In addition to suspension or expulsion for failure to pay Membership dues, a Member may have other Membership restrictions or sanctions imposed upon him or her, in accordance with the Corporation’s policies and procedures relating to conduct and discipline of Members or if they cease to be a Member in good standing as described in article 2.20.
- 2.19 **Dissolution of Member** – Any member who is not an individual will cease to be a Member upon its dissolution or winding up of affairs.

Good Standing

- 2.20 **Definition** – A Member of the Corporation will be in good standing provided that the Member:
- a) owes no outstanding Membership dues or other debts to the Corporation;
 - b) has not ceased to be a Member;
 - c) has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
 - d) has completed and remitted all Membership documents required by the Corporation;
 - e) has complied with the By-law, policies and rules of the Corporation;
 - f) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation; and
 - g) its constitution and/or By-laws are not in conflict with the By-law of the Corporation.
- 2.21 **Cease to be in Good Standing** — Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

Article 3 Governance

Powers of the Board

- 3.1 **Powers of the Corporation** – Except as otherwise provided in the Act, the Letters Patent and this By-law, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 3.2 **Managing the Affairs of the Corporation** –The Board will make policies and procedures for managing the affairs of the Corporation in accordance with the Act, the Letters Patent and these Bylaws.

- 3.3 **Discipline** – The Board will make policies and procedures relating to the discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 3.4 **Dispute Resolution** – The Board will make policies and procedures relating to the management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 3.5 **Employment of Individuals** – The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation.
- 3.6 **Advisory Council** – The Board may create by resolution an Advisory Council which will include representatives of the Corporation’s stakeholders and from which the Board may from time to time seek advice.

Composition of the Board of Directors

- 3.7 **Directors** – The Board of Directors of the Corporation shall consist of nine (9) Directors, comprised of:
 - a) The Immediate Past Chair,
 - b) Six (6) Directors, and
 - c) Two (2) Directors-at-Large

Election of Directors

- 3.8 **Eligibility for Directors** – Any individual who is 18 years of age or older, who is a resident of the Province of Ontario, who has the power under law to contract, who is a Member and a Director in good standing or the senior staff of an Active Member in good standing of the Corporation, may be nominated for election as a Director.
- 3.9 **Exception** – The Board of Directors may from time to time accept the nomination of an Active Member designate, as ratified by the respective Active Member’s Board of Directors, for election as a Director of the Corporation.
- 3.10 **Eligibility for Directors-at-Large** – Any individual who is 18 years of age or older, who is a resident of the Province of Ontario, who has the power under law to contract, who *is not* a Member or a Director in good standing or the senior staff of an Active Member in good standing of the Corporation, may be nominated for election as a Director-at-Large. A Director-at-Large shall have all the rights, privileges and obligations of a Director, and as used heretofore and henceforth in this document, the term Director shall be understood to mean Director and Director-at-Large.
- 3.11 **Nomination of a Director** – A nomination for election as a Director will occur in accordance with the following:
 - a) Applications for nominations will be sent to each Member no later than thirty (30) days prior to the annual general meeting.

- b) Applications for nominations are to be signed by the nominee and returned to the Nominating Committee no later than fifteen (15) days prior to the annual general meeting.
- 3.12 **Circulation of Nominations** – Valid nominations will be circulated to Members no later than ten (10) days prior to the Annual General Meeting.
- 3.13 **Nominations from the Floor** – A nomination will be accepted by the Nominating Committee from the floor at an Annual General or Special General Meeting prior to the election of Directors in accordance with the following:
 - a) The nomination is made by a Member in good standing;
 - b) The nomination is approved by the nominee; and
 - c) The nomination is seconded by another Member in good standing.
- 3.14 **Election** – The election of Directors will take place at the Annual General Meeting by those Members present and eligible to vote. The vote will be done by secret ballot.
- 3.15 **Decision** – If the number of nominees is equal to the number of vacancies, the nominees will be acclaimed.
- 3.16 **Staggered Terms** – Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with this bylaw, unless they resign, are removed from or vacate their office. The terms of elected Directors will be staggered by electing half of the Directors at each Annual General Meeting.
- 3.17 **Vacancy** – Where the position of a Director becomes vacant for whatever reason, the Board may appoint an individual by majority vote to fill the vacancy until such time as a Director is elected or appointed in accordance with this By-law.
- 3.18 **Immediate Past Chair** – If the Immediate Past Chair is unwilling or unable to serve, the Board may operate without the position for that term or may appoint a previous Past Chair to serve in that position.

