

## RINGETTE CANADA BY-LAWS

Preamble:

A By-law relating to the conduct of the affairs of Ringette Canada/Ringuette Canada under the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23, as amended.

BE IT ENACTED AND IT IS HEREBY ENACTED AS By-laws of RINGETTE CANADA/RINGUETTE CANADA (Hereinafter called the "Association") as follows:

### BY-LAW #1 – NAME

- 1.1 The name of the Association shall be “Ringette Canada” when referenced in the English language and “Ringuette Canada” when referenced in the French language.

### BY-LAW # 2 – HEAD OFFICE

- 2.1 The Head Office of the Association shall be located in the Province of Ontario.

### BY-LAW # 3 – DEFINITIONS

- 3.1 Unless context otherwise specifies or requires, 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 statutes or regulations that may be substituted, as amended from time to time;
  - (b) *Association* – Ringette Canada;
  - (c) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Association for a report to the Members at the next annual meeting;
  - (d) *Board* – the Board of Directors of the Association;
  - (e) *Chair* – the President of the Association, or an individual appointed by the President, to chair meetings of the Association;
  - (f) *Days* – days including weekends and holidays;
  - (g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - (h) *Ordinary Resolution* – a resolution passed by a majority of votes cast on that resolution;
  - (i) *Proposal* – a proposal submitted by a Member of the Association that meets the requirements of Section 163 of the Act;
  - (j) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
  - (k) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

### BY-LAW # 4 - GENERAL

- 4.1 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 objectives.
- 4.2 Unless otherwise specified in the Act or these By-laws, meetings of Members, Committees, and meetings of the Board will be conducted according to *Robert’s Rules of Order* (current edition).
- 4.3 Words importing the singular will include the plural and vice versa.
- 4.4 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## **BY-LAW # 5 – MEMBERSHIP**

### **5.1 Composition**

5.1.1 Members of the Association shall consist of corporations, associations, or groups who meet the membership requirements defined below, provided that such Members will be admitted to membership in the Association from time to time by resolution of the Board of Directors and shall, as a condition of membership, agree to abide by and comply with the objectives and By-laws of the Association and observe faithfully the rulings of those charged for the time being with the conduct of its affairs.

### **5.2 Membership**

5.2.1 Members will meet the following requirement for membership:

- (a) A formally constituted Provincial/Territorial ringette association recognized by the Association as the governing body for the sport of ringette in the particular Province or Territory.

### **5.3 Membership Fee and Term**

5.3.1 There shall be an annual fee, determined by the Board of Directors, applied to Members, which shall be remitted to the Association by May 31 in each year.

5.3.2 Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid by June 30, the Member will automatically cease to be a Member of the Association, unless determined otherwise by the Board of Directors.

5.3.3 All memberships within the Association shall expire on June 30 of each year unless renewed in accordance with these By-laws.

### **5.4 Voting Rights of Members**

5.4.1 Voting rights shall be described below:

- (a) Each Member shall be entitled to one (1) vote at annual and/or special meetings by way of a delegate;
- (b) Members shall designate their voting delegate upon registering at annual and/or special meetings. Delegates will be at least eighteen years of age and an individual in good-standing of the applicable Member. The President/Chair of the Member will be deemed the delegate unless the Association is informed otherwise prior to the meeting;
- (c) Voting for the election of the Board of Directors shall be by secret ballot;
- (d) In no case shall there be a vote by proxy or absentee voting; and
- (e) Any invoice issued by Ringette Canada to a Member that has not been paid (within 30 days from the date of issue) must be paid prior to any Members meeting (special or annual) failing which the Members's voting privileges will be revoked for that meeting and until the unpaid invoice is paid.

### **5.5 Resignation of Members**

5.5.1 The interest arising out of membership in the Association is not transferable and lapses and ceases to exist upon its dissolution when the Member ceases to be a Member by resignation or otherwise. Any Member may resign from membership by providing written notice to the Association.

