

# BOWLS CANADA BOULINGRIN

## BY-LAWS

### ARTICLE I: GENERAL

1.1 Purpose – These by-laws relate to the general conduct of the affairs of Bowls Canada Boulingrin, an Association under the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, as amended and operating as Bowls Canada Boulingrin.

1.2 Definitions - The following terms have these meanings in these by-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) *Association* – Bowls Canada Boulingrin;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Association for a report to the Members at the next Annual General Meeting;
- e) *Board* – the Board of Directors of the Association;
- f) *Days* – will mean days irrespective of weekends and holidays;
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these by-laws;
- h) *Executive Director* – an individual responsible for the administration of the Association and any such other responsibilities as decided by the Board;
- i) *Individual Club Member* – any individual who pays a registration fee and is registered as a member of a club, which club is registered with a Provincial/Territorial Member;
- j) *Member(s)* – A Provincial/Territorial lawn bowling association meeting the applicable definitions of membership defined in Sections 2.2 – 2.4 and who have been admitted to membership in accordance with Section 2.6 and/or 2.7;
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these by-laws;
- l) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that Resolution;
- m) *Proposal* – a proposal submitted by a member of the Association that meets the requirements of Section 163 of the Act;
- n) *Public Accountant* – an individual who is a member in good standing of an instituted or association of accountants incorporated by or under an Act of the legislature of a province and is independent of the Association.
- o) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- p) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution.
- q) *Voting Member* – A Provincial/Territorial Lawn Bowling Association Member represented by a Delegate, appointed in accordance with these Bylaws, to vote on behalf of the Provincial/Territorial Lawn Bowling Association Member in accordance with the number of votes designated in accordance with these Bylaws.

1.3 Head Office – The head office of the Association will be located in the province of Ontario at such address as the Board may, by resolution, determine.

1.4 Corporate Seal - The Association will have a corporate seal which will be adopted and may be changed by resolution of the Directors. The Corporate seal will be in the possession of the Head Office under the authority of the Executive Director.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

## **ARTICLE II: MEMBERSHIP**

### **Membership Classes**

- 2.1 Categories – The Association has one (1) category of members in the Association:
- a) Provincial/Territorial Lawn Bowling Association Members.

### **Conditions for Membership**

2.2 Provincial/Territorial Lawn Bowling Association Members – shall be available only to Provincial/Territorial lawn bowling associations who meet the following qualifications:

- a) Recognized by the applicable Provincial/Territorial government;
- b) Who has applied for membership within the Association;
- c) Who ensures that Provincial/Territorial member clubs register all individuals within its clubs with the Provincial/Territorial Member;
- d) Is accepted as a member with the Association; and
- e) Has agreed to abide by the Association’s bylaws, policies, procedures rules and regulations.

### **Transfer of Membership**

2.3 Transfer – Any interest arising out of membership in the Association is not transferable.

### **Admission of Members**

2.4 Admission of Members - No Provincial/Territorial Association will be admitted as a New Member of the Association unless:

- a) The candidate Provincial/Territorial Association has made an application for membership in a manner prescribed by the Association which, at a minimum, includes;
  - i. Name and head office address of the Provincial/Territorial Association
  - ii. A copy of the Provincial/Territorial Association’s Constitution and Bylaws
  - iii. The number, name and addresses of clubs registered with the Provincial/Territorial Association

- iv. The total number of individual/active members in the Provincial/Territorial Association
- v. The name and address of the Secretary of the Provincial/Territorial Association
- vi. The application is received by the Association by the date prescribed by the Association.
- b) 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
- c) The candidate member has paid dues as prescribed by the Board.
- d) The candidate member has met the applicable requirements defined in section 2.2;
- e) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board.

2.5 Renewing Members – No Member will be renewed as a Member of the Association unless:

- a) If, at the time of applying for membership renewal, the Member is a Member in good standing; and
- b) The candidate member has paid dues as prescribed by the Board.

