



**SCARBOROUGH CRICKET ASSOCIATION. INC. Est. 1981**

# SCARBOROUGH CRICKET ASSOCIATION

## CONSTITUTION BY-LAWS

**Date of Approval: Sunday January 30<sup>th</sup>, 2022**

**Location of Approval: Virtually at AGM via Zoom Video Conferencing**

<b>Date</b>	<b>Article Reference</b>	<b>Summary of Changes</b>	<b>Approved at Meeting Reference</b>
January 30, 2022	Approved at AGM. - Article 4.16	-Full Constitution Approved. - President's Term Limit changed to 6 Terms	2022 AGM
January 29, 2023	Article 4.16 Correction	Correct three to six	2023 AGM

**SCARBOROUGH CRICKET ASSOCIATION  
BY-LAWS**

**ARTICLE I                    GENERAL**

- 1.1     Purpose – These By-laws relate to the general conduct of the affairs of the Scarborough Cricket Association.
- 1.2     Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
  - b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *Corporation* – the Scarborough Cricket Association.
  - e) *Days* – days including weekends and holidays.
  - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - g) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
  - h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
  - j) *Special Resolution* – a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the voting members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the voting members entitled to vote at such meeting.
- 1.3     Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4     No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.5     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 of the Corporation.
- 1.6     Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.7     Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

**ARTICLE II                    MEMBERSHIP**

- 2.1     Categories – The Corporation has the following categories of Member:
- a) Member Club – Consists of clubs which are actively engaged in playing competitive and non-competitive cricket sanctioned by the Corporation. A Member Club must meet the following requirements:
    - i.     Play cricket in the GTA (East District)/Durham Region and have at least 90% of participants as Greater Toronto Area residents
    - ii.    Submit a membership application that includes the following:
      - a.    When the club was formed

- b. A list of members and members' addresses
  - c. A list of Directors and Officers
  - d. The club's By-laws
- iii. Have had their application approved by the Board.
- b) Associate Club – Clubs or leagues that are only competing in the Junior or Women Division. An Associate Club must have the following requirements:
  - i. Play cricket in the GTA (East District)/Durham Region and have at least 90% of participants as Greater Toronto Area residents
  - ii. Submit a membership application that includes the following:
    - a. When the league was formed
    - b. A list of Directors
    - c. The number of clubs and teams participating in the league
    - d. The league's By-laws
  - iii. Have had their application approved by the Board.

2.2 Team Restriction – Member Clubs are only allowed to have a maximum of two teams participating in the One Day competition and only one team per each additional competition. In addition to a club having two teams participating in the One Day competition, a Member Club is also allowed to have one T20, one T30 and one 50+ division team. This means a Member Club can have a total of five teams. Member Clubs that had more than two One Day teams at the end of the 2018 season can have those teams 'grandfathered' as an exception to this By-law. There is an exception to this By-law for Junior and Women teams (2.2).

2.3 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

#### **Authority of Members**

- 2.4 Membership Authority – The Members of the Corporation will have the following powers:
- a) To appoint the Auditor
  - b) To amend the By-laws
  - c) To elect Directors; and
  - d) As provided in the Act and in these By-laws

#### **Admission and Renewal of Members**

- 2.5 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
  - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
  - c) The candidate member has paid fees as prescribed by the Board;
  - d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
  - e) The candidate member meets any other condition of membership determined by the Board;
  - f) The candidate member has met the applicable definition listed in Section 2.1; and
  - g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

#### **Membership Fees and Duration**

2.6 Duration – Unless otherwise determined by the Board, membership with the Corporation begins on the date the Board approves the Member's application and ends one (1) year from the date of approval (or when the member resigns or is terminated from membership), subject to renewal, and subject to these By-laws or any other conditions of membership described in the Corporation's policies.

