

# WINDSOR LAWN BOWLING CLUB

BY-LAW: Amended May 6, 2015,

Amended October 20, 2021, November 2, 2022, October 25, 2023

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

## INTERPRETATION

- Definitions.** In this By-law, unless the context otherwise requires:
  - “Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the regulations made pursuant to the Act, in each case, as such statute or regulations may be amended, restated or in effect from time to time.
  - “Active Member”** has the meaning given in section 16.
  - “Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
  - “Board”** means the board of directors of the Corporation.
  - “By-law”** means this by-law.
  - “Club”** means the Corporation’s facilities at 2 Memorial Drive, Windsor, Ontario.
  - “Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for

the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.

(h) “**Corporation**” means Windsor Lawn Bowling Club, a Canada, non-share capital corporation, incorporated under the Act and having federal corporation number 848892-4.

(i) “**Director**” means a member of the Board.

(i.1) “**Friday Night Lights Member**” has the meaning given in section 16.

Amended October 25, 2023.

(j) “**Honorary Member**” has the meaning given in section 16.

(k) “**Life Member**” has the meaning given in section 16.

(l) “**Member**” means a member (Active, Life, Youth, Social or Honorary) of the Corporation.

(m) “**Officer**” means an officer of the Corporation.

(n) “**President**” means the president of the Corporation.

(o) “**Secretary**” means the secretary of the Corporation.

(o.1) “**Social Member**” has the meaning given in Section 16.

(p) “**Treasurer**” means the treasurer of the Corporation.

(q) “**Vice-President**” means the vice-president of the Corporation.

(r) “**Youth Member**” has the meaning given in Section 16.

1.1 **Statement of Principles.** The Windsor Lawn Bowling Club believes consideration should be given to diversity, equity and inclusivity, specifically to individuals who identify as people with a disability, racialized people, people who identify as LGBTQ2S+, people who identify as non-binary, and/or people who are indigenous.

2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.

3. **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”

4. **Words Defined by Act.** Other than as specified in section 1, words and expressions defined in the Act have the same meanings when used in this By-law.

5. **Severability.** 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.

## EXECUTION OF INSTRUMENTS

6. **Signing Authorities.** Contracts, Documents, Instruments in Writing or other documents requiring the signature of the Corporation may be signed by any two of

the President, Vice-President, Secretary or Treasurer and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.

7. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law, the Board may at any time by resolution direct the manner in which and the person or persons by whom, any specific or particular type of Contract, Document, or Instrument of the Corporation may or shall be executed.
8. **Certified Documents.** 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.
9. **Corporate Seal.** The Corporation shall not have a corporate seal.

## FINANCIAL MATTERS

10. **Financial Year End.** The financial year end of the Corporation shall be September 30<sup>th</sup>.
11. **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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such Officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.
12. **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 such subsection 172(1) are available at the registered office of the Corporation, and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
13. **Borrowing.** If authorized by a by-law which is duly adopted by the Board and confirmed by resolution of the Members, the Directors of the Corporation may from time to time:
  - (a) borrow money on the credit of the Corporation;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
  - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the Directors to such Officers or Directors to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the

Corporation.

## MEMBERSHIP

14. **Eligibility for Membership.** In order to be eligible to be considered for Membership each candidate shall:
  - (a) be of good character, enjoy good fellowship, and be a good sport;
  - (b) *[revoked October 20, 2021]*
  - (c) submit to the Corporation a completed application for Membership in the form from time to time required by the Board; and
  - (d) submit to the Corporation such Membership dues as are from time to time established in accordance with this By-law.
15. **Board Consideration of Admission to Membership.** Each eligible candidate shall be considered by the Board at the Board's first meeting following the candidate satisfying all eligibility requirements. The Board shall decide to admit or deny admission of the candidate and in the case of admission the class of Membership by majority resolution passed at such meeting of the Board. For greater clarity the Board is not required to admit a candidate simply because he or she satisfies all eligibility requirements but rather has discretion in that regard, providing the exercise of such discretion is not based on any unlawful discrimination.
16. **Classifications of Membership.** Membership shall be divided into classes, comprised and having rights and privileges as follows:
  - (a) **Active Membership Class.** The, "Active Membership" class shall be comprised of those Members who are not otherwise Youth, Social, Life or Honorary Members. The Board may create different categories within the Active Membership Class which are assigned different fee structures. Active Members in good standing shall be entitled to:
    - (i) notice of all meetings of Members;
    - (ii) attend at all meetings of Members;
    - (iii) participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Active Member entitled to one vote on each question arising; and
    - (iv) participate in the programs and services and have use of the facilities from time to time offered by the Corporation, subject to such requirements from time to time set by the Corporation.
  - (b) **Life Membership Class.** The, "Life Membership" class shall be comprised of Directors or former Directors who have contributed conspicuous and valued services to the Corporation and have been Active Members for at least twenty years. Life Members in good standing shall be entitled to:

