

## **BY-LAW NO. 1**

A by-law relating to the conduct of the affairs of  
**EMERGENCY NORTH TRAINING INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the **EMERGENCY NORTH TRAINING INC.** (hereinafter called the "Corporation") as follows:

### **INTERPRETATION**

#### **1. Definitions**

In these bylaws, unless the context otherwise specifies requires:

- (a) "**Act**" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "**Articles**" means any instrument that incorporates the corporation or modifies its incorporating instrument including its Letters Patent dated September 23, 1997 (and any supplementary letters patent thereto) and any restated articles of incorporation, articles of amendment, articles of continuance, articles of arrangement, articles of reorganization, or articles of revival;
- (c) "**Board**" means the duly elected board of directors of the Corporation;
- (d) "**by-law**" means this by-law as amended from time to time, unless otherwise specified herein;
- (e) "**Chair**" means the chair of the Board;
- (f) "**Corporation**" refers to Emergency North Training Inc.;
- (g) "**Director**" means a duly elected director of the Corporation;
- (h) "**Member(s)**" refers collectively to the Voting Class A Members and Non-Voting Class B Members of the Corporation, unless otherwise specified herein; and
- (i) "**Officer**" means those duly elected as such by the Board.

#### **2. Interpretation**

In the interpretation of this By-Law unless the context otherwise requires, the following rules shall apply:

- (a) the headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (b) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto;
- (c) words importing the singular number include the plural and vice versa; words importing one gender include the other gender, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- (d) other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

### **3. Severability and Precedence**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any provision contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or Act, as the case may be, shall prevail.

## **NAME, HEAD OFFICE AND PURPOSE**

### **4. Name**

The Corporation shall carry its business and operations under the name “Emergency North Training Inc.”, subject to the Articles, and unless otherwise determined by the Board in accordance with the Act.

### **5. Head Office**

The head office of the Corporation shall be located within the District of Thunder Bay, in the Province of Ontario. The Directors may from time to time by resolution relocate the location of the head office of the Corporation within the place in Ontario designated as such by the Corporation’s Articles or by resolution of the Board.

### **6. Purpose**

The purpose of Corporation as set out in the Articles are to:

- (a) develop and deliver educational programs and services for members of the public and persons who respond to emergencies in Northwestern Ontario;
- (b) work in cooperation with others in developing and delivering the programs and services; and

- (c) the Board shall meet the above-noted objectives without incurring a loss in any fiscal year.

## **DIRECTORS**

### **7. Board Roles and Responsibilities**

Subject to the Act and the Articles, the business and affairs of the Corporation shall be managed and supervised by the Board.

### **8. Composition**

- (a) The Board shall be composed of a minimum of three (3) and a maximum of twelve (12) Directors. The number of Directors shall be determined from time to time by special resolution. Subject to the passing of such special resolution, the number of Directors shall be fixed at seven (7).
- (b) At least two-thirds (2/3) of the Board shall consist of Directors who are not employees of the Corporation or any affiliates of the Corporation (including the Ontario Association of Fire Chiefs).
- (c) The Board shall consist of at least one (1) Director resident in the District of Kenora, one (1) Director resident in the District of Rainy River and one (1) Director resident in the District of Thunder Bay, and one (1) Director that is a member of the Northern Fire Protection Program.

### **9. Qualifications of directors**

Every Director shall:

- (a) be an individual, at least eighteen (18) years of age or older, residing in Northwestern Ontario;
- (b) a Voting Class A Member of the Corporation;
- (c) have not been found under the Substitute Decisions Act, 1992 or the Mental Health Act to be incapable of managing property;
- (d) have not been found to be incapable by any court in Canada or elsewhere;
- (e) not have the status of a bankrupt;
- (f) be subject to any other qualifications imposed by the Act, from time to time.

### **10. Nominations and Elections**

The Nominating Committee, established by the Board, will receive nominations of individuals for the election of Directors at the Annual General Meeting. The Nominating Committee may accept nominations received, (a) from the floor, provided such nomination

is moved and seconded by a Class A Member, or (b) in writing at least seven (7) days in advance of the Annual General Meeting.