Resignation and Removal of Directors

- 3.19 **Resignation** – A Director may resign from the Board at any time by presenting a notice of resignation to the Board. Where a Director who is subject of a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.20 **Vacate Office** – The office of any Director will be vacated automatically:
 - a) If the Director is found by a court to be of unsound mind;
 - b) If the Director becomes bankrupt;
 - c) If the Director becomes an employee or contractor of the Corporation;
 - d) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or

e) Upon the Director's death.

3.21 **Removal** – A Director may be removed by Special Resolution of at least two-thirds of the Members present in an Annual or Special General Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Meetings of the Board

3.22 **Number of Meetings** – The Board shall hold at least four (4) meetings per year.

3.23 **Call of Meeting** – The meetings of the Board will be at the call of the Chair or by the Secretary on direction in writing from any two (2) Directors.

3.24 **Absence** – In the absence of the Chair, the duties of the Chair may be performed by the Vice-Chair or such other Directors as the Board may from time to time appoint.

3.25 **Notice** – Written notice, served other than by mail, of Board Meetings shall be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail shall be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

3.26 **Quorum** – At any meeting of the Board of Directors, quorum will consist of a majority of the elected members of the Board of Directors.

3.27 **Meetings by Other Forms of Technology** – A meeting of the Board may be held by any form of communication technology as determined by the Chair and accepted by a majority of Directors. Any Director who is unable to attend a meeting may participate in the meeting by any form of communication technology. Directors who participate in a meeting by any form of communication technology are considered to have attended the meeting. The Board may by resolution pass a policy requiring identification authentication when using forms of communication technology.

3.28 **Written Resolution** – A resolution in writing, signed by all Directors is as valid and effective as if passed at a meeting of Directors.

3.29 **Voting** – Unless specified otherwise, each Director, except the Chair, is entitled to one vote, and questions shall be decided by majority vote, where the Chair does not carry a vote. Voting shall be by a show of hands or verbally unless any Director present requests a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution. The Chair shall cast a vote only in the event of a tie. In the event that the meeting is chaired by someone other than the Chair, said Chair shall not be entitled to a vote, except in the case of a tie.

3.30 **Proxy Voting** – Proxy voting will not be permitted at a meeting of the Board of Directors.

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

3.32 **Minutes** – The Secretary or designate as approved by the Board will keep minutes of all Board meetings and distribute such minutes to all Directors within 15 days of the meeting.

Officers

3.33 **Officers** – The Officers of the Corporation must be Directors, except for the Immediate Past Chair, and are the Chair, the Vice-Chair, the Treasurer, the Secretary and such other officers as the Board of Directors may by resolution determine.

3.34 **Eligibility** – Any individual who is 18 years of age or older and who has the power under law to contract may be appointed as an officer of the Corporation.

3.35 **Appointment of Officers** – The Board of Directors shall appoint all officers of the Corporation.

3.36 **Appoint Other Officers** – The Board may from time to time appoint Officers other than those identified in Article 3.33 who need not be Directors or Members of the Corporation.

3.37 **Terms** – The terms of the Officers will be for one year and they shall be appointed at the first meeting of the Board of Directors after the Annual General Meeting (“AGM”) to hold office until the first AGM after their election or until their successors shall have been appointed.

3.38 **Duties** – The duties of the Officers are as follows:

- a) The **Chair** shall be a volunteer and shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual and Special General Meetings of the Corporation and at meetings of the Board, shall be an ex officio member of all committees, except for the Nominating Committee established by the Board, shall sign all instruments which require the Chair’s signature, shall perform all duties incidental to office, shall represent the Corporation to other bodies and at events deemed important to the Corporation and shall perform such other duties as may from time to time be established by the Board.
- b) The **Vice-Chair** will support and assist the Chair in all duties and exercise the powers of the Chair in the absence or disability of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) The **Secretary** will distribute all notices required to be given to Members, Boards and Committees, will attend all meetings of the Board of Directors, Executive Committee and meetings of the Members for the purpose of recording minutes of each meeting and issuance to the appropriate parties, will keep proper books, papers, records, documents and other instruments as required and lodge them at the Head Office of the Corporation and will perform such other duties as may from time to time be established by the Board.