2.7 Fees – Membership fees will be determined by the Board.

2.8 Initiation Fees and Bond Deposits – Member Clubs are required to pay an initiation fee as part of their membership application. Associate Clubs are not required to pay an initiation fee unless they enter a team in the One Day, T20, T30 or 50+ competition. Member Clubs and Associate Clubs must pay a bond deposit with their membership application which shall remain with the Corporation until the club ceases to be a member.

2.9 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

### **Transfer, Suspension, and Termination of Membership**

2.10 Transfer – Membership in the Corporation is non-transferable.

2.11 Suspension – A Member may be suspended, pending the outcome of a disciplinary hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies;
- f) The Member's dissolution; or
- g) By Special Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

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

2.15 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.16 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

### **Good Standing**

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

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Corporation;
- c) Has complied with the By-laws, policies, and rules of the Corporation;
- d) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.18 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To serve as a Director or Officer of the Corporation;
- b) To be a member of a Committee of the Corporation;
- c) To attend, participate, and vote at meetings of the Members;
- d) To participate in the Corporation's activities; and
- e) To participate in other events associated with the Corporation.

2.19 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the 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.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least fifteen (15) days and not more than forty-five (45) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, and reasonable information to permit Members to make informed decisions.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for

the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Fifty percent (50%) of the total number of voting Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 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.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are delegates representing Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President and approved by an Ordinary Resolution of the voting Members in attendance in person or by proxy.

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

3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Member Clubs have one vote each, to be exercised by the Member Club's appointed Delegate.
- b) Associate Clubs do not have a vote.

3.14 Record Date for Voting – The Directors may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote.

3.16 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

3.17 Proxy Holder – A proxy holder will only hold a maximum of one (1) proxy.

- 3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
  - b) The votes may be verified as having been made by the Member entitled to vote; and
  - c) The Corporation is not able to identify how each Member voted.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes 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 ten (10) Directors.

4.2 Composition of the Board – The Board will consist of the following positions which will have the listed duties:

- a) President
  - i. Preside at all meetings of the Corporation and exercise general supervision over all the affairs of the Corporation.
  - ii. Represent the Corporation at all public functions and perform all other functions as the Corporation may, from time to time, determine.
  - iii. Present a report at the Annual Meeting.
- b) Vice President
  - i. Have the power to perform all the duties of President in the absence of the President.
  - ii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iii. Present a report at the Annual Meeting.
- c) Secretary
  - i. Keep proper and orderly records of the minutes of all meetings of the Members and meetings of the Board as well as all communication pertaining to the Corporation.
  - ii. Be responsible for all documents dealing with the Corporation's business and produce such documents for the Members or Board when asked to do so.
  - iii. Write correspondence on behalf of the Corporation.
  - iv. Present a report at the Annual Meeting.
- d) Treasurer (or 'Chief Financial Officer')
  - i. Keep accurate records of all finances received and disbursed by the Corporation.
  - ii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iii. Present a financial statement when called upon to do so by the Board and an audited financial report and a budget at the Annual Meeting.
- e) Registrar/Statistician
  - i. Be responsible for the compilation and maintenance of all club rosters and registration forms.
  - ii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iii. Present a report at the Annual Meeting.

- f) Grounds Coordinator
  - i. Be responsible for evaluating and co-ordinating maintenance at all grounds.
  - ii. Report to the President any serious problems regarding grounds.
  - iii. Present a report at the Annual Meeting.
- g) Assistant Grounds Coordinator
  - i. Perform all of the duties of the Grounds Coordinator in their absence.
  - ii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iii. Present a report at the Annual Meeting.
- h) Assistant Secretary/Treasurer
  - i. Perform the duties of the Schedule Coordinator (although duty may be shared or transferred to another Director).
  - ii. Perform all duties of the Secretary and/or Treasurer in their absence.
  - iii. Perform such other pertinent duties as the President or Board may determine from time to time.
- i) Public Relations Officer / Marketing Director
  - i. Provide media or other publications with reports of cricketing activities for publishing throughout the year.
  - ii. Obtain Press, TV and Radio coverage for all events sponsored by the Corporation.
  - iii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iv. Obtain sponsorships and grants for the Corporation.
- j) Webmaster
  - i. Be responsible for the maintenance and advancement of the Corporation's website.
  - ii. Perform such other pertinent duties as the President or Board may determine from time to time.
  - iii. Present a report at the Annual Meeting.