2.6 Change of Terms/Conditions of Membership – Pursuant to subsection 197(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:

- a) Change a condition required for being a member;
- b) Add, change or remove a provision respecting the transfer of a membership;
- c) Change in the manner of giving notice to members entitled to vote at a meeting of members; or
- d) Change the method of voting by members not in attendance at a meeting of members.

### **Duration**

2.7 Duration – Membership is accorded on an annual basis, subject to renewal in accordance with these Bylaws.

### **Membership Dues**

2.8 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.9 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid by the date determined by the Board of Directors, the members in default will automatically cease to be members of the Association.

### **Withdrawal and Termination of Membership**

2.10 Withdrawal and Termination - Membership in the Association is terminated when:

- a) The Member, in the case of a member that is a corporation, the corporation is dissolved;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.02 of these Bylaws;
- c) The Member resigns from the Association by giving written notice to the Board, in which case the resignation becomes effective the date on the date specified in the resignation. The member will be responsible for all fees payable until the actual withdrawal becomes effective.
- d) The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed;
- e) The Member's term of membership expires; or

f) The Association is liquidated or dissolved under the Act.

2.11 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action.

2.12 Discipline – A Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of Members.

2.13 Rights of Members – Subject to the Articles, upon termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

### **Good Standing**

2.17 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues or debts to the Association, if any.

2.18 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **ARTICLE III MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold five percent (5%) of the votes of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Association’s preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any member entitled to attend a meeting of members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each member entitled to vote at the meeting, and the Board, by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Association's website not less than thirty (30) days prior to the date of the meeting.

3.7 Change in Notice Requirements Pursuant to section 171(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

3.8 Persons Entitled to Attend – All classes of Membership, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association are entitled 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 voting members.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.10 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Period of Remembrance
- c) Establishment of Quorum
- d) Appointment of Scrutineers
- e) Approval of the Agenda
- f) Declaration of any Conflicts of Interest
- g) Adoption of Minutes of the previous Annual Meeting
- h) Board, Committee and Staff Reports
- i) Approval of Auditors Report and Financial Statements
- j) Appointment of Auditors
- k) Business as specified in the meeting notice
- l) Election of new Directors, Officers and Committee Members at large
- m) Adjournment

3.11 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fourteen (14) days prior to the meeting date or upon the sole discretion of the President or designate.

3.12 Quorum –Six (6) of the voting Members will constitute a quorum.

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

### **Voting at Meetings of Members**

3.14 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Provincial/Territorial Members will appoint the Provincial/Territorial Member's President, or Delegate in accordance with Section 3.15, who may attend and participate in meetings and are entitled to the number of votes as follows:
  - i. 1 – 1000 Registered Individual Club Members - One (1) vote.
  - ii. 1001 – 5000 Registered Individual Club Members – Two (2) votes.
  - iii. 5001 – 7500 Registered Individual Club Members – Three (3) votes.
  - iv. 7501 and more Registered Individual Club Members – Four (4) votes.

3.15 Delegates – In the absence of the Provincial/Territorial President at a meeting of Members, the Provincial/Territorial Member's Board of Directors will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of members, a Delegate to represent and vote on behalf of the Provincial/Territorial Member. Delegates must be eighteen years of age and older and affiliated with the Provincial/Territorial Member.

3.16 Notice - The Executive Director must receive written notice (inclusive of electronic notice) of the appointment of any delegate of any Member Association from the president or secretary of the Member Association at least seven (7) days prior to the date fixed for the next General Meeting when that same delegate is to be recognized by the Association as a delegate of a particular Member Association. A Member Association may name an alternate delegate, at least three (3) days prior to the date fixed for the next General Meeting, for a delegate who is unable to attend a General Meeting provided that the president or secretary of the Member Association informs the Executive Director or the chair of the meeting in writing prior to the meeting.

3.17 Absentee Voting – There will no absentee or proxy voting.

3.18 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.19 Determination of Votes - Votes will be determined by a show of hands, orally or electronic ballot unless a secret or recorded ballot is requested by a voting Member.