- (i) notice of all meetings of Members;
  - (ii) attend at all meetings of Members;
  - (iii) participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Life Member entitled to one vote on each question arising;
  - (iv) participate in the programs and services and have use of the facilities from time to time offered by the Corporation subject to such requirements from time to time set by the Corporation; and
  - (v) A waiver of any and all Membership dues.
- (c) **Honorary Membership Class.** The, “Honorary Membership” class shall be comprised of those Members who have contributed distinguished, dedicated and valued services to the Corporation during their Active Membership. Honorary Members in good standing shall be entitled to:
- (i) notice of all meetings of Members;
  - (ii) attend at all meetings of Members;
  - (iii) participate at meetings of Members by being heard (verbally or in writing); debating and voting with each Honorary Member to have one vote on each question arising at a Meeting of the Members
  - (iv) participate in the programs and services and have use of the facilities from time to time offered by the Corporation subject to such requirements from time to time set by the Corporation; and
  - (v) A waiver of any and all Membership dues, except any occasioned as a result of an affiliation with any other organization.
- (d) **Youth Membership Class.** The “Youth Membership” class will be comprised of those Members who are under eighteen (18) years of age. Youth Members in good standing shall be entitled to:
- (i) notice of all meetings of Members;
  - (ii) attend meetings in a non-voting capacity;
  - (iii) not hold office; and
  - (iv) participate in the programs and services and have use of the facilities from time to time offered by the Corporation subject to such requirements from time to time set by the Corporation.
- (e) **Social Membership Class.** The “Social Membership” class will be comprised of those Members who are not otherwise Active, Life, Honorary or Youth Members. Social Members in good standing shall be entitled to:
- (i) notice of all meetings of Members;

- (ii) attend at all meetings of Members;
  - (iii) participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Social Member entitled to one vote on each question arising;
  - (iv) participate in the programs, services and the activities of the Club and have use of the facilities from time to time offered by the Corporation subject to such requirements from time to time set by the Corporation; and
  - (v) Social Members will be subject to such limitations on their activities as may be determined by the Board.
- (f) **Friday Night Lights Membership Class.** The “Friday Night Lights Membership” class will be comprised of those Members who are not otherwise Active, Life, Honorary, Youth, or Social Members. Friday Night Lights Members in good standing shall be entitled to:
- (i) notice of all meetings of members;
  - (ii) attend meetings in a non-voting capacity;
  - (iii) not hold office;
  - (iv) participate in the programs, services and the activities of the Club and have use of the facilities from time to time offered by the Corporation subject to such requirements from time to time set by the Corporation; and
  - (v) Friday Night Light Members can only play on Friday nights. They are not eligible to play in Club Championships, Club Tournaments or any other Club events.

*Amended November 2, 2022*

**17. Conditions of Membership.** Members shall:

- (a) **Compliance.** Comply with this By-law and the rules from time to time established by the Board with respect to participation in the programs and services and use of the facilities of the Corporation.
- (b) **Co-operate in Conflict Management Efforts.** Co-operate as reasonably requested by the Board in any conflict management efforts.
- (c) **Annual Dues and Other Amounts.** Pay to the Corporation annual dues as are from time to time established within the time period required. Further pay to the Corporation such other amounts as may from time to

time be owing by the Member within such time frames as from time to time required.

