

ONTARIO TABLE TENNIS ASSOCIATION
CONSTITUTION AND BYLAWS

CONSTITUTION

1. *The name of the Corporation is "Ontario Table Tennis Association".*
2. The objects of the Corporation are:
 - a) To organize, promote and develop interest and participation in table tennis in Ontario and to regulate and govern table tennis competitions under its jurisdiction;
 - b) To seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Corporation, to promote game of table tennis;
 - c) To stimulate public's awareness and involvement, and to encourage participation in table tennis as a healthful exercise for improving physical fitness;
 - d) To provide opportunities for all table tennis players and to encourage and promote proficiency and excellence by Ontarians in all aspects of table tennis;
 - e) To encourage and support table tennis tournaments and competitions leading to participation in Provincial, National and International competition.
 - f) To uphold and promote the articles and objectives of Table Tennis Canada or such national sport governing body that is affiliated with the International Table Tennis Federation, with emphasis on safety, health and amateur sportsmanship; and
 - g) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.
3. The head office of the Corporation will be located as stated in the Bylaws.

ONTARIO TABLE TENNIS ASSOCIATION
BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Table Tennis Association (OTTA).
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- 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 appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
 - c) *Board* – the Board of Directors of OTTA.
 - d) *Corporation* – The Ontario Table Tennis Association.
 - e) *Days* – will mean days irrespective of weekends and holidays.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g) *Ex-Officio* – means membership or appointment by virtue of the office.
 - h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members.
 - j) *OTTA* – Ontario Table Tennis Association.
 - k) *Competitive Member*- any of the following who have applied for registration as a member with the Corporation, or a Member Club, who have agreed to abide by the Corporation’s by-laws, policies, rules and who have been accepted as a Competitive Member with the OTTA:
 - a. An “Athlete” is an individual person registered with a Member Club and the OTTA whose main objective is participation and competition in table tennis.
 - b. A “Coach” is an individual person registered with a Member Club and/or the OTTA who is certified or “trained” or “in-training status” by the Coaching Association of Canada under the National Coaching Certification Program.
 - c. An “Official” is an individual person acting as an official for competitive table tennis games.
 - l) *Recreational Member* A “recreational player” is an individual person registered with a Member Club and the OTTA whose main objective is participation recreationally in table tennis and b, who have agreed to abide by the Corporation’s by-laws, policies, rules and who have been accepted as a Recreational Member with the OTTA
 - m) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the Members for which proper notice has been given.
- 1.3 Head Office – The head office of the Corporation will be located within the Province of Ontario and may be changed by resolution of the Directors.

1.4 Corporate Seal - The Corporation may have a corporate seal which will be adopted and may be changed by resolution of the Directors.

1.5 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.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the corporation.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has three (3) categories of membership:

- a) Member Club
- b) Competitive Member
- c) Recreational Member

Qualifications for Membership

2.2

2.2.1 Member Club – A table tennis club that has a minimum of four (4) individuals who are the Corporation Competitive or Recreational Members, that has bylaws and policies that are consistent with those of the Corporation and that has paid its membership dues.

2.2.2 Competitive Member - Any individual whom applies for membership and is involved in rating events as a player, coach or official.

2.2.3 Recreational Member - Any individual whom applies for membership and is involved in non-rating events organized by OTTA and its affiliated clubs.

Admission of Members

2.3 Admission of Members - No club or individual will be admitted as a Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member shall be a Member in good standing;

- d) If the candidate member was at any time previously a Member, the candidate was a Member in good standing at the time of ceasing to be a Member or have regain its good standing status; and
- e) The candidate member has paid dues as prescribed by the Board.

2.4 Failure to be Admitted – Where a candidate club is not admitted to membership, written reasons will be provided.

Membership Dues

2.5 Year - Unless otherwise determined by the Board, the membership year of the Corporation will be one year from the date of registration and payment of membership fees.

2.6 Dues – Membership dues will be determined annually by the Board of Directors.

2.7 Deadline – Membership dues will be payable on the date of registration.

Withdrawal and Termination of Membership

2.8 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member resignation will become effective the date on which the request is approved by the Board.

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

2.10 Arrears A Member will be expelled from the Corporation for failing to pay membership dues by the deadline date prescribed herein.

2.11 Discipline – A Member and/or may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.12 Cease to be a Member – Any Member will cease to be a Member upon its dissolution or winding up of affairs or bankruptcy.

Good Standing

2.13 Definition – A Member of the Corporation will be in good standing provided that the Member

- a) owes no outstanding membership dues or other debts to the Corporation;
- b) has not ceased to be a Member;
- c) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- d) has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
- e) 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.

2.14 Cease to be in Good Standing - Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, 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 as set out above.

ARTICLE III: GOVERNANCE

Composition of the Board

- 3.1 Directors – The Board will consist of seven (7) Directors.
- 3.2 Composition of the Board – Directors of the Corporation will consist of the following:
- a) President
 - b) Treasurer
 - c) Secretary
 - d) Four (4) Directors-at-Large

Powers of the Board

- 3.3 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 3.4 Managing the Affairs of the Corporation – The Board may make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws.
- 3.5 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 3.6 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 3.7 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- 3.8 Borrowing Powers – The board may borrow money upon the credit of the Corporation as it deems necessary.

