

Skate Canada New Brunswick

Bylaws

ARTICLE 1 GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Skate Canada New Brunswick / Patinage Canada Nouveau-Brunswick.

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

- a) Act – the Companies Act, 2020 or any successor legislation
- b) Articles – the original or restated articles of incorporation or articles of amendment, Amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- c) Auditor – a Certified Professional Accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit and/or review the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting.
- d) Board – the Board of Directors of the Corporation.
- e) Club – a not-for-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors.
- f) Corporation – Skate Canada New Brunswick / Patinage Canada Nouveau-Brunswick.
- g) Days – days including weekends and holidays.
- h) Delegate – a representative of a Club or Skating School entitled to vote at Members Meetings.
- i) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- j) Member – each entity or individual outlined in Article II that meets the requirements for membership.
- k) Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- l) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
- m) Registrant – includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada but who is not a Member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a Member.
- n) Section – as defined by Skate Canada, “all Clubs/Skating Schools in the Province of New Brunswick”.
- o) Skate Canada Coach – a skating expert with the required NCCP qualifications to provide a remunerated service at Skate Canada sanctioned clubs and skating schools, both on and off-ice. These individuals have registered provided full payment and have met all professional coach registration requirements as set annually by Skate Canada.
- p) Skating School – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs.

- q) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of New Brunswick.

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 objectives.

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, words importing the masculine will include the feminine 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. These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

1.8 Affiliation with Skate Canada – As a Section of Skate Canada, the Corporation shall be a member in good standing with Skate Canada and the Corporation's Members must be registered members with Skate Canada. Membership in Skate Canada shall be considered as follows:

- a) Each Club and Skating School in good standing with its registered address being within the boundaries of the province of New Brunswick who has registered with Skate Canada shall be a member of Skate Canada and thus a member of Skate Canada New Brunswick;
- b) Each Registrant in good standing who has registered with a Club or Skating School in the Section and who has registered with Skate Canada as being resident within the Section shall be a member of that Section; and
- c) Each Skate Canada Coach who has registered with Skate Canada as being resident within the Section.

1.9 Hierarchy – Unless otherwise specified in these By-laws, the Corporation will be governed in order of hierarchy as follows:

- a) The Act
- b) The Corporation's By-laws
- c) The Corporation's policies, procedures, rules and regulations
- d) Skate Canada's By-laws, policies, procedures, rules and regulations.

ARTICLE 2 MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

- a) Clubs and Skating Schools as defined in 1.2.
- b) Skate Canada Coaches as defined in 1.2.

Conditions of Membership

- 2.2 Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate completes the Skate Canada application to become a member Club of Skate Canada, a member Skating School of Skate Canada, or a member Skate Canada Coach who resides in the province of New Brunswick;
 - b) The Corporation and Skate Canada approve the Skate Canada application;
 - c) The candidate member agrees to uphold and comply with the Corporation's governing documents;
 - d) The candidate member meets any other condition of membership determined by the Board; and
 - e) The candidate member has met the applicable definition listed in Section 2.1.

Membership Dues and Duration

2.3 Year – Unless otherwise determined by the Corporation, the membership year of the Corporation will be July 1st to June 30th.

2.4 Dues – Membership dues for the Corporation are required in the form of Skate Canada New Brunswick Program fees, which will be determined annually by the Corporation. All other membership dues will be determined annually by Skate Canada.

2.5 Duration – Membership duration is accorded on an annual basis in accordance with Skate Canada By-laws and Members will re-apply for membership annually.

Transfer, Suspension, and Termination of Membership

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

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline 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.

- 2.8 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member's annual membership with Skate Canada, unless renewed in accordance with these By-laws;
 - b) Resignation by the Member by giving written notice to the Corporation or to Skate Canada;
 - c) Dissolution of the Corporation;
 - d) A decision made by a panel in accordance with the Corporation's applicable discipline policies;
 - e) The Member's death; or
 - f) By Ordinary 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.

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

2.10 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues to Skate Canada 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.

2.11 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members. Skate Canada policies relating to the discipline of Members may also apply.