**11. Election of Directors and term of office.**

The Directors' term of office shall be for one (1) year from the date of the annual meeting at which they are appointed (or one (1) year from the annual meeting following the date at which they are appointed if appointed mid-term to fill a previously unfilled position).

**12. Vacancies**

Subject to the Act, any vacancy however occurring in the Board (except through an increase in the number of Directors), may, as long as there is a quorum of Directors then in office or a minimum of three (3) Directors in office, be filled by the Directors from among the qualified Directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of Members, and any Director appointed to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no directors in office, the meeting may be called by any Voting Class A Member.

**13. Vacation of office**

The office of a Director of the Corporation shall be vacated:

- (a) if they become bankrupt or a receiving order is made against them, or they make an assignment under the *Bankruptcy and Insolvency Act* (Canada);
- (b) if an order is made declaring them to be a mentally incompetent person or incapable of managing their own affairs;
- (c) if they are convicted of any criminal offence;
- (d) if by notice in writing to the Board they resign their office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- (e) if, a resolution of the Voting Class A Members is passed in accordance with section 14 herein; or
- (f) if they cease to be a Voting Class A Member.

**14. Removal of Directors**

The Voting Class A Members may, by a resolution passed by two-thirds (2/3) of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office and may, by a two-

thirds (2/3) of the votes cast at such meeting, elect any person in such Director's stead for the remainder of such Director's term. In the event a Director is removed by the Voting Class A Members in this manner, the Voting Class A Members may, at the same meeting, fill the vacancy created by a majority vote.

**15. Resignation**

Any Director may resign from office upon at any time during their term upon providing a written notice of resignation to the Corporation. A resignation shall be effective at the time it is received by the Corporation or at the time specified in the resignation, whichever is later.

**16. Consent**

A Director must consent to hold office as Director by:

- (a) consenting to hold office in writing before the election takes place or within ten (10) days after the election; or
- (b) not refusing to hold office if such person is present at the meeting when the election takes place.

**17. Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profits from their position of Director; provided that a Director may be paid reasonable expenses incurred in the performance of their duties, including travel costs for attending a function or meeting on behalf of the Corporation or for the benefit of the Corporation as directed by and approved by the Board.

**MEETINGS OF DIRECTORS**

**18. Means and place of meetings**

Meetings of the Board may be held either at the head office of the Corporation or at any other place within or outside Ontario, as determined by the Board. A meeting of the Directors or of a committee of Directors may be held entirely by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting; provided each Director has consented to meeting by such means. For greater clarity, such meetings may be held entirely by electronic means or by way of a hybrid with some attendees in person and others attending by telephone, electronic or other communication facilities.

**19. Regular Board Meetings**

- (a) The Board shall approve a meeting schedule annually. The approved schedule of Regular Board meetings shall be provided to all Directors in accordance with the Notice sections hereof.

- (b) There shall be a minimum of three (3) Regular Board meetings per fiscal year, with the final Board meeting being the Annual General Meeting. There shall not be more than fifteen (15) months between Annual General Meetings.
- (c) At least (5) five business days in advance of each Regular Board meeting Director's shall receive an email from the Secretary, or their appointee, that includes the time and place of the meeting, and in reasonable detail the matters, other than those of a routine nature, which are to be considered at the meeting.

## **20. Special Board Meetings**

Upon the request of the Chair, or any three (3) Directors, the Secretary shall convene a Special Board meeting. Notice of a Special Board meeting shall be provided to Directors at least three (3) business days in advance of the meeting; provided that Special Board meetings may be held at any time without formal notice if all Directors present or those absent have waived notice or have signified their consent in writing, either before or after, to the meeting being held in their absence.

## **21. Board Meeting Observers**

Observers must be approved by the Voting Class A/Active Members annually, for a term of one year, and shall have the right to be given notice of meetings of the Board, attend and participate in meetings of the Board, sit on committees of the Board and receive copies of all materials and documents necessary for participation in said meetings. Observers shall not, however, have the right to vote at meetings of the Board. Observers may include the Past-President.