- d) The **Treasurer** will keep proper accounting records as required by the Act; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account, as directed by the Board shall supervise the management and the disbursement of funds of the corporation, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation and shall perform such other duties as may from time to time be established by the Board;
 - e) The **Immediate Past Chair** will be responsible to chair the Nominating Committee and will perform such other duties as may from time to time be established by the Board.
- 3.39 **Vacancy** – Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a Director to fill the vacancy for the remainder of the Officer's term, except in the case of the Chair which will be filled by the Vice Chair or another Director as approved by the Board.
- 3.40 **Removal** – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

- 3.41 **Executive Committee** – The Executive Committee shall be comprised of the Officers of the Corporation. The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and shall perform such other duties as are prescribed by this By-law or may be prescribed from time to time by the Board.
- 3.42 **Quorum** – At any meeting of the Executive Committee, quorum shall consist of a majority of the Executive Committee.
- 3.43 **Voting Rights** – Each member of the Executive Committee is entitled to one vote during a meeting of the Executive Committee.

Nominating Committee

- 3.44 **Nominating Committee** – The Nominating Committee shall consist of three (3) persons: (i) the Immediate Past Chair who shall normally assume the Chair or a person designated by the Board of Directors to be the Chair and (ii) two (2) Committee members who represent Members or (iii) Board members who are retiring at the next Annual General Meeting or (iv) a combination of members from (ii) and (iii) above.
- 3.45 **Duties** – The Nominating Committee shall be responsible to solicit nominations for the election of the Board of Directors, shall be responsible to circulate valid nominations to all voting members, and ensure there is a balance on the Board of Directors, to the greatest extent possible, between volunteer and staff Directors.

Other Committees

- 3.46 **Other Committees** – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act, the Letters Patent or this By-law.
- 3.47 **Minutes** – Each Committee shall keep minutes of meetings as prescribed in the respective terms of reference.
- 3.48 **Terms of Reference** – The Board will approve the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 3.49 **Chairs** – The Board of Directors will approve the appointment or nomination of a Chair for each Committee.
- 3.50 **Quorum** – At any meeting of any Committee, quorum shall consist of a majority of the Committee.
- 3.51 **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint an individual to fill the vacancy for the remainder of the term, provided this individual satisfies any qualifications for the membership of the Committee as specified in the Corporation’s policies and procedures.
- 3.52 **Removal** – The Board may remove any member it has appointed to any Committee.
- 3.53 **Ex-Officio** – The Chair or her/his designate will be an ex-officio non-voting member of all Committees.

Remuneration

- 3.54 **Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board.

Conflict of Interest

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

Article 4 Meetings of Members

- 4.1 **Types of Meetings** – Meetings of Members will include Annual General Meetings and Special General Meetings.
- 4.2 **Notice** – Written notice of meetings will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 4.3 **Annual General Meeting** – The Corporation will hold an Annual General Meeting of Members at such time and place as may be determined by the Board and which will be held no later than fifteen (15) months after the end of the previous annual general meeting.
- 4.4 **Special General Meeting** – A Special General Meeting of the Members will be called at any time at the discretion of the Board or upon the written request of one-tenth (1/10) or more of the voting members. The meeting must be held within twenty-one (21) days of receiving such request and will only transact business as stated in the notice thereof.
- 4.5 **Quorum** – The presence of two (2) Members entitled to vote at such meetings shall be a quorum of any meeting of Members for the choice of a Chairperson and the adjournment of the meeting; for all other purposes, the presence of not less than five percent (5%) of the Members entitled to vote at such meetings in person or represented by proxy shall be necessary to constitute a quorum.
- 4.6 **Ordinary Resolution** – Unless specified otherwise, questions at meetings will be decided by majority vote. An abstention from voting will not be counted as a vote. Voting will be by a show of hands unless a Member requests a secret ballot.
- 4.7 **Special Resolution** – Matters required to be determined by Special Resolution will be passed by a majority of not less than two-thirds (2/3) of votes cast by voting members at an Annual General or Special General Meeting for which proper notice has been given.
- 4.8 **Adjournment** – A meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting will be given as if it was a new meeting.
- 4.9 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 4.10 **Voting** – Voting privileges at all Meetings of Members shall be as follows:
- a) All Active Members are entitled to one vote
 - b) All other classes of membership shall have no vote.