## 5.6 Application for Membership

- 5.6.1 Applications for membership in the Association shall be governed by the following rules:
- (a) Applications for membership may be made at any time during the year.
  - (b) Acceptance of membership applications shall be decided by Ordinary Resolution by the Board of Directors. Membership application decisions by the Board of Directors are final;
  - (c) Each applicant for membership shall submit with its first membership application a copy of its Constitution (where applicable) and By-laws, and the names and addresses of its directors;
  - (d) Payment of the prescribed fee will accompany each application for membership; and

## 5.7 Member Obligations

- 5.7.1 Members shall provide the national office of the Association, the following, whenever there is a change in any of the information relating to the documentation previously provided:
- (a) Amendments to the Constitution (where applicable) and By-laws;
  - (b) Current list of Board of Directors;
  - (c) If not the President/Chair, their delegate for any annual and/or special meeting which shall be forwarded to the Association office no later than prior to such a meeting;
  - (d) Annual reports; and
  - (e) Recorded research information, or historical data as requested by the Board of Directors.
- 5.7.2 Members will register all athletes, officials, and coaches under their jurisdiction with the Association and pay the prescribed registration fees.
- 5.7.3 The President/Chair of each Member shall be considered the official contact of the Member in all matters unless directed otherwise by the Member. The President/Chair of each Member, or their designate, shall be responsible for disseminating information from the Association to the Member's membership as appropriate.

## 5.8 Suspension or Cancellation of Membership

- 5.8.1 The Board of Directors shall have the right to suspend or terminate any Member's membership at any time by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided that fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard by the Board or Members, as applicable. The notice will set out the reasons for suspension or termination of the membership and the Member that is the subject of the notice will be entitled to submit a written submission regarding the suspension or termination.
- 5.8.2 In addition to section 5.8.1, membership in the Association is terminated when:
- (a) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws or the Act;
  - (b) The Member dissolves;
  - (c) The Member resigns from the Association by giving written notice;
  - (d) The Member's term of membership expires; or
  - (e) The Association is liquidated or dissolved under the Act.
- 5.8.3 A Member may not resign from the Association if the Member is subject to a disciplinary investigation, action or sanction.
- 5.8.4 A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to the discipline of Members.



## **5.9 Good Standing**

- 5.9.1 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 restrictions or sanctions imposed;
  - (c) Has completed and remitted all documents as required by the Association;
  - (d) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
  - (e) Is not subject to a disciplinary investigation, action or sanction by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action or sanction to the satisfaction of the Board; and
  - (f) Has paid all required membership dues or other outstanding dues to the Association, if any.
- 5.9.2 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 satisfied the conditions to be in good standing as set out above.

## **5.10 Transfer**

- 5.10.1 Any interest arising out of membership in the Association is not transferable.

## **5.11 Change of Terms/Conditions of Membership**

- 5.11.1 Pursuant to subsection 197(1) of the Act (Fundamental Changes), 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) Change in the manner of giving notice to Members entitled to vote at a meeting of Members;
  - (c) Change the method of voting by Members not in attendance at a meeting of Members; or
  - (d) Add, change or remove a provision respecting the transfer of a membership.

## **BY-LAW # 6 – BOARD OF DIRECTORS OF THE ASSOCIATION**

### **6.1 Composition**

- 6.1.1 The Board of Directors shall be composed of a minimum of five (5) and a maximum of nine (9) Directors, which shall at all times include one (1) Athlete Director. Not less than 40% of Directors shall be independent.<sup>1</sup>
- 6.1.2 Directors shall be elected by Ordinary Resolution at the annual meeting by those eligible to vote as defined in these By-Laws. The President of the Board shall be elected by the Directors and shall be an independent Director.

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<sup>1</sup> “Independent” means that the Director has no fiduciary obligation to any body in the sport of ringette at the national or provincial level; that they receive no direct or indirect material benefit from any such party; and that they are free of any conflict of interest of a financial, personal or representational nature (provided that, participating in the sport of ringette does not render an individual not to be independent). The Nominating Committee shall be responsible for determining whether a Director or prospective Director is independent. Any person that is not considered independent on the basis of the aforementioned criteria will be considered to be independent once they resign from or terminate the circumstance that gives rise to the non-independence.



- 6.1.3 Directors whose nominations are unopposed shall be declared elected by Ordinary Resolution of the Members. Where more nominations are received than there are positions available, an election by secret ballot will be held. The candidate(s) receiving the most votes shall be elected to the available position(s). In the event of a tie that would result in the elimination of any nominee for a Director, a run-off election between or among the candidates involved in the tie will be organized. The candidate that receives the most votes will be declared the winner of the run-off.
- 6.1.4 Each Director, including the President and Athlete Director, shall serve a three-year term, which may be renewed once.
- 6.1.5 Any period during which a Director is appointed to fill a vacancy under these By-laws shall be considered a term, irrespective of its length.