3.21 Majority of Votes - Except as otherwise provided in the Act or these By-laws, the majority of votes and votes representing at least four (4) Provincial/Territorial Members will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of a minimum of seven (7) and a maximum of ten (10) Directors, which number will be approved by the voting members by ordinary resolution.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Three (3) – Six (6) Directors at Large

### **Election of Directors**

4.3 Eligibility - Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who meets one or more of the skills and characteristics defined in Section 4.4, may be nominated for election as a Director.

4.4 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or characteristics:

#### *Characteristics*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport of bowls
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Strategic connectivity to key clients
- i) Ethical and values based behavior
- j) Representative of client population (athlete & coach)
- k) Other attributes valued by the Board of Directors

#### *Skills*

- l) Accounting designation ( Most commonly CPA (Chartered Professional Accountant); CPA, CA; CPA, CMA; CPA, CGA)
- m) )Legal designation (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Fundraising and funding source contacts
- r) Administration/Management experience
- s) Government relations/contacts
- t) Organizational development/Strategic Planning experience
- u) Other skills valued by the Board of Directors

4.5 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in

section 4.4 for the election of the Directors and Officers and may nominate additional candidates for the election of Directors at Large.

4.6 Nomination - Any nomination of an individual for election as a Director and/or Officer (as applicable) will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.7 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected as a Director, are not subject to nomination, regardless of Director’s position held or position sought at election, but must provide written notice to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.8 Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting members prior to elections.

4.9 Nominations from the Floor – Nominations from the floor for the election of Directors are permissible for positions which do not have any individual nominated in accordance with Sections 4.6 and 4.7.

4.10 Election and Term - The election of directors will take place at each annual meeting of members. The elections shall take place in two parts:

- a) The President, Secretary and one (1) – three (3) Director(s)-at-Large will be elected to the board at alternate annual meetings to those listed in subsection b;
- b) The Vice-President, Treasurer and two (2) – three (3) Director(s)-at-Large will be elected in alternate annual general meetings to those listed in subsection a.

4.11 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by ordinary resolution of the voting members.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution at the next duly called Board meeting immediately following elections.

4.12 Terms - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

### **Suspension, Resignation and Removal of Directors**

4.13 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.



- 4.14 Vacate Office - The office of any Director will be vacated automatically if the Director:
- a) Is found by a court to be of unsound mind;
  - b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
  - c) Is charged and/or convicted of any criminal offence related to the position;
  - d) Changes their permanent residence outside of Canada; or
  - e) Upon the Director's death.

4.15 Removal – An elected Director may be removed by majority vote of the voting Members at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

4.16 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, by two-thirds vote of the Board of Directors at a Board of Directors Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

### **Filling a Vacancy on the Board**

4.17 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next annual meeting of members. No more than one-third (1/3) of the total number of directors elected at the previous annual meeting can be appointed.

### **Remuneration**

4.18 Remuneration - Directors will serve in their capacity as a Director without remuneration and no Director will directly or indirectly receive any profit from their position as a Director; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of their duties as a Director. Nothing herein contained will be construed to preclude any Director from providing the Association goods and/or services in any other capacity and receiving compensation therefor.

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

4.20 Notice – Notice served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will 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.

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

4.22 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will

be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.

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

4.25 Meetings by Telecommunications - A meeting of the Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meeting of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.

4.26 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.27 Meetings by Telephone - Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

### **Powers of the Board**

4.28 Powers – Except as otherwise provided in the Act or these by-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.29 Managing the Affairs of the Association – The Board may make policies and procedures or manage the affairs of the Association in accordance with the Act and these by-laws.

4.30 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.31 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.32 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association. The Board may also terminate any such employment or engagement as it sees fits.