Good Standing

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

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

2.13 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board 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, including but not limited to the ability to compete or participate in the Corporation's activities, until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Annual Meeting – The Annual Meeting shall be held in New Brunswick at such time and place as determined by the Board. Any Member, upon request, will be provided, not less than fourteen (14) days before the annual meeting, with a copy of the approved financial statements or auditor's report.

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 10 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 Directors 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 fourteen (14) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 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 at least thirty (30) days prior to the meeting of the Members. Copies of all such business 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.

3.6 Quorum – A quorum for the transaction of business at a general or special meeting shall be representation by delegates from twenty-five percent (25%) of the number of member Clubs, but shall not be less than five of these members. 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. Any required quorum for specific elections is outlined in Article IV.

3.7 Attendance – The only persons entitled to attend a meeting of the Members are the Delegates on behalf of Clubs and Skating Schools, Skate Canada Coaches, the Directors, the auditors of the Corporation, and staff of the Corporation. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.8 Attending Delegates – Each Member Club or Skating School is entitled to send one Delegate to a Members Meeting, who shall have the right to cast such Member's votes on all matters submitted to a vote at the Members Meeting. Delegates can only represent one (1) Club or one (1) Skating School.

3.9 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Review of the agenda
- d) Approval of minutes of the previous Annual or Special Meeting
- e) Reports (Board, Staff, Committees)
- f) Consideration of Auditors Report (if any)
- g) Appointment of Auditors
- h) Business as specified in the meeting notice
- i) Election of new Directors
- j) Adjournment

3.10 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.

3.11 Adjournments – Any Members Meeting may be adjourned to any time and place as determined by Ordinary Resolution of the Members at the meeting and such

business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

Voting at Meetings of Members

3.12 Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) Clubs and Skating Schools shall have ten (10) votes each, cast via their one (1) Delegate. For further clarity, split votes are not permitted and each vote cast by the Delegate shall be registered as ten votes.
- b) Skate Canada Coaches shall each have one (1) vote.

3.13 Absentee Voting – Absentee voting is not permitted.

3.14 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.

3.15 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.

3.16 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.

3.17 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 4 GOVERNANCE

4.1 Directors – The Board will consist of eight (8) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) Chairperson
- b) Vice Chairperson
- c) Director Athlete Development
- d) Director Technical
- e) Director Finance
- f) Club Representative
- g) Coaching Representative
- h) Director-at-Large

Eligibility of Directors

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

- a) Be nineteen (19) years of age or older;
- b) Be one of the following:

- i. A registered member in good standing with a Club or Skating School in New Brunswick; or
- ii. A registered Skate Canada Coach in good standing with Skate Canada;
- c) Not be an employee of the Corporation;
- d) Have the power under law to contract;
- e) Have not been declared incapable by a court in Canada or in another country;
- f) Not have the status of bankrupt; and
- g) Be in good standing with the Corporation.

4.4 Additional Eligibility – In addition to the above eligibility requirements, candidates for the position of Director must meet the following requirements:

- a) Candidates are restricted to either Registrants or Skate Canada Coaches;
- b) Candidates for Coaching Representative are further restricted to Skate Canada Coaches;
- c) Candidates for Club Representative are further restricted to Club/Skating School Members and cannot be a Skate Canada Coach; and
- d) Candidates can only hold one (1) position on the Board of Directors.

Election of Directors

4.5 Nominations Committee – The Nominations Committee shall consist of one Director who is not up for election (and who shall serve as Chair), and two other Members or Registrants appointed by the Chairperson. The Nominations Committee shall submit a slate of Board Members-elect to the Chairperson at least twenty-eight (28) days prior to the Annual Meeting.

4.6 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 a Nominations Committee (if appointed);
- c) Be submitted to the Chairperson or the Registered Office of the Corporation forty-five (45) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board; and
- d) Individuals currently on the Board eligible to be re-elected are not subject to nomination but must provide written notice of their candidacy forty-five (45) days prior to the next scheduled Annual Meeting to the Chairperson or such other person as the Board may designate.