## **22. Quorum and Voting.**

- (a) The presence of four (4) of the Directors or a majority of the Directors, whichever is less, shall constitute a quorum for the transaction of business.
- (b) Questions arising at any meeting of Directors shall be decided by a majority of votes.
- (c) Absentee and proxy voting are not permitted.
- (d) A resolution in writing, signed or delivered electronically by all of the Directors is as valid as if it had been passed at a meeting of the Directors. A copy of every resolution referred to above shall be kept with the minutes of meetings of the Directors.
- (e) In the case of an equality of votes or a tie, the Chair, in addition to their original vote, shall have a second or casting vote.

## **23. Rules of Order**

Subject to the Act and this by-law, the rules of conduct for Board meetings shall be Robert's Rules.

## **OFFICERS**

### **24. Election of Board Officers**

- (a) The Board shall elect from their numbers a President, a Vice-President, a Secretary and a Treasurer. All of the said Officers shall be appointed by the Board. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. With the exception of the Secretary/Treasurer, no Director may hold more than one Officer position at a time.
- (b) The duly elected President shall be a Director and the Chair.
- (c) The officers shall also include a Past-President who may or may not be an elected Director. The Past-President shall be the individual who held the position of President immediately prior to the President.
- (d) The Board may designate the offices of the Corporation, appoint Officers, specify their duties and may, by resolution, delegate to such officers the power to manage the affairs of the Corporation.

### **25. Terms of Office**

Each Officer shall be elected for a one (1) year term, beginning at the close of the Annual General meeting at which the person is elected, and ending at the close of the Annual General meeting in the year their term ends, unless otherwise determined by the Board.

### **26. Vacancies**

Vacancies among the Officers, however caused, shall be filled by the Board within sixty (60) days after the vacancy occurs. The election of Officers by the Board may be by a show of hands or resolution unless a ballot is demanded by any Director. Any Director who is removed as a director pursuant to this by-Law who is also an Officer shall cease to be an Officer upon removal as a Director.

### **27. Duties of Officers**

The Officers shall endeavor to fulfill their respective duties as set out in Appendix A. The Officers shall make every effort to ensure that all pertinent information is provided in a timely manner to the Board.

### **28. Remuneration and removal of officers**

Any officer who is also a director shall serve as such without remuneration and shall not receive, directly or indirectly, any profit from their position as officers, but may be paid reasonable expenses incurred by them in their performance of their duties as officers. All

officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

**29. Delegation of duties of Officers**

In the case of the absence or inability of any Office to act or perform their duties or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other person as determined by resolution of the Board for the time being.

**COMMITTEES**

**30. Constitution of Committees**

The Board may appoint from their number such committees, working groups or task groups as the Board deems necessary or expedient and shall determine the number of Directors to comprise such committee and the powers and duties of such committee. The committee shall thereafter have the powers to determine the quorum for the committee provided that the quorum shall be at least a majority of the committee members and shall be entitled, subject to the prior permission of the Board to retain such experts and other consultants as the committee deems necessary in carrying out their assigned duties. In the case of committees that have no decision-making authority and must report their recommendations to the entire Board, such committee may be constituted using persons other than Directors (includes Non-Voting Class B Members) provided that at least one (1) committee member shall be a Director.

**31. Procedures**

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

**32. Removal of Committee Member**

Any committee member may be removed by a two-third (2/3) vote of the Board at a duly held Director's meeting.

**33. Dissolution of Committees**

The Board may dissolve any standing committee by a majority vote at a duly held Director's meeting. Working groups and task groups shall automatically dissolve following the completion of the work or project for which they were formed.

**INDEMNITIES TO DIRECTORS AND OTHERS**

**34. Limitation of Liability**

Provided that the standard of care required by him or her has been satisfied, no Director, Officer or committee member of the Corporation shall be liable for the acts, receipts,



neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the respective duties of his or her office or in relation thereto, unless the same are occasioned by his/her own wrongful or wilful act or through his/her wilful neglect or default, and provided that he/she has:

- (a) complied with the Act and the Corporation's articles, bylaws, and policies and procedures; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

### **35. Indemnity**

Subject to the Act, the Corporation shall indemnify a Director, Officer and committee member of the Corporation, or a former Director, Officer, or committee member of the Corporation, and his or her heirs, executors and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation if,

- (a) he or she acted honestly and in good faith with a view to the best interest of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall indemnify such individual in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or applicable law.