## **6.2 Qualifications**

- 6.2.1 A Director will be an individual with power under law to contract and who resides in Canada. The following persons are disqualified from being a Director of the Association:
- (a) Anyone who is less than 18 years of age;
  - (b) Anyone who has been declared incapable by a court in Canada or in another country;
  - (c) A person who is not an individual; and,
  - (d) A person who has the status of a bankrupt.
- 6.2.2 In addition to Section 6.2.1, the Athlete Director shall be a current member of Ringette Canada's national team or athlete that currently competes at the international level in ringette or a retired Ringette Canada national team athlete or ringette athlete that competed at the national level not more than eight years prior to their election to the Board of Directors.

## **6.3 Nomination**

- 6.3.1 Prior to the annual meeting or as otherwise required, the Nominations Committee, as defined within these By-laws, shall be activated. The procedure for nominating Directors to be elected to the Board of Directors, shall be prescribed by the Board of Directors.

## **6.4 Powers**

- 6.4.1 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.
- 6.4.2 The Board of Directors shall exercise all its powers in compliance with the provisions of the Act, Regulations, Articles or these By-laws.
- 6.4.3 The Board of Directors shall be responsible for selecting, hiring and, where it determines it is necessary or desirable to do so, terminating, the Executive Director of the Association. The Executive Director may also be referred to as the Chief Executive Officer.
- 6.4.4 The Board of Directors shall prescribe such fees and make such assessments and levies on the Members or participants as it may deem necessary from time to time.
- 6.4.5 The Board may make policies, procedures, rules, and regulations to manage the affairs of the Association including policies and procedures relating to discipline of Members and participants.

- 6.4.6 The Board may employ or engage under contract people who will carry out the work of the Association.
- 6.4.7 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 in its discretion may deem expedient;
  - (b) To limit or increase the amount to be borrowed;
  - (c) Subject to Section 9.1.1, 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; or
  - (d) Subject to Section 9.1.1, 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.
- 6.4.8 The Board shall be responsible for reviewing the financial statements of the Association: i) in respect of unaudited quarterly financial statements, within 60 days of a quarter ending; and ii) in respect of the audited annual financial statements, within 90 days of year end.
- 6.4.9 The Board may perform any other duties from time to time as may be in the best interests of the Association provided that such duties are permitted by the Act and the Canadian Sport Governance Code, as amended from time to time.

## **6.5 Remuneration of Directors**

- 6.5.1 Directors shall not receive any stated remuneration for their services, but they shall be entitled to be reimbursed for their traveling and other expenses incurred in the course of engaging in their role as a Director of the Association. Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefor.

## **6.6 Quorum**

- 6.6.1 A quorum shall be a simple majority of the Board of Directors holding office.

## **6.7 Meetings**

- 6.7.1 The Board of Directors shall meet at least two times per calendar year, and more often if deemed necessary. Every Director is entitled to attend, vote and be heard at every meeting. Meeting locations shall be determined by the Directors.
- 6.7.2 The Notice of Meeting shall be provided at least fourteen (14) days in advance of the meeting date. The Notice of Meeting shall be by electronic means unless otherwise requested by the individual Director. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.7.3 The accidental omission to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting.



- 6.7.4 Unless otherwise specified in the Act, Regulations or Articles, or these Bylaws, questions arising at any meeting of the Board of Directors shall be decided by Ordinary Resolution. As determined by the Board of Directors, particular decisions such as Hall of Fame voting may be decided otherwise as determined by the Board of Directors.
- 6.7.5 No person shall act for an absent Director at a meeting of Directors.
- 6.7.6 Resolutions signed by all Directors entitled to vote on the resolution is equivalent to a vote taken at a meeting. Resolutions in this manner will be included as minutes of a meeting of Directors.
- 6.7.7 Every Director present at a meeting is deemed to consent to any resolution passed or action taken at that meeting, unless they direct their dissent to be recorded in the minutes.
- 6.7.8 Each Director, in attendance or participating, is entitled to one (1) vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon Ordinary Resolution.
- 6.7.9 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 6.7.10 The Directors may meet by teleconference or other electronic means that permit 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 with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
  - (b) Each Director has equal access to the specific means of communications to be used; and
  - (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 6.7.11 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.

## **6.8 Director Vacancies**

- 6.8.1 A Director ceases to hold office when:
- (a) The Director dies;
  - (b) The Director resigns;
  - (c) The Director is removed in accordance with the Act, Articles or By-Laws; or
  - (d) The Director no longer meets the qualifications or eligibility guidelines to be a Director.
- 6.8.2 The Board of Directors may, by Ordinary Resolution, appoint a Director, so long as the number of Directors appointed does not exceed one-third (1/3) of the total number of Directors authorized; or call a special meeting for the purpose of filling the vacancies. The term of the appointed Director expires at the end of the vacant term.
- 6.8.3 Where a Director vacancy occurs, and the Board of Directors does not fill the vacancy, the vacancy shall be filled by election at the next annual meeting. The Director elected to fill the vacancy will serve for the remainder of the vacant term.





