

BY-LAW NO. 1

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

PORT STANLEY MINOR HOCKEY ASSOCIATION

(herein called the "Corporation")

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BE IT ENACTED as a By-law of the Corporation as follows:

1. GENERAL

1.1 Definitions

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

- (a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulation that may be substituted, as amended from time to time;
- (b) "Articles" means the original or restated Articles of Incorporation or Articles of Amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board;
- (d) "By-laws" means this By-law and all other By-laws of the Corporation as amended from time to time, and from time to time in force and effect;
- (e) "Corporation" means this Corporation;
- (f) "Meeting of Members" includes an Annual Meeting of Members or a Special Meeting of Members; "Special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting of Members;
- (g) "Ordinary Resolution" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- (h) "Proposal" means a Proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- (i) "Regulations" means the Regulations made under the Act, as amended, restated or in effect from time to time; and
- (j) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in a form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year End

The financial year of the Corporation shall end on the 30th day of April in each year until changed by a resolution of the Board.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time to designate, direct or authorize.

1.7 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail, or where permitted under applicable laws, by providing access to an electronic copy.

1.8 Head Office

The Head Office of the Corporation shall be in village of Port Stanley, in the Province of Ontario or at such other location in Canada determined by resolution of the Board.

2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the Articles, there shall be one class of members of the Corporation. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

- (a) Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.2 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at a meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of Members.

2.3 Absentee Voting

Pursuant to Section 171(1) (Absentee Voting) of the Act, a member or delegate entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of Members.

3. **MEMBERSHIP, TERMINATION AND DISCIPLINE**

3.1 Membership Fees

Members shall pay all required membership fees required by the Board of Directors to the Corporation in order to maintain membership. Membership must be renewed annually.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) a member fails to maintain any qualifications for membership described in Section 2.1 of these By-laws;
- (c) the member resigns by delivering a handwritten resignation to the Chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the Articles or By-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.3 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or other such Officer as may be designated by the Board, shall provide twenty (20) 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 President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President or such other Officer as may be designated by the Board, 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, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

3.4 Limitation and Liability of Members

No member, in his or her individual capacity, shall be liable for any debt or action of the Corporation.

3.5 Resignation

Any member who resigns from the Corporation shall remain liable for payment of any outstanding membership fees that are owed by the member, prior to the member's resignation.

4. **MEETINGS OF MEMBERS**

4.1 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and other such persons who are entitled or required under any provision of the Act, 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 Chair of the meeting or by resolution of the members.

4.2 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.3 Quorum

A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be ten percent (10%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the members

present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.4 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws of the Act, be determined by a majority of the votes cast on the question.

In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.5 Members' Meetings held Entirely by Electronic Means

If the Directors or members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or members, as the case may be, may determine if the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of telephonic, electronic or other communication facility, that permits all participants to communicate adequately with each other during the meeting.

5. **DIRECTORS**

5.1 Election and Term

Subject to the Articles, the members will elect the Directors at the first Annual Meeting of Members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the first Annual Meeting of Members following the election. A Director shall be eligible for re-election as a Director. At least two (2) Directors shall not be Officers or employees of the Corporation or its Affiliates.

5.2 Qualification

No individual shall be elected as a Director unless that individual is a Voting Member of the Corporation in good standing. A Director:

- (a) shall be eighteen or more years of age;
- (b) shall not have been declared incapable by any Court;
- (c) shall be an individual; and
- (d) shall not have the status of a bankrupt.

5.3 Number of Directors

The Board of Directors shall be comprised of a range of One (1) to Twenty (20) as determined from time to time by the members by Ordinary Resolution or, if so authorized by Ordinary Resolution of the members, by resolution of the Board.

5.4 Vacancies

Subject to the Act, vacancies in the Board may be filled for the remainder of its term of office through appointments, made by the remaining Directors.

5.5 Removal from Office

The members of the Corporation may by ordinary resolution at a Special Meeting of Members remove any Director from office.

5.6 Validity of Acts of Directors

The acts of a Director shall be valid even if a defect in his/her election or qualification is discovered afterwards.

5.7 Remuneration of Directors

The Directors shall serve as such without 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 or reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity for which said Director may be remunerated and/or reimbursed for reasonable expenses.

5.8 Liability of Directors

Every Director when exercising his or her powers and discharging his or her duties must:

- (a) act honestly, in good faith and in the best interests of the Corporation;
- (b) carry out his or her duties as a reasonable person would in the circumstances; and
- (c) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable laws, the Articles and the By-laws of the Corporation.