18. **Breach and Discipline.** Subject to section 19 of this By-law, Members who breach the conditions of Membership as outlined in section 17 of this By-law shall:
- (a) **Non-Payment of Dues or other Amounts Owning.** If the breach relates to default on the payment of any Membership dues or other amounts owed to the Corporation, automatically be deemed not to be in good standing. However the good standing status of the Member shall automatically be re-instated upon payment of all unpaid dues or other amounts owing, provided that the Membership has not been terminated in the interim, such as would happen for example at the closure of the next annual general meeting if the Member had not paid up by that time. In such a case the Member would be required to apply for Membership anew in accordance with this By-law.
  - (b) **Reprimand.** Be subject to a reprimand if so decided by a majority resolution passed by the Board at a meeting of the Board.
  - (c) **Fine.** In situations involving damage to property or other loss related in whole or in part to the breach, be required to pay a fine, the imposition amount of which and time frame within which to pay to be decided by a majority resolution of the Board passed at a meeting of the Board, providing that any amount shall not be more than the value of the damage or loss sustained.
  - (d) **Order to Obtain Education or Training.** Be subject to an order to obtain such education or training as the Board as determines by a majority resolution passed by the Board at a meeting of the Board. Such education or training shall be at the Member's own expense.
  - (e) **Suspension.** Be subject to suspension of Membership and/or suspension of the privilege to participate in one or more programs or services of the Corporation or have use of its facilities as decided by a majority resolution passed by the Board at a meeting of the Board, for such period of time as decided by a majority resolution passed by the Board at a meeting of the Board. For greater clarity, a suspended Member shall not be considered to be a Member in good standing for the suspension period.
  - (f) **Expulsion.** Be subject to expulsion from Membership as decided by resolution of the Board passed by at least two-thirds of the votes cast at a meeting of the Board.
19. **Discipline Process.** If an alleged breach of the terms of Membership is to be considered by the Board beyond automatic not-in-good standing status brought about by non-payment of Membership dues or other amounts owing to the Corporation, the Board shall:
- (a) **Notice.** Give at least seven days' notice to the subject Member which notice shall specify the nature of the alleged breach and details with

respect to any evidence the Board intends to consider.

- (b) **Hearing.** Give the subject Member an opportunity to respond to the alleged breach and be heard. The subject Member shall be entitled to be represented by counsel or an agent.
  - (c) **Authority.** Following consideration of the alleged breach and any submissions, have authority to impose one or more of the disciplinary measures from among the options listed in section 18 of this By-law, as the Board considers appropriate. For greater clarity the disciplinary options outlined in section 18 of this By-law are not mutually exclusive and more than one disciplinary measure may be imposed at the same time.
  - (d) **Decision.** Issue to the subject Member, as the case may be, the Board's decision in writing stating brief reasons for the decision. The decision of the Board shall be final and binding and no appeal shall lie therefrom.
  - (e) **Publication.** Discipline decisions of the Board may be disclosed to the Membership if so decided by majority resolution passed by the Board at a meeting of the Board.
20. **Term.** Admission to Membership shall be effective upon confirmation of the Member as per section 15 of this By-law and the term of Membership shall continue until terminated in accordance with section 21 of this By-law.
21. **Termination of Membership.** Membership is not transferable and terminates upon the happening of any of the following events:
- (a) **Non Payment of Dues.** Upon determination by the Board that the member has failed to pay their prescribed dues according to terms approved by the Board. For greater clarity, the Membership of Life Members, since there are no associated Membership dues, automatically continues year to year unless otherwise terminated in accordance with this By-law.
  - (b) **Written Resignation.** If the individual holding Membership delivers notice in writing to the Secretary that he or she resigns his or her Membership, in which case the Membership shall be terminated at the time specified in the notice or at the first Board meeting following receipt of the notice by Secretary, whichever is later.
  - (c) **Expulsion by Board Discipline.** Upon decision to expel a Member as a disciplinary measure in accordance with sections 18 and 19 of this By-law.
  - (d) **Expulsion by Membership.** Upon resolution to expel a Member from Membership passed by at least two-thirds of the votes cast by the Membership present in person or by proxy at a meeting of Members for which notice specifying the intention to pass such resolution has been given.