### **36. Insurance**

Subject to the Act and any other applicable law, the Corporation shall purchase and maintain such insurance for the benefit of any individual entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the Board may from time to time determine.

### **37. Validity of Action**

No act or proceeding of any Director, Officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

### **38. Director's or Officer's Reliance**

Directors or Officers may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

## **CONFLICT OF INTEREST**

### **39. Conflict of interest**

A Director and Officer shall be bound by the conflict of interest provisions in the Act and any conflict of interest policy of the Corporation and shall disclose in writing to the Corporation or request to have entered in the minutes of the Board meeting or committee meetings, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Corporation if the Director or Officer:

- (a) is a party to the contract or transaction,
- (b) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or
- (c) has an indirect or direct material interest in a party to the contract or transaction.

Disclosure, as aforesaid, shall be made at the time and in the manner required by the Act, and a Director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction. Such Director or Officer, as the case may be, shall refrain from participating or influencing the discussion at the meeting related to any such contract or transaction.

### **40. Declaration of Interest**

- (a) If a Director, Officer or member of a Committee becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the director, officer or member of a committee shall make a declaration at the first Board meeting after he or she becomes so interested.
- (b) In the case of an existing contract, transaction, matter of decision, the declaration shall be made at: (i) the meeting of the Board after the individual becomes a Director, Officer or member of a committee, or (ii) if he or she is an existing Director, Officer, or member of a committee then at the first meeting after he or she becomes so interested.
- (c) A Director, Officer or member of a committee who makes a declaration of a conflict of interest pursuant to this Sections shall not, after making such a declaration, vote or be present at any meetings in which the proposed contract, transaction, matter or decision is being discussed, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall such individual be counted in any required quorum with respect to the vote.

- (d) Provided a Director, Officer or member of a committee, as the case may be, has made a declaration of conflict of interest in accordance with the Act and this by-Law, such individual is not accountable to the Corporation for any profits he or she may realize from the contract, transaction, matter or decision in which he or she declared his or her interest in.
- (e) In the event a Director, Officer or member of a committee fails to make a declaration of his or her interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director, Officer or member of a committee in addition to any other remedies available to the Corporation under statute, equity or common law.
- (f) The failure of any Director, Officer or member of a committee to disclose a conflict of interest in accordance with the Act and/or this By-Law shall not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (g) If a Director believes that any other Director, Officer or member of a committee is in a conflict of interest position with respect to any contract, transaction, matter or decision, such director shall request to have his or her concern entered in the minutes of the Board meeting, and the Director, Officer or member of a committee, as the case may be, with the alleged conflict of interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the director who communicated the initial concern, the Board, after the Director, Officer or committee member alleged to have a conflict of interest has absented himself or herself from the room, shall vote on whether such individual is, in the opinion of the Board, in a conflict of interest. If the Board finds such individual to be in a conflict of interest, that interested director, officer or committee member, as the case may be, shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director, Officer or member of a committee has a conflict of interest shall be determined by a majority vote of the Board and shall be final. If the Board finds that the person is not in conflict of interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each director shall be recorded in the minutes.
- (h) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes by the Board.
- (i) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this by-Law, the remaining number of the directors shall be deemed to constitute a quorum.

## **MEMBERSHIP**

### **41. Members**

Subject to the Articles, membership in the Corporation consist of two (2) classes of members:

- (a) **Voting Class A Members (also referred to as the “Active Members”)** which shall only consist only of individuals who:
- i. are individuals at least eighteen (18) years of age;
  - ii. are active members of a fire team providing fire protective services to a Municipality (whether incorporated or unincorporated) or a First Nation Community in the Districts of Kenora, Rainy River or Thunder Bay, in the Province of Ontario;
  - iii. attended FireCon (an event hosted by the Corporation) at least once during the two (2) preceding years prior to submitting their application to become a Voting Class A Member; and
  - iv. have applied to the Board and have been admitted as a Class A voting member in the Corporation by the Board.

In order to become a Voting Class A Member, an application must be made to the Board using the Corporation’s standard application forms. The applicant shall not become a Voting Class A Member until their membership is approved by resolution of the Board. Every applicant shall be informed promptly by the Secretary of the outcome of her/his application.