4.33 Borrowing Powers – The board may borrow money upon the credit of the Association as it deems necessary:

- a) From any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;

- c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

## **ARTICLE V: OFFICERS**

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

5.2 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board, will be the official spokesman of the Association, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will ensure that proper accounting records are kept as required by the *Act*; will ensure that all monies received by the Association are deposited in the Association's bank account; will provide oversight management for the disbursement of funds of the Association; when required will ensure the Board is provided with an account of financial transactions and the financial position of the Association; will ensure that annual budgets are prepared; will oversee and supervise the Executive Director; and will perform such other duties as may from time to time be established by the Board;
- d) The Secretary will be responsible for the documentation of all amendments to the Association's constitution and by-laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings and ensure that they are delivered to the President, Directors and all Member Associations within three (3) weeks, will ensure the preparation and submission to each General Meeting and other meetings a report of all activities since the previous General Meeting or other meetings, will ensure that due notice to all voting Member of all General Meetings of the Association, and will perform such other duties as may from time to time be established by the Board;

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting 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. If the Officer is removed, their position as a Director will automatically and simultaneously be terminated.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may, by ordinary resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **Other Committees**

5.5 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association 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 constitution or these by-laws.

5.6 Quorum - A quorum for any committee will be the majority of its voting members.

5.7 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.8 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.9 Removal - The Board may remove any member of any Committee.

#### **Remuneration**

5.10 No Remuneration - All Officers and members of Committees will serve their term of office as an Officer and/or Committee Member without remuneration except for reimbursement of expenses as approved by the Board. Nothing herein contained will be construed to preclude any Officer and/or Committee Member from providing the Association goods and/or services in any other capacity and receiving compensation therefor.

#### **Conflict of Interest**

5.11 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and the Association's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be April 1<sup>st</sup> to March 31<sup>st</sup>, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these by-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Association will not be available to the general membership of the Association but will be available to the Board of Directors, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Association in accordance with the Act.

6.5 Property - the Association 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.

## **ARTICLE VII AMENDMENT OF BY-LAWS**

7.1 Directors Voting – Except for the items set out in s. 197 of the Act (Fundamental Changes), these by-laws may be amended, revised, repealed or added by Directors at a meeting of the Board of Directors and will have full force and effect until such time as they are sanctioned by a majority affirmative vote of the voting members present at the next meeting of members, or defeated.

7.2 Members Voting – Except for the items set out in s. 197 of the Act (Fundamental Changes), these by-laws may be amended, revised, repealed or added by a majority affirmative vote of the voting Members present at the next meeting of members. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.3 Notice in Writing – Notice of the proposed amendments to these by-laws, general rules, regulations and the constitution shall be provided to the relevant voting Members at least forty-five (45) days prior to the date of the Board meeting at which it is to be considered.

7.6 Waiver of Notice – Notwithstanding any other provisions of these by-laws, the notice provisions of Article 7.3 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

## **ARTICLE VIII FUNDAMENTAL CHANGES**

8.1 Fundamental Changes –Section 197 of the Act requires a special resolution (2/3 vote) of all Members, (whether voting or non-voting) to make the following fundamental changes to the by-laws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Change the province in which the Association's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Association may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to section 133, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Association;

- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the articles.

8.2 Special Class Vote – Section 199 of the Act provides that each membership class (whether voting or non-voting) is entitled to vote separately (2/3 of each class) if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
  - i. To reduce or remove a liquidation preference, or
  - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

## **ARTICLE IX NOTICE**

9.1 Written Notice - In these by-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

9.2 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 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.

9.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **ARTICLE X DISSOLUTION**

10.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

## **ARTICLE XI INDEMNIFICATION**

11.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and

against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

11.2 Will Not Indemnify - the Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance - the Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## **ARTICLE XII            ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These by-laws are ratified by a two-thirds (2/3) affirmative vote of the Members of the Association entitled to vote at a Meeting of Members duly called and held on July 10, 2012.

12.2 Repeal of Prior By-laws – In ratifying these by-laws, the Members of the Association repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

*Updated September 24, 2017*