- (e) **Death.** The Member dies.

*Amended October 20, 2021*

## MEETINGS OF MEMBERS

### 22. **Calling of Meetings.**

- (a) **Annual General Meeting.** The Board shall call an annual general meeting each year at a specific date and time to be named by the Board.
- (b) **Requisition.** The Board shall call a special meeting of Members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of Members carrying not less than five percent of the voting rights. If the Directors do not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting.
- (c) **Other.** Members' meetings may otherwise be called at any time by the President or by a majority of the Board.
- (d) All meetings shall be conducted in accordance with Robert's Rules of Order (Webster's New World, Simplified and Applied, Second Edition Version).

*Amended October 25, 2023*

### 23. **Notice of Meetings of Members.** Notice of the time and place of meetings of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) **Personal.**
- (i) by mail, courier or personal delivery during a period of twenty-one to sixty days before the day on which the meeting is to be held; or
- (ii) by telephonic, electronic or other communication facility during a period of twenty-one to thirty-five days before the day on which the meeting is to be held.
- (b) **Notice Affixed to a Notice Board.** By affixing the notice, no later than thirty days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in the main facilities or club house of the Corporation.

### 24. **Place of Meetings of Members.** Meetings of the Members will be held at the Club or such other place within the City of Windsor as determined by the Board.

### 25. **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 accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

26. **Participation by Electronic Means at Meetings of Members.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
27. **Chair of the Meeting.** The President shall chair Members' meetings, or in the absence or inability of the President the Vice-President, and in the absence or inability of the President and Vice-President, the Members present shall choose another Director to act as chair.
28. **Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be ten percent 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.
29. **Votes to Govern.** At any meeting of Members, every question shall, unless otherwise provided by the Articles, this By-law or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands, a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
30. **Absentee Voting by Mail Ballot.** Pursuant to subsection 171(l) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot 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.
31. **Voting by Proxy.** Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (b) a Member may revoke a proxy by depositing a signed instrument in writing:

- (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
  - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxy holder or an alternate proxy holder has the same rights as the Member by whom the proxy holder was appointed, including the right to participate by being heard (verbally or in writing) and debating at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the Member, the form of proxy shall:
- (i) indicate, in bold-face type:
    1. the meeting at which it is to be used;
    2. that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
    3. instructions on the manner in which the Member may appoint the proxy holder;
  - (ii) contain a designated blank space for the date of the signature;
  - (iii) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
  - (iv) provide a means for the Member to specify that the Membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an accountant and the election of Directors;
  - (v) provide a means for the Member to specify that the Membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of an accountant or the election of Directors; and
  - (vi) state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subsection (iv) or (v) with respect to any matter to be acted on, the

Membership is to be voted accordingly;

- (e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with section (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the Membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

## MEMBERSHIP DUES

### 32. **Membership Dues.**

- (a) The Board of Directors shall set the dues for each class or category of membership prior to the start of the membership year. The Board shall establish an event(s) each year, prior to the official Opening Day, where members shall meet to pay membership dues and complete any other tasks or paperwork as deemed appropriate by the Board of Directors. The dues are payable by the date of the aforementioned event(s). If the dues are not paid according to terms set by the Board, the Membership shall terminate.
- (b) **Membership Year.** Unless otherwise determined by the Board, the membership year shall be from May 1st to April 30th.

*Amended October 20, 2021.*

## DIRECTORS

### 33. **Qualifications.** Each Director shall:

- (a) be a Member in good standing and thereafter remain throughout her or his term of office, a Member;
- (b) be at least eighteen years of age;
- (c) not be an individual who has been declared incapable by any court in Canada or in another country; and
- (d) not be an undischarged bankrupt.