4.7 Nominations from the Floor – Nominations from the floor are not permitted.

4.8 Circulation of Nominations – Valid nominations will be circulated to Members at least fourteen (14) days prior to the Annual Meeting in which elections will occur.

4.9 Terms – Terms for Directors are as follows:

- a) The Chairperson will hold office for four (4) years and will hold such office until a successor has been duly elected in accordance with the Bylaws, unless the Chairperson resigns, is removed from, or vacates his/her office. A Chairperson may serve a second consecutive term of two (2) years after serving the initial four-year term as Chairperson. A Chairperson may not serve longer than six (6) years in succession as Chairperson.
- b) An Elected Director (all remaining positions) will hold office for two (2) years and will hold office until their successor has been duly elected in accordance with the

Bylaws, unless that Director resigns, is removed from, or vacates their office. An Elected Director may not serve more than three (3) consecutive terms in the same position.

- c) An Elected Director who has served three (3) consecutive terms, or a Chairperson who has served consecutive terms of four (4) years and two years (2), will be eligible for nomination to another position.
- d) An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve full terms as outlined above.

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

- a) The Chairperson will be elected every four (4) years in even-numbered years.
- b) The Director Athlete Development, Director Finance, and Coaching Representative will be elected in even-numbered years.
- c) The Vice Chairperson, Director Technical, Club Representative, and Director-at-Large will be elected in odd-numbered years.

4.11 Elections – Elections will be decided by the Members in accordance with the following:

- a) Elections will be conducted by secret ballot.
- b) Quorum for Specific Elections – The required quorum for the election of the Club Representative shall be 25% of the Clubs/Skating Schools, but not less than five (5) of these members. The required quorum for the election of the Coach's Representative shall be 25% of Skate Canada Coaches, but not less than five (5) of these members.
- c) One Valid Nomination – Winner declared by Ordinary Resolution.
- d) 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 the position, 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.

Resignation and Removal of Directors

4.12 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 Chairperson or the Corporation's Executive Director, 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.

4.13 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 is no longer registered with a Club or Skating School in New Brunswick or is no longer registered as a Skate Canada Coach;
- c) The Director resigns;
- d) The Director is found to be incapable of managing property by a court or under New Brunswick law;
- e) The Director is found by a court to be of unsound mind;

- f) The Director charged and/or convicted of any criminal offence related to the position;
- 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.

4.14 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting 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

4.15 Vacancy – Where 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 until the next Annual Meeting of Members. If there is a further year remaining in a Director's term beyond the next Annual Meeting, an election will be held to fill the remainder of this term.

Meetings of the Board

4.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chairperson or any two (2) members of the Board.

4.17 Chair – The Chairperson will be the Chair of all meetings of the Board unless designated by the Chairperson. In the absence of the Chairperson, or if the meeting of the Board was not called by the Chairperson, the Vice Chairperson (or designate) will be the Chair of the meeting, or another Director as determined by the Board.

4.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled 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 may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

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

4.20 Quorum – At any meeting of the Board, quorum will be a simple majority of Directors holding office.

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie vote, the issue is defeated.

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

4.23 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.

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

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

Duties of Directors

4.26 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.

4.27 Secretary of Meetings – The Board of Directors shall, from among its Directors, appoint the role of ‘Secretary of Meetings’ (for Board and member meetings) to one of its Directors on an annual basis. This role may be performed by either the appointed Director or the Executive Director, as determined by the Board.

Powers of the Board

4.28 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.

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

- a) Make policies and procedures or manage the affairs 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 and other registration requirements;
- f) Enable the Corporation to receive donations and benefits 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) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE 5 OFFICERS

5.1 Composition – The Officers will be comprised of the Chairperson, Vice Chairperson, Director Finance, and the Executive Director.

5.2 Term – The term of the Officers will be two (2) years or until they or their successors are elected or appointed. The exceptions to this term are the Chairperson

who is four (4) years term, and the Executive Director whose term is based upon their appointment to the position.