- 6.8.4 Any Director appointed or elected under these By-laws does not hold the office of a Director unless they:
- (a) Were present at the meeting and consented;
  - (b) If not present at the meeting, consented in writing prior to the appointment or election; or acts as a director after the election or appointment

6.8.5 Where a Director is appointed or elected under these By-laws the person who completes the term shall be deemed to have completed a full term.

## **6.9 Removal of Director**

6.9.1 Any Director may be removed from their duties before the expiration of their term of office by Ordinary Resolution passed by the Members present at a Members' meeting convened for that purpose. The Members may elect any qualified person in their stead for the remainder of their term, provided the Director being removed has been given notice of and the opportunity to be heard at such meeting.

## **6.10 Duties of President**

6.10.1 The President shall:

- (a) Preside at all meetings of the Association and of the Board of Directors, or appoint a chairperson to preside at such meeting if not present;
- (b) Act as the chairperson and the spokesperson for the Board of Directors and for the Association; and
- (c) Carry out the decisions and policies of the annual meeting and exercise general oversight of the affairs of the Association.

6.10.2 By Ordinary Resolution of the Board, the President may appoint an acting representative during a period of their temporary absence.

## **6.11 Conflict of Interest**

6.11.1 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.

## **BY-LAW # 7 – STANDING COMMITTEES**

7.1 The standing committees of the Board shall be, at minimum, as follows:

- (a) Nominations Committee;
- (b) Governance and Ethics Committee;
- (c) Audit and Risk Committee.

7.2 The Nominations Committee shall be composed of an odd number of members, and shall consist of a Chairperson appointed by the Board of Directors from amongst any current Director of the Association not seeking election or re-election, the past president of the Association, or current or past president of a Member. Other members of the committee shall be recruited by the Chairperson and ratified by the Board of Directors; however, the Nominations Committee must not include any Director up for election and must include appropriate representation from the Board, including independent directors, athletes and other stakeholders





- 7.3 The Governance and Ethics Committee shall be composed of an odd number of members, which shall include at least three current Directors. The Chairperson shall be appointed by the Board of Directors from amongst any current Director of the Association, the past President of the Association, or current or past president of a Member. The Chairperson should have knowledge in governance and legal matters. Other members of the committee shall be recruited by the Chairperson and ratified by the Board of Directors.
- 7.4 The Audit and Risk Committee shall be composed of an odd number of members, which shall include at least three current Directors. The Chairperson shall be appointed by the Board of Directors from amongst any current Director of the Association, the past President of the Association, or current or past president of a Member. The Chairperson should have knowledge in financial administration. Other members of the committee shall be recruited by the Chairperson and ratified by the Board of Directors.
- 7.5 Where conditions warrant, the Board of Directors may establish ad hoc committees comprised of either Directors from the Board of Directors or individuals not members of the Board of Directors, or a combination thereof, to deal with specific areas of concern to the Board.
- 7.6 The Board of Directors shall approve terms of reference of all standing and ad hoc committees.
- 7.7 Members of Standing and Ad Hoc Committees of the Board of Directors shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Association, and in attending meetings of the Association.
- 7.8 All members of Standing and Ad Hoc Committees of the Board of Directors shall be subject to removal from their duties as committee members by Ordinary Resolution of the Board of Directors.

## **BY-LAW # 8 – MEMBERS’ MEETINGS**

### **8.1 Annual Meetings**

- 8.1.1 There shall be an annual meeting of the membership of the Association on the dates and places determined by the Board of Directors, which meeting shall take place within Canada unless all Members entitled to vote agree to hold the meeting outside of Canada. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditor shall be presented.
- 8.1.2 Individuals, other than Delegates, attending the annual meeting may only do so by personal request to the President in advance of the meeting. The President, in their sole discretion, will decide to permit the individual’s attendance or not.
- 8.1.3 The annual meeting will be held at least within fifteen (15) months of the last annual meeting but not later than six (6) months after the end of the Association’s preceding financial year.

### **8.2 Special Meetings**

- 8.2.1 A special 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 5% of the votes of the Association.