6. **MEETINGS OF DIRECTORS**

6.1 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time; provided that, for the first organization meeting

following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Quorum

Subject to the Act and the Articles, two thirds of the Directors of the Corporation duly present shall constitute a quorum at all meetings of the Board. Notwithstanding vacancies, the remaining Directors may act if they constitute a Quorum.

6.5 Board Meeting held Entirely by Electronic Means

A Director may, in accordance with the Act and the Regulations, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this By-law to be present at that meeting.

6.6 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.7 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

7. **OFFICERS**

7.1 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President (1 Year): To oversee and manage all operations of Port Stanley Minor Hockey. Point of contact for issue/problem escalation and resolution. To chair all meetings of the executive and the Annual General Meeting. Ensure appropriate directors are engaged for questions/issues and follow up for resolutions. Call for an executive vote on all matters put forth and declare results of such votes. Main contact for external bodies for items outside Directors accountabilities (e.g. Boundary adjustments, ice rate negotiations, impacts affecting all of PSMHA). Sit on the Complaints/Discipline committee, and draft the formal response to applicable parties.
- (b) Immediate Past President (1 Year): To assist the President in the leadership of PSMHA. Point of contact for all Directors seeking guidance. A non-voting position.
- (c) Vice-President/Director of Representative (OMHA/Shamrock) Hockey: (2 Year Odd): To assist the President in the leadership of PSMHA. Will act for the President if the President is unable to fulfill their duties. Create and chair a Complaints/Discipline committee, to address complaints and/or incidents that require a formal response from PSMHA. Main contact between PSMHA and OMHA. Communicate with Rep Coaches on regular basis. Attend monthly Shamrock/OMHA meetings and report to executive at next PSMHA meeting. Address any Rep issues arising along with the President and report to the Executive. Coordinate with rep team coaches to establish rosters (Sept/Oct). Finalize all rosters complete with A/P lists and submit to OMHA (Jan). Ensure all Rep coaches/trainers/managers etc have appropriate certification/training. Attend Playoff/Playdown meetings as required and ensure contracts are completed by specified deadlines. Main contact for OMHA/teams for game suspensions handed down during the season.

- (d) Vice President – Director of Local League Hockey (LMLL): (2 Year Even)
To assist the President in the leadership of PSMHA. Will act for the President if the President is unable to fulfill their duties. Create and chair a Complaints/Discipline committee, to address complaints and/or incidents that require a formal response from PSMHA. Oversee all Local League teams. Main contact between PSMHA and LMLL. Communicate with Local League Coaches on regular basis. Attend monthly Lambton/Middlesex Local League (LMLL) meetings and report to executive at next PSMHA meeting. Address any Local League issues arising along with the President report to the Executive. Coordinate with Local league team coaches to establish rosters (Sept/Oct). Finalize rosters complete with A/P lists and submit to OMHA Rep (Jan). Ensure all Local League coaches/trainers/managers etc have appropriate certification/training. Attend Playoff meetings as required and ensure contracts are completed by specified deadlines. Main contact for Local League teams for game suspensions handed down during the season •
- (e) Secretary (1 Year): Prepare and distribute agenda to all executive members. Arrange and communicate meeting locations and dates and track attendance for Executive and parent representatives. Record, distribute and maintain all meeting minutes and track action items. Maintain records of Port Stanley Minor Hockey. Maintain all incoming/outgoing correspondence. Prepare and distribute Newsletters.
- (f) Treasurer (1 Year): Prepare budget for Port Stanley Minor Hockey yearly operations. Conduct all banking transaction on behalf of Port Stanley Minor Hockey. Ensure gate receipts and other receipts are collected on a timely basis. Ensure accounts receivable and accounts payable are collected and paid in a timely fashion. Reconcile bank account monthly and maintain financial books of Port Stanley Minor Hockey. Report financial status of Port Stanley Minor Hockey to executive at each monthly meeting.
- (g) Director – Coaching (2 Year Odd): Establish a coach selection committee. Collect coaching applications and organize interviews with applicants if necessary. Work closely with OMHA and Local League Directors to plan programs and provide coach guidance and support. Verify all coaches/trainers/assistant coaches/trainers/and team managers hold necessary certifications. Organize skill development and rep evaluations with coaches (equipment, support for communication with players). Plan and chair preseason coaches meeting. Maintain communication with coaches and teams all season to address coaching issues. Establish and build a Coach mentorship Program. Coordinate resources available for coach training, team development, overall program development. (i.e. OMHA Regional Director to schedule OMHA clinics). Work closely with Director – Program Development to coordinate skills development

program for all players of PSMHA. Conduct a post season survey to evaluate team bench staff (Head Coach, Assistants, Managers, Trainers) to assist with the selection of coaches the following year. Report to executive at monthly meetings.