5.3 Duties – The duties of Officers are as follows:

- a) The Chairperson will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and will perform such other duties as may from time to time be established by the Board.
- c) The Director Finance will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets and will perform such other duties as may from time to time be established by the Board.
- d) The Executive Director will manage the day to day business of the Corporation (in full accordance with established regulations, policies and procedures) and will perform other responsibilities are directed by the Board. The Executive Director may attend all meetings of the Board (unless the Board determines otherwise) but will not vote.

5.4 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 Director.

5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE 6 COMMITTEES AND APPOINTMENTS

Standing Committees

6.1 Executive Committee – The Executive Committee will be comprised of the Chairperson, Vice Chairperson, Director Finance, and the Executive Director. The Executive Director is a non-voting participant. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Corporation's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board. This Committee shall be chaired by the Chairperson.

6.2 Finance Committee – The Finance Committee will be comprised of the Chairperson, Vice Chairperson, Director Finance, one (1) other Director, and the Executive Director. The Executive Director is a non-voting participant. This committee supervises the finances of the Corporation including budget finalization, investment of funds, and presentation of annual financial statements, and completion of any reports required. This Committee shall be chaired by the Director Finance.

6.3 Nominations Committee – The Nominations Committee shall consist of one Director who is not up for election (and who shall serve as Chair), and two other Members or Registrants appointed by the Chairperson. The Nominating Committee shall solicit nominations and submit a slate of Board Members-elect in accordance with Article IV of these By-Laws.

Ad-Hoc Committees

6.4 Appointment of Committees – In addition to the Standing Committees, the Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions.

6.5 Vacancy – When a vacancy occurs on any committee, other than the Executive Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.6 Removal – The Board may remove any member of any committee, other than the Executive Committee.

6.7 Debts – No committee, other than the Executive Committee, will have the authority to incur debts in the name of the Corporation.

ARTICLE 7 FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be July 1st to June 30th.

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.

7.4 Annual Financial Statements – The Directors will make available to the Members a copy of the annual financial statements at the 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 fourteen (14) 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. Minutes from meetings of the Board and records of the Corporation 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 registered office of the Corporation.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Executive Committee Members. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 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.

7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

Remuneration

7.9 No Remuneration – All Directors and members of Committees (with the exception of the Executive Director) will serve their term of office without remuneration (unless approved at a meeting of 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

7.10 Conflict of Interest – A Director, member of a Committee, or Member 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 8 AMENDMENT OF BY-LAWS

8.1 Amendments – These By-laws may only be amended, revised, repealed or added as follows:

- a) The By-laws will only be changed through agreement by Special Resolution at an Annual General Meeting or Special General Meeting.
- b) The By-laws may be proposed, amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw proposal, amendment, or repeal to the Members at the next Members Meeting, and the Members may, by Special Resolution, confirm, reject, repeal, or amend the Bylaw proposal, amendment. The Bylaw confirmation, amendment, or repeal is effective from the date of the Ordinary Resolution of the Directors. The Bylaw confirmation, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Members Meeting or if it is rejected by the Members at such meeting.

- c) Proposals, amendments, or repeals to the By-laws may be submitted by a Member. A Bylaw proposal, amendment, or repeal submitted by the Board must be signed by the Chairperson. A Bylaw proposal, amendment, or repeal submitted by a Member must be signed by the Member.
- d) Proposals, amendments, or repeals to the By-laws must be submitted in writing to the Registered Office of the Corporation ninety (90) days in advance of the Members Meeting at which they are to be considered. Proposals, amendments, or repeals to the By-laws shall be sent by the Corporation to each Member and each Director sixty (60) days prior to the date of the Members Meeting at which they are to be considered. Each Member and each Director shall have until forty-five (45) days prior to the date of such Members Meeting to respond, via written submission to the Registered Office, to any such proposals, amendments, or repeals. The Corporation shall notify each Member and each Director of any such responses (30) days prior to said Members Meeting.

8.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE 9 NOTICE

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

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 10 DISSOLUTION

10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE 11 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 him or her 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 his or her conduct was lawful.

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

ARTICLE 12 ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on September 20, 2023.

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.