- (b) **Non-Voting Class B Members (also referred to as the “Associate Members or the “Sustaining Members”)** shall consist of:
- i. persons or individuals, as the case may be, who have attended FireCon (an event hosted by the Corporation) at least once in the preceding two (2) years; AND
  - ii. are either (A) persons (including individuals and corporations) who are service providers of fire fighting or safety equipment; or (B) individuals who are at least eighteen (18) years of age and are active members of a fire team provisions fire protective services to a Municipality or a First Nation Community outside the Districts of Kenora, Rainy River or Thunder Bay, in the Province of Ontario.

#### **42. Term of Membership**

Memberships are individual to each Member (whether a Voting Class A Member or a Non-Voting Class B Member) registered with the Corporation. The interest of a Member (whether a Voting Class A Member or a Non-Voting Class B Member) in the Corporation is not transferable and lapses and ceases to exist upon the earlier of:

- (a) in the case of an individual Member, their death, and in the case of a Member who is a corporation, its dissolution;
- (b) the Member’s written resignation in accordance with section 45 hereof;
- (c) the Member ceasing to qualify for membership in accordance with this by-law;

- (d) the Member's term of membership expiring;
- (e) the Member's removal in accordance with this by-law; and
- (f) the dissolution or liquidation of the Corporation.

**43. Expiration of Membership**

Subject to the Act, the term of each Member (whether a Voting Class A Member or a Non-Voting Class B Member) shall be one (1) year and shall expire at the close of the annual general meeting.

**44. Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership, the right and interests of a Member (whether a Voting Class A Member or a Non-Voting Class B Member) lapses and ceases to exist.

**45. Resignation**

Any Member may resign as a member of the Corporation, at any time, by delivering a written resignation to the Board. Any such resignation shall be effective at the time it is received by the Board or at any time specified in the resignation, whichever is later. In the case of resignation, a Member shall not be entitled to a refund of any membership fee paid, in whole or in part.

**46. Transferability and Termination of Membership**

A Member's membership (whether a Voting Class A Member or Non-Voting Class B Member) in the Corporation is not transferrable and shall automatically terminate upon:

- (a) their resignation, in writing, as a Member;
- (b) their death, in the case of an individual Member, or their dissolution, in the case of a corporate Member;
- (c) their removal in accordance with Section 47 hereof;
- (d) the expiration of their membership; or
- (e) the Corporation being liquidated and dissolved.

**47. Removal by Special Resolution of the Board**

The Board shall have authority to expel any Member for any one or more of the following grounds:

- (a) the Member has violated any provision of the Articles, by-laws or written policies of the Corporation;
- (b) the Member has carried out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion or contrary any standards of Professional Conduct adopted by the Corporation from time to time; or
- (c) any other reason that the Board acting in good faith considers to be fair and reasonable, and having regard to the purpose of the Corporation.

If the Board determines that a Member should be expelled from membership in the Corporation, the Chair, or such other Director or Officer as may be designated by the Board, shall provide fifteen (15) days' notice of the proposed expulsion to the member and shall provide reasons for the proposed expulsion. The Member may make a written submission to the Board, in response to the notice received within such fifteen (15) day period. If no written submission is received, the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of the Board held after such fifteen (15) day period, remove such Member, and the Chair, or such other Director or Officer as may be designated by the Board, shall notify the Member that the Member is expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board shall give the Member an opportunity to be heard, orally, not less than five (5) days before the expulsion of membership becomes effective. The Board's decision shall be final and binding on the Member without any further right of appeal to the Board.

Upon fifteen (15) days' written notice to a Member of the Corporation, the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a meeting of the Board held after such notice period has expired, remove such Member from the register of Members of the Corporation. Any such Member may re-apply for membership in the Corporation in the following fiscal year.

## **MEETING OF MEMBERS**

### **48. Annual Meetings**

The Annual General Meetings shall be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing directors, appointing auditors, and for the transaction of such other business as may be properly brought before the meeting.

### **49. Special Meetings**

The Board shall have the power to call a special meeting of Members at any time. The Board shall call a special meeting of Members upon the written petition of Class A Members carrying not less than ten percent (10%) of the voting rights. Such special meeting shall be held within twenty-one (21) days of such requisition unless the Act provides otherwise.