- (h) Director - Program Development (2 Year Even): Work closely with Director – Coaching to select and/or plan a skills development program for all players of PSMHA. Maintain communication with coaches and teams all season to address skills gaps. Encourage coach participation to develop coaching skills in all coaches. Coordinate resources available for coach training, team development, overall program development. (i.e. OMHA Regional Director) Conduct a post season survey to evaluate skills session and provider(s) to assist with program development for the following year. Report to executive at monthly meetings.
- (i) Director – Sponsorship (2 Year Even): Co-ordinate all Sponsorship efforts on behalf of Port Stanley Minor Hockey. Contact past supporters/sponsors of Port Stanley Minor Hockey, to solicit continued support. Seek out new supporters/sponsors for donations/sponsorship. Coordinate sponsorship exposure. Track payments by sponsors and follow up with delinquent payments. Arrange ordering and sewing of sponsor bars when necessary. Ensure that sponsor bars for each sponsor are sewn onto the proper jerseys. Work closely with Director-Fundraising to ensure initiatives complement each other. Report sponsorship results to executive at monthly meetings.
- (j) Director – Fundraising (1 Year): Plan and co-ordinate fundraising events for PSMHA. Coordinate volunteer committees where necessary for fundraising events. Work closely with Director-Sponsorship to ensure initiatives complement each other and liason with the Hockey Moms. Report fundraising results to executive at monthly meetings.
- (k) Director – Equipment (1 Year): Stock and maintain equipment room in an organized manner. Purchase supplies as needed and approved by the Board of Directors. Ensure all teams are provided with necessary equipment and supplies for season. Assemble and maintain trainer's kits for all teams for the season. Inventory and maintain jerseys for all teams. Ensure all equipment on loan to teams is returned to equipment locker at the end of the season. Report to executive at monthly meetings.
- (l) Director – Tournaments and Special Events (2 Year Odd): Organize and operate PSMHA hosted Tournaments as directed by executive. (with assistance from all executive and/or a committee chaired by the Director - Tournaments). Arrange tournament posting on OMHA website. Collect entry fees from teams entering tournament. Plan, coordinate and facilitate All Star Games as necessary. Arrange awards/programs/ice time

(through ice convener)/referees (through Director of Game Day Operations)/sponsorship (through or with Directors of Sponsorship and Fundraising) for tournaments/All Star Games. Organize and operate PSMHA hosted Special Events (Season Kick-off (1st Sat of the season), Hockey Day in Canada (2ns Sat in Feb) and the Annual Banquet (3rd Sat in April) as directed by executive. (with assistance from all executive and/or a committee chaired by the Director – Special Events). Arrange Special Event posting on PSMHA website and elsewhere as agreed by the Board. Create a budget, request funds from PSMHA to cover board approved expenses, and purchase items and submit receipts for reimbursement by PSMHA. Plan and coordinate volunteers. Arrange awards/programs/ice time (through ice convener)/referees (through Director of Officials)/sponsorship/etc. for the event. Assist other Directors in planning, facilitating and ensuring overall effectiveness of PSMHA programs. Report to executive at monthly meetings. •

- (m) Director of Initiation Hockey (1 Year): Work closely with the Initiation instructors and coaches to ensure they are given the support they require to be successful. Assist with administration of the program Initiation Program. Work closely with the Directors of Shamrock and Local League Hockey to ensure a smooth transition for program graduates (players and coaches). Attend Shamrock/Local League meetings to help gain experience with these organizations. Work closely with Director of Program Development to ensure the program meets the needs of developing young players. Report to executive at monthly meeting. Vote on all items brought forth for discussion and called for vote.
- (n) Directors At Large (2) (1 Year): These are development position. The purpose of these positions is to learn so that the person can move into another position in future years. Assist all other directors with their duties.
- (o) Appointed Positions (non-voting):
 - (i) Registrar: In consultation with the board, set dates for registration. Coordinate online registration system availability. Receive payments for registration and reconcile with registration database. Monitor and follow up on unpaid registrations. Facilitate payment options for eligible families. Monitor and track registration in each division to ensure appropriate team make up. Compile data into team's/divisions. Ensure coaches have division lists broken down from Rep to Local League teams. Ensure photocopies of new player's birth certificates are gathered and forwarded to the OMHA. Ensure electronic rosters including A/P lists are completed by prescribed deadlines. Report to executive at monthly meetings