*Amended October 20, 2021.*

### 34. **Number.** The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from

time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

35. **Election of Directors.** Election of Directors shall be subject to and in accordance with the following:
- (a) **Eligible Candidates.** Individuals meeting the qualifications of Directors are eligible for election to the Board.
  - (b) **Nominations.**
    - (i) **By Nominating Committee.** In July, the Board shall appoint a nominating committee composed of at least three and no more than five Active Members who, for each Board position to be elected at the annual general meeting, shall nominate one qualified candidate to serve as Director. The candidates' names shall be presented to the Board in September and shall be posted on the Club bulletin board by September 15<sup>th</sup>.
    - (ii) **By Members.** Members may nominate qualified candidates for election as Directors. Nominations may be made before the close of nominations at the Membership meeting at which the Directors are to be elected. The nominee must be present at the meeting and must be supported by two Members and agree to the nomination.
  - (c) **When Elections Held.** The election of Directors shall be held annually at the annual general meeting of the Members.
  - (d) **Method.** The Members shall elect the Directors. Each Board position shall be nominated and elected separately and individually. If there is only one candidate for a Board position, that position is acclaimed and no ballot is required. If more than one Member stands for election for the same Board position, a ballot vote must be held to determine the successful candidate. A committee appointed by the President for that purpose shall tabulate the ballots during the annual general meeting.
  - (e) **Term of Office of Directors.** At the first election of Directors following the approval of this By-law, one-half of the Directors shall be elected for a two-year term and one-half of the Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year terms or until their successors are elected.
36. **Vacancies.** The office of a Director shall be vacated:
- (a) **Resignation.** If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.
  - (b) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to

this By-law. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.

- (c) **Removal.** If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Directors' term of office.
- (d) **Death.** Upon the death of the Director.

37. **Filling Vacancies.** A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

38. **Remuneration of Directors.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - (i) considered reasonable by the Board;
  - (ii) approved by the Board for payment by resolution passed before such payment is made; and
  - (iii) in compliance with the conflict of interest provisions of the Act.

## MEETINGS OF THE BOARD

39. **Calling of Meetings.** Meetings of the Board may be called at any time by the

President or any two Directors; provided that, for the first meeting following incorporation, such meeting may be called by any Director or incorporator.

40. **Notice of Meeting.** Notice of meetings shall be subject to and in accordance with the following:
- (a) **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.
  - (b) **Otherwise.** Otherwise, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 46 to every Director of the Corporation not less than three days before the time when the meeting is to be held.
  - (c) **Waiver.** 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.
  - (d) **Adjourned Meetings.** Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
  - (e) **Purpose.** Unless this 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 a 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.
41. **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.
42. **Conflicts of Interest.** A Director subject to a conflict of interest shall manage the same in accordance with the Act.
43. **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 chairperson of the meeting in addition to an original vote shall not have a second or casting vote.

## COMMITTEES

44. **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 resolutions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

## OFFICERS

45. **Officers.** The Board shall appoint from among the Directors a President, Vice President, Treasurer and Secretary at its first meeting following the annual general meeting of the Corporation. The offices of Treasurer and Secretary may be held by the same person and may be known as the, "secretary-treasurer." The Board may appoint such other Officers and agents as it deems necessary.
46. **Powers and Duties.** The powers and duties of Officers shall be such as the terms of their engagement call for, which the Board shall outline in job descriptions, with such job descriptions to be attached to this By-law. The Board may from time to time and subject to the Act vary, add to or limit the powers and duties of any Officer.
47. **Office Held at Board's Discretion.** Any Officer shall cease to hold office upon resolution of the Board.

## INDEMNIFICATION

48. **Indemnification.** The Corporation may indemnify a present or former Director or Officer or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity in accordance with the Act.

## NOTICES

49. **Method of Giving Notices.**
  - (a) Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, this By law or otherwise to a Member, Director, Officer or member of a committee of the Board or to the accountant shall be sufficiently given:
    - (i) 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 such sections 128 (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director;
    - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
    - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that



purpose; or

- (iv) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.
- (b) 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 public 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, accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. 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 partly written, stamped, type-written or printed.
50. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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.