### **50. Special Business**

All business transacted at a special meeting or an Annual General Meeting, except consideration of the minutes of an earlier meeting, the financial statements and the report of

the public accountant or auditor, election of the Directors and appointment, or reappointment of the incumbent Directors or public accountant or auditor, constitute special business.

#### **51. Place of Meetings**

Subject to the Act, meetings of the Members of the Corporation shall be held at the head office of the Corporation or elsewhere in the municipality where the head office is situated, or, if the Board shall so determine, at some other place in Ontario, and on such date and time determined by the Board.

#### **52. Meetings by Electronic Means**

The Members' meeting can be held entirely by teleconference, videoconference or other electronic means provided that:

- (a) the Board has 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 quorum and recording votes; and
- (b) the Corporation makes such communication facility available and the person's entitled to attend the meeting have access to such communication facility.

#### **53. Notice of Meetings**

Notice of the day, time and place of each meeting of Members shall be given in the manner hereinafter provided (refer to Sections 63 to 67 hereof), not less than ten (10) days and not more than fifty (50) days before the date the meeting is to be held, to each Class A Voting Member of record at the close of business on the day on which the notice is given, who is entered on the books of the Corporation, and to each Director and the Corporation's auditor/accountant.

A Class A Voting Member and any other person entitled to attend a meeting of the Members may in any manner and at any time waive notice of a meeting of Members. Attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Notice of a meeting of Members at which special business is to be transacted shall state:

- (a) the nature of the business in sufficient detail to permit the Members to form a reasoned judgement thereon; and
- (b) the text of any resolution or by-law to be submitted to the meeting.

#### **54. Quorum**

A quorum for the transaction of business at any meeting of Members shall be four (4) of the persons present and entitled to vote thereat and shall also include Members who have elected to have their votes made by proxy. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a

quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, or, if authorized under Section 52 hereof, by electronic means.

If a quorum is not present within twenty (20) minutes after the time appointed for the meeting of the Members, the Chair shall adjourn the meeting to a fixed time and date.

#### **55. Right to Vote**

The only persons entitled to be present at a meeting of Members shall be Members entitled to vote at the meeting, the Board and the auditor/accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair at the meeting or with the consent of those present and entitled to vote at the meeting.

#### **56. Proxies**

Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders who must be a Voting Class A Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be in writing, shall be executed by the Member or by their attorney authorized in writing and shall, in all other respects, be in a form which complies with the Act.

The Corporation shall recognize a proxy only if it has been deposited with the Corporation and it shall be so deposited before any vote is taken under its authority, or at such earlier time as the Board, in compliance with the Act, prescribes and which has been specified in the notice calling the meeting.

#### **57. Show of Hands**

Subject to the Act, Articles and by-laws of the Corporation, and except where a ballot is demanded, voting on any question proposed for consideration at a meeting in person of Members shall be by show of hands. Voting at a meeting held by teleconference or videoconference or other electronic means shall be in accordance with the teleconferencing policy approved by the Board from time to time. At any meeting unless a poll is demanded, a declaration of the Chair that a question or motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **58. Ballots**

For any question proposed for consideration at a meeting of Members, either before or after a vote been taken, the Chair of the meeting or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the Chair directs and the decision of the Members on the question shall be determined by the result of such ballot.



Actual ballot counts in any election shall remain confidential and only the election result shall be published or announced.

**59. Participating at Meetings by Telephone or Other Electronic Means**

A person participating by electronic or other communication facility may vote by any such means if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation. A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

**60. Deciding Vote**

In case of an equality of votes at any meeting of Members either upon a show of hands or upon a ballot counts, the Chair of the meeting shall be entitled to a deciding vote.

**61. Votes to Govern**

At any meeting of the Members every question shall, unless otherwise required by the Act, Articles or by-laws of the Corporation, be determined by the majority of votes duly cast on the question.

**62. Adjournment**

The Chair at any meeting of Members may, with the consent of the Members present at the meeting and entitled to vote thereat, and subject to such conditions as such Members present at the meeting and entitled to vote may decide, adjourn the meeting to a fixed time and date.