8.2.2 The agenda of such meetings will only deal with the issue that forced the meeting. Keeping cost and the issue at hand in mind, special meetings may be conducted in person or by alternative means such as conference call, video conferencing or other technologies which permit all attendees to participate.

### **8.3 Notice of Meetings**

8.3.1 Notice will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, 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.

8.3.2 Pursuant to subsection 197(1) of the Act (Fundamental Changes), 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.

### **8.4 Quorum**

8.4.1 Two -thirds (2/3) of the Members in good standing will constitute a quorum for meetings of Members.

### **8.5 Voting at Meetings**

8.5.1 Voting at meetings of Members shall be by show of hands or orally unless a secret ballot is demanded by a voting Member, which demand may be prior to voting, except as defined in these By-laws.

8.5.2 Members are each entitled to one (1) vote by way of a Delegate. Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution of the voting Members will decide each issue. In the case of a tie, the issue is defeated.

8.5.3 Any resolution signed by all voting Members shall be permitted and will be filed with the minute records and will have the same effect as if it were presented at a duly constituted meeting.

8.5.4 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.

8.5.5 Any Member entitled to vote at 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.

## **BY-LAW # 9 – FINANCE**

### **9.1 Income**

9.1.1 Notwithstanding the Articles, the Board of Directors do not have power to issue a debt obligation or trust indenture unless a Special Resolution has been approved at an annual meeting or special meeting by the Members; nor to delegate any borrowing powers conferred on it.

## **9.2 Fiscal Year**

9.2.1 The fiscal year shall be determined by the Board of Directors.

## **9.3 Remunerations to the Association**

- 9.3.1 The Board of Directors shall present to the Members in attendance at each annual meeting comparative financial statements relating to the immediately preceding financial year, the report of the Public Accountant and any further information respecting the financial position of the Association.
- 9.3.2 The documents outlined in Section 9.3.1 shall be approved and signed by at least two Directors after approval of the Board.
- 9.3.3 The documents outlined in Section 9.3.1 will be provided to the Members at least 21 days in advance of the annual meeting.
- 9.3.4 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, 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.
- 9.3.5 Notwithstanding Section 9.3.4, the audited annual financial statements must be posted in their entirety on the Association's website within six months of the end of its fiscal year.
- 9.3.6 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.

## **BY-LAW # 10 – INTERPRETATION**

- 10.1 The publication of the text of the By-laws or other business of the Association will be in the English and French languages. In the case of conflicting interpretations, the English version will prevail.
- 10.2 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 objectives, mission, vision and values of the Association.

## **BY-LAW # 11 – PUBLIC ACCOUNTANT AUDITORS**

- 11.1 The Members of the Association at the annual meeting each year, shall appoint a Public Accountant to be engaged for the purposes of auditing the books, records, and financial statements for the ensuing year, unless the members at the annual meeting, by Ordinary Resolution, dispense with the necessity of appointing such an auditor by empowering the Board of Directors to do so. The auditor will not be an employee or a Director of the Association but shall have remuneration fixed by the Directors.
- 11.2 If for any reason the position of Public Accountant is or becomes vacant, the Board of Directors shall immediately fill such vacancy to complete the unexpired term; however, in the event there is no Board quorum, a special meeting of the Members will be called to fill the vacancy.



- 11.3 The Public Accountant may attend all meetings of the Members of the Association and has a duty to answer any questions posed by the Members with ten (10) days' notice in advance of the meeting.
- 11.4 The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

## **BY-LAW #12 - FUNDAMENTAL CHANGES**

- 12.1 Subsection 197(1) of the Act requires a Special Resolution of all Members in order to make the following fundamental changes to these By-laws. 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 of the Act, 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.

## **BY-LAW # 13 – BY-LAW ENACTMENTS AND AMENDMENTS**

- 13.1 Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 13.2 Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Members present at the next meeting of Members. Upon Ordinary Resolution, any amendments will have immediate effect.

## **BY-LAW # 14 – INDEMNIFICATION**

- 14.1 Subject to the provisions of these By-laws and subsections 151(3) and (4) of the Act, 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.
- 14.2 The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, unlawful conduct, or bad faith.
- 14.3 The Association will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

## **BY-LAW # 15 - DISSOLUTION**

- 15.1 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.

## **BY-LAW # 16 – ADOPTION OF THESE BY-LAWS**

- 16.1 Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on May 22, 2024.
- 16.2 These By-laws are ratified by the Members of the Association at a meeting of Members duly called and held on June 17<sup>th</sup> 2024
- 16.3 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.