## DISPUTE RESOLUTION

51. **Dispute Resolution Mechanism.** If a dispute or controversy among the Corporation, Members, Directors, Officers or committee members of the Corporation or arising out of or related to the Articles or this By-law, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be resolved by a process of dispute resolution as follows (to the exclusion of such persons instituting a law suit or legal action):
- (a) the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991 (Ontario)* or as otherwise agreed upon by the parties to the dispute. 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; and
  - (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## AMENDMENTS

52. **By-laws.** No amendment to this By-law shall be effective until confirmed by the Members until:
- a. Confirmed by the Members at the Annual General Meeting; or
  - b.
    - i. The Board of Directors at a Directors meeting can amend, revise, repeal or add to a general By-law by a majority vote, with the exception of those items set out in Section 197 of the Act (Fundamental Changes),
    - ii. The By-law change will have full force and effect at the time it is approved by the Board by a majority affirmative vote and until it is presented to the members for approval at the next Annual General Meeting,
    - iii. The members at the Annual General Meeting can confirm the By-law change (or they can amend it and then confirm it) by ordinary resolution or defeat the change adopted by the Board of Directors, and
    - iv. The By-law amendment adopted by the Directors will cease to have effect on the date of the Annual General Meeting, if not submitted to the members.
  - c. Amendments to the By-laws require a 2/3 majority of votes cast by those present, or by proxy, at the meeting. *Amended October 25, 2023*

**Passed by the Board the 18<sup>th</sup> day of April, 2015.**

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**Kathryn Elaine MacGregor –  
President**

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**Deborah Darlene Clark - Secretary**

**Unanimously approved, ratified, sanctioned, amended and confirmed by the  
Members of the Corporation the 6<sup>th</sup> day of May, 2015.**

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**Kathryn Elaine MacGregor –  
President**

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**Deborah Darlene Clark -  
Secretary**

## **ATTACHMENT 1: PRESIDENT JOB DESCRIPTION**

The duties and responsibilities of the President shall, in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the President shall have no independent power or authority.

1. When present and able, chair all meetings of the Board of Directors, the Executive Committee and the Members;
2. Supervise the affairs of the Corporation;
3. Sign all documents requiring his or her signature; and
4. Perform any other duties assigned by the Board.
5. Be an ex-officio member of all committees *Amended October 25, 2023*

## **ATTACHMENT 2: VICE-PRESIDENT JOB DESCRIPTION**

The duties and responsibilities of the Vice-President shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Vice-President shall have no independent power or authority.

1. Perform the President's duties when the President is absent or unable to perform them: and
2. Perform any other duties assigned by the Board.

### **ATTACHMENT 3: TREASURER JOB DESCRIPTION**

The duties and responsibilities of the Treasurer shall in addition to those as set out in this By law and other Board policies, be as noted below. For greater clarity, the Treasurer shall have no independent power or authority.

1. Keep proper books of account and accounting records for all financial and other transactions of the Corporation, including records of:
  - (a) Money received or paid by the Corporation and the matter to which the receipt or payment relates;
  - (b) Sales and purchases of the Corporation;
  - (c) Assets and liabilities of the Corporation; and
  - (d) Any transaction affecting the financial position of the Corporation;
2. Deposit money or valuables in the Corporation's account in the financial institution designated by the Board;
3. Make payments on behalf of the Corporation as the Board directs;
4. Report on the transactions completed and on the financial position of the Corporation to the Board when required of him or her;
5. Cooperate with the auditor of the Corporation; and
6. Perform any other duties assigned by the Board.

#### **ATTACHMENT 4: SECRETARY JOB DESCRIPTION**

The duties and responsibilities of the Secretary shall addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Secretary shall have no independent power or authority.

1. Give any notice required to be given at Meetings of the Board of Directors, the Executive Committee and of the Members;
2. Attend all Meetings of the Board of Directors, the Executive Committee and the Members and record all facts and minutes of those meetings in files or books kept for that purpose;
3. Keep and maintain the following documents and registers:  
All by-laws and special resolutions;
  - (a) A register of Members setting out the names in alphabetical order of persons who are or have been Members within the past ten years and their addresses while they were Members;
  - (b) A register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors;
  - (c) Receive any resignations given to him or her; and
  - (d) Perform any other duties assigned by the Board.