- 4.11 **Proxy Voting** – Active members are voting members and may vote at meetings of the Corporation by proxy if:
- a) The Active member notifies the Corporation in writing at least five (5) days prior to any meeting of the Corporation of an appointment of a designate;
 - b) The proxy is received by the Secretary or Board-approved designate prior to the start of the meeting;
 - c) The proxy clearly states the date of the specific meeting, and
 - d) The proxy clearly states to whom the proxy is given.
- 4.12 **Scrutineers** – At the beginning of each meeting, the Board will appoint at least one scrutineer who will be responsible for ensuring that votes are properly cast and counted.
- 4.13 **Determination of Votes** – Votes will be determined by a show of hands unless a recorded ballot is requested by one of the Members voting.
- 4.14 **Written Resolution** – A resolution in writing, signed by all Active Members is as valid and effective as if passed at a meeting of Active Members.

Article 5 Finance and Management

- 5.1 **Fiscal Year** – The fiscal year of the Corporation will be January 1 to December 31, or such other period as the Board may from time to time determine.
- 5.2 **Membership Year** – The membership year of the Corporation will be January 1 to December 31, or such other period as the Board may from time to time determine.
- 5.3 **Auditor** – At each Annual General Meeting the Members will appoint an Auditor.
- 5.4 **Signing Authority** – Any Directors of the Corporations may have signing authority for any financial transactions, contracts and documents conducted in the name of the Corporation. The Board shall appoint a minimum of two and a maximum of four signing officers from among the Directors of the Corporation. All such transactions will require two signatures, one of which will, ideally, be the Treasurer.
- 5.5 **Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 5.6 **Borrowing** – The Corporation may borrow funds and pledge any assets upon such terms and conditions as the Board may determine.
- 5.7 **Financial Institutions** – The banking business of the Corporation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

Article 6 Indemnification

- 6.1 **Will Indemnify** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member.
- 6.2 **Will Not Indemnify** – The Corporation will not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- 6.3 **Insurance** – The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

Article 7 Notice

- 7.1 **Written Notice** – In this By-law, written notice will mean notice that is hand-delivered, faxed, emailed, or provided by mail or courier to the last known address on the books of the Corporation, Director, Committee Member, or Active Member, as the case may be.
- 7.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing on the intended delivery date where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 7.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Directors, Members or Committee Members, the failure of any Director, Member or Committee Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.

Article 8 Amendment of Letters Patent and By-laws

- 8.1 **Special Resolution** – This By-law may only be amended, revised, repealed, or added to by two-thirds (2/3) affirmative vote of the voting Members present in person or by proxy at an Annual or Special General Meeting duly called for the purpose of repealing or amending this By-law.
- 8.2 **Notice of Amendment** – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered. The thirty (30) days notice of the meeting of Members must include details of the proposed resolution to change the By-law.

Article 9 Adoption of By-law

- 9.1 **Repeal of Previous Constitution and Bylaws** – In ratifying this By-law 1, the Corporation repeals all prior Constitution and By-laws provided that such repeal does not impair the validity of any action done pursuant to the repealed Constitution and By-laws

Article 10 Enactment of By-laws

10.1 **Enactment of By-law** – This By-law shall come into force without further formality upon its enactment.

Amendments approved by the Board of Directors and ratified by the Membership at the October 25, 2011 Annual General Meeting.

Title: Chair of the Corporation

Name

Signature

Date

Title: Vice-Chair of the Corporation

Name

Signature

Date