- (ii) Manager of Game-Day Operations: Arrange referees, timekeepers, and gatekeepers for home games (gate keepers may be parent volunteers). Collect gate receipts for each game and submit to Treasurer. Pay referee mileage charges before each game. Train stoppage play music volunteers. Purchase and stock game sheets. Submit home game sheet copies to OMHA/Shamrock/Local League as required. Report to executive at monthly meetings
- (iii) Webmaster: Determine appropriate lay-out and content for the website. Update the website with current information that may be of interest to the members (Board minutes, key events, key dates, interesting articles...). Assist any team volunteers who wish to operate their own team page. Monitor individual team pages to ensure they are appropriate and factual. Report to executive at monthly meetings
- (iv) Ice Convener: Meet with representatives from Central Elgin to discuss ice allocation. (April-July) Submit Rep team home game ice times to Shamrock League (July). Prepare ice schedule for upcoming season (July). Allocate home game ice times to Local League Director (Sept). Prepare weekly ice schedules, email coaches, Executive and arena staff (Sept-Mar). Supply Shamrock scheduler with ice times for rescheduling home games. Supply Local League Director with ice times for rescheduling home games. Communicate with Arena Manager regarding blackouts or openings for ice (Sept-Mar) Keep track of all teams ice times to ensure they are as even as possible (Sept-Mar). Prepare and communicate home ice times for all OMHA Playdowns, Shamrock and Local League playoffs (Jan-Mar). Report to executive at monthly meetings.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer or create any additional office with any powers and duties deemed appropriate by the Board. At the discretion of the Board, the offices of Secretary and Treasurer may be combined or assigned to other Officers of the Corporation.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;

- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

7.3 Validity of Actions

The acts of an Officer are valid even if a defect in his or her appointment or election is discovered afterwards.

8. INDEMNIFICATION

8.1 Indemnification of Directors and Others

Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and
- (b) all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation, except those caused by or resulting from wilful or intentional dishonesty, deceit or fraud.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

8.2 Directors and Officers Insurance

The Corporation may from time to time purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

9. CONFLICT OF INTEREST

9.1 Conflict of Interest

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests. In this By-law, associates include the parents, siblings, children, spouse and common-law partners of the Director, as well as any organization, agency, company or individual (such as a business partner or employer) with a formal relationship to a Director.

A conflict of interest shall be declared or raised as follows:

- (a) Every Director who, either directly or through one of the Director's associates, has or may potentially have a conflict of interest concerning a proposed or current contract, transaction or decision of the Corporation, shall disclose the nature and extent of the interest at the Board meeting at which the contract, transaction or decision is first raised.
- (b) If the Director, either directly or through one of the Director's associates, becomes interested in a contract, transaction or decision after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Directors' realization of a conflict.
- (c) In the case of an existing contract, transaction or decision, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- (d) After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract, transaction or decision is discussed. The interested Director shall not attempt, in any other way, to influence the voting on a contract, transaction or decision. The interested Director shall not be counted in any required quorum with respect to this vote.
- (e) If the Director fails to make a declaration of interest in a contract, transaction or decision as required by this By-law, the Board may remove the Director by a two-thirds (2/3) vote of the Board.
- (f) The failure of any Director to comply with this section does not, in and of itself, invalidate any contract, transaction or decision undertaken by the Board.
- (g) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. This can either be the Board meeting at which the contract, transaction or decision is first raised, or the next Board meeting following the Director's realization that another

Director may be in a conflict of interest position. If the Board finds a Director in conflict, the Director shall abide by the requirements of this section.

- (h) Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

9.2 Member Approval

A Director is not accountable to the Corporation, or to any of its members, for any profit gained by the Director from a contract, provided that:

- (a) the contract is confirmed by a majority of the votes at a Meeting of Members called for that purpose; and
- (b) the Director's interest in the contract is declared in the notice calling the Meeting of Members.

10. **NOTICES**

10.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of Change of Directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary mail or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched

or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed to be reliable by the Secretary. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or party-written, stamped, type-written or printed.

10.2 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

10.3 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has been provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11. **DISPUTE RESOLUTION**

11.1 Mediation and Arbitration

Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2 of this By-law.

11.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles, By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as, an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

12. EFFECTIVE DATE

12.1 Effective Date

These By-Laws are effective as of September 17, 2019.

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