**NOTICES**

**63. Manner of Giving Notice**

Any notice or other communication required or permitted to be given by the Corporation to any Member, Director, Officer, member of a committee of the Board or the public accountant pursuant to the Act, the regulations, the Articles, by-laws of the Corporation or otherwise shall be sufficiently given to such person if:

- (a) delivered personally to him or her, in which case it shall be deemed to have been given when so delivered;
- (b) delivered to his or her latest address shown in the records of the Corporation, or if no address be given therein, then to the last address of such person known to the secretary or the Board, in which case it shall be deemed to have been given when so delivered;
- (c) mailed to him or her at his or her latest addresses shown in the records of the Corporation, or if no address be given therein, then at the last address of such person known to the secretary or the Board, by ordinary mail, in which case it shall be deemed to have been given on the fifth (5th) day after it is deposited in a post office or public letter box; or

- (d) sent to him or her by telephonic or electronic means in accordance with the Electronic Commerce Act, 2000, S.O. 2000, c.17, in which case it shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

**64. Waiver of Notice**

Any Member, Director, Officer, member of a committee of the board or public accountant may waive or abridge the time for any notice required to be given him or her, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice. Any such waiver or abridgement shall be in writing.

**65. Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**66. Signatures to Notices**

The signature to any notice may be written, stamped, typewritten, printed or otherwise mechanically or electronically reproduced.

**67. Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**FISCAL YEAR**

- 68. The fiscal year of the Corporation shall terminate on the thirty-first (31<sup>st</sup>) day of December in each year or on such other date as the Directors may from time to time by resolution determine.

**EXECUTION OF DOCUMENTS**

**69. Execution of Documents**

Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by the Chair alone or any two (2) of the Officers or Directors. Further, the Board may authorize any Officer or Officers, or agent or agents, to enter into any contracts, documents or instruments in writing in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an Officer, no Officer, agent or employee shall

have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**70. Corporate Seal**

The seal of the Corporation, if any, may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board.

**71. Contracts and Instruments**

The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

**72. Cheques**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

**CUSTODY OF SECURITIES**

**73. Safekeeping of Shares and Securities**

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if authorized by resolution of the board, with such other depositories or in such other manner as may be determined from time to time by the board.

**74. Nominees**

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

**BANKING**

**75.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation

and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **AMENDMENT TO BY-LAW**

#### **76. Amendment**

Subject to matters requiring a special resolution pursuant to the Act, the Board may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation as it may see fit for the proper administration of affairs of the Corporation. Any by-law, amendment or repeal not requiring a special resolution pursuant to Section 78 hereof, and/or pursuant to the Act, shall be submitted to the Members at the next annual meeting or a special meeting of the Members called for that purpose, and the Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.

#### **77. Confirmation**

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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members or if it is rejected by the Members at the meeting.

#### **78. By-Laws Requiring Special Resolution**

Section 76 does not apply to a by-law or amendment that requires a special resolution of the Members pursuant to the Act.

A special resolution of the members is required to make any amendments to Subsection 8(a), Sections 41, 44,46, 53, 56-61, 63-67, 76-78, and any other amendments that require a special resolution of the Members pursuant to the Act.

### **EFFECTIVE DATE**

- 79.** Subject to its being confirmed by the Members, and subject to the provisions of the Act, this by-law shall come into force when enacted by the Board.

[SIGNATURE PAGE FOLLOWS]

PASSED the 28<sup>th</sup> day of August, 2024

\_\_\_\_\_  
Chair –

\_\_\_\_\_  
Vice-Chair –

\_\_\_\_\_  
Secretary –

\_\_\_\_\_  
Treasurer –

The foregoing By-law is hereby passed by the Directors of the Corporation pursuant to the *Not-for-Profit Corporations Act, 2010*, as evidenced by the respective signatures of all the Directors hereto:

DATED the 28<sup>th</sup> day of August, 2024

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\_\_\_\_\_

\_\_\_\_\_  
  
\_\_\_\_\_

The foregoing By-law is hereby confirmed by the Members of the Corporation pursuant to the *Not-for-Profit Corporations Act, 2010*, as evidenced by their respective signatures hereto:

DATED the 4<sup>th</sup> day of September, 2024

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