4.3 Past President – The immediate Past President of the Corporation may be invited to meetings of the Board but is not a Director and does not vote.

#### **Eligibility of Directors**

4.4 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be affiliated with a Member Club for a least three (3) years;
- c) Not be affiliated with an Associate Club;
- d) Pass the Corporation's Screening procedures;
- e) Not be a paid employee of the Corporation;
- f) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- g) Have the power under law to contract;
- h) Have not been declared incapable by a court in Canada or in another country; and
- i) Not have the status of bankrupt.

4.5 Officer Eligibility – To be eligible for election as President, Vice President or Treasurer, an individual must have served at least two (2) terms as a Director and be a current Director.

#### **Election of Directors**

4.6 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.7 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;



- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Corporation ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.8 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election ten (10) days prior to the Annual Meeting.

4.9 Nominations from the Floor – An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.10 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.11 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

4.12 Election – Directors will be elected at each Annual Meeting as follows:

- a) The President, Secretary, Treasurer, Registrar/Statistician, Grounds Coordinator and Webmaster will be elected at alternate Annual Meetings to those listed in sub-section b (even number years).
- b) The Vice President, Assistant Secretary/Treasurer, Assistant Grounds Coordinator, and Public Relations Officer will be elected at alternate Annual Meetings to those listed in sub-section a (odd number years).

4.13 Elections – Elections for each non-Director-at-Large position will be decided in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. 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 nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.14 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

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

4.16 President Term Limit – The President may only serve for six (6) consecutive terms but may be re-elected as President after being out of office for at least one (1) term.

### **Resignation and Removal of Directors**

4.17 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the

Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.18 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is absent from two (2) consecutive meetings of the Board without reasonable explanation, determined at the discretion of the Board;
- d) The Director is found to be incapable of managing property by a court or under Ontario law;
- e) The Director is found by a court to be of unsound mind;
- f) The Director is charged and/or convicted of any criminal offence, unless decided otherwise by the Board by Ordinary Resolution;
- g) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- h) The Director dies.

4.19 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

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

4.20 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

#### **Meetings of the Board**

4.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.22 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. 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. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.24 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.25 Number of Meetings – The Board will hold at least three (3) meetings per year.

4.26 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.30 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

4.32 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

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

4.34 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- i) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **ARTICLE V OFFICERS**

5.1 Composition – The Officers will be the President, Vice President, and Treasurer.

5.2 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Officer or Director.

5.3 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

## **ARTICLE VI COMMITTEES**

### **Committees**

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.3 Debts – No committee will have the authority to incur debts in the name of the Corporation.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>.

7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than \$100,000, the Members may decline, by 80% resolution, to appoint an auditor.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;

- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.7 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the President or any two of these Officers or persons shall be required on any financial instrument of the Corporation.

7.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.

7.9 Other Expenditures – Any single expenditure over thirty thousand dollars (\$30,000) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

7.10 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

### **Remuneration**

7.12 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

7.13 Conflict of Interest – 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 Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

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

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board of Directors. The new, amended, or revised By-law is effective until the next meeting of the Members, at which the Members may ratify the new, amended, or revised By-law by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

- b) Special Resolution of the voting Members present at a Special Meeting duly called to amend, revise or repeal these By-laws. Any amendments, revisions, addition or deletions will be effective immediately.

#### **ARTICLE IX NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the President.

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 emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) 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 Board or of 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 dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to not-for-profit organizations which carry on their work solely in the province of Ontario.

#### **ARTICLE XI INDEMNIFICATION**

11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

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

12.1 Ratification – These By-laws were ratified by Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on **[January 30, 2022]**.

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