Election and Appointment of Directors

- 3.9 Eligibility - Any individual who is 18 years of age or older and who is not un-discharged bankrupt, who has the power under law to contract and is a Recreational or Competitive Member, may be nominated for election as a Director. Notwithstanding the requirement to be Recreational or Competitive Member of a Member Club, up to two (2)

Directors can be “independent” Directors and are not required to be registered with a Member Club, but may be duly nominated by a General Member or by the Nominating Committee.

3.10 Nominating Committee – The Board will appoint a Nominating Committee at least forty (40) days before the Annual Meeting who will be responsible to solicit nominations for the election of the Directors. The Nominating Committee will be composed of three – five (3 – 5) representatives.

3.11 Call for Nominations – At least thirty (30) days prior to the Annual Meeting, the Nominating Committee will issue a ‘Call for Nominations’ using any means of communication (including electronic). The ‘Call of Nominations’ will state the method which the nominations are to be made, any requirements and state the deadline for submission which will be no later than twenty (20) days prior to the Annual Meeting.

3.12 Nominating Committee Report – The Nominating Committee will ensure that there is a full slate of qualified candidate for all positions to be elected by the Members. The Chair of the Nominating Committee will report to the Board of Directors at least fifteen (15) days prior to the Annual Meeting the following:

- a) The names of all the candidates proposed by the Nominating Committee with a brief biography of each nominee Director.
- b) The Report will be distributed by fax, mail or e-mail to the voting Members at least fifteen (15) days prior to the Annual Meeting.

3.13 Election – The election of Directors will take place annually as follows:

- a) At the subsequent Annual General Meeting three (3) directors be elected for a three (3) year term, starting from 2022
- b) At the next subsequent Annual General Meeting two (2) directors be elected for a three (3) year term
- c) At the third subsequent Annual General Meeting two (2) directors be elected for a three (3) year term

3.14 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

3.15 Terms - Elected Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Elected Directors will be eligible for re-election as Directors.

Resignation and Removal of Directors

3.16 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where 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.

- 3.17 Vacate Office -- The office of any Director will be vacated automatically:
- If the Director is found by a court to be of unsound mind;
 - If the Director becomes bankrupt;
 - If the Director becomes an employee or contractor of the Corporation or an employee or contractor of a member of the Corporation;
 - If the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or any four (4) meetings including the Board of Director and Executive Committee Meetings, if the Director is on the Executive, in any twelve month period; or
 - Upon the Director's death.

3.18 Removal – An elected Director may be removed by a two third (2/3) majority vote of the Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

3.19 Vacancy - Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

3.20 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

3.21 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

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

3.23 Quorum – At any meeting of the Board of Directors, quorum will consist of four (4) Directors.

3.24 Voting – Unless specified otherwise, each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Corporation is entitled to a second vote upon a tie. Where a vote is necessary in-between Board of Director meetings, with forth-eight (48) hours' notice and agreed upon by a quorum of directors, a motion may be duly proposed and seconded, circulated and voted via email and would be considered a valid vote. An email vote must be completed within seventy two (72) hours of a motion duly moved and seconded. The motion failed if does not receive a majority vote within this time limit.

- 3.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 3.26 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 3.27 Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a Directors' meeting.
- 3.28 In Camera Meetings – *In Camera* meetings may be called by the President or two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the membership or public.

Duties of Directors

- 3.29 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.
 - c) ensure all documents and discussions are kept private and confidential. Only the President or designate can speak on behalf of the Board.

ARTICLE IV: OFFICERS

- 4.1 Officers - The Officers of the Corporation are the President, the 1st Vice-President, the 2nd Vice-President, the Treasurer, and the Secretary.
- 4.2 Appoint of Officers - The Board shall appoint Officers noted in 4.1) at the first board meeting to be held immediately after the AGM each year. The Board may from time to time appoint Officers other than those identified in Article 4.1 who need not be Directors or Members of the Corporation. Where there is a vacancy in an Officer's position, the Board shall appoint a qualified director to fill the vacancy at the next immediate Board meeting
- 4.3 Duties - The duties of Officers are as follows:
- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and General Meetings of the Corporation and at meetings of the Board and the Executive Committee and will perform such other duties as may from time to time be established by the Board;
 - b) The 1st Vice President will support and assist the President in all duties; will assist in the design and delivery of technical programs for the development of athletes, coaches and officials, and will perform such other duties as may from time to time be established by the Board;

- c) The 2nd Vice President will support and assist the President in all duties; will be responsible for maintaining membership registration records, the collection of data to be used for insurance, and funding applications, and will perform such other duties as may from time to time be established by the Board;
- d) The Treasurer 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; as directed by the Board 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; and will perform such other duties as may from time to time be established by the Board;
- e) The Secretary will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Corporation's Constitution and Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation;) will be the custodian of the seal of the Corporation and will perform such other duties as may from time to time be established by the Board;

4.4 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

4.5 Executive Committee - The Executive Committee will be comprised of the Officers, and the Manager of Programs and Operations, if applicable, who will be a non-voting member of the Executive Committee. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

Other Committees

4.6 Appointment of 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 of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

4.7 Quorum - A quorum for any committee will be the majority of its voting members.

4.8 Terms of Reference -- The Board will establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

4.9 Vacancy -- When a vacancy occurs on any Committee, upon a recommendation of the Committee Chairperson the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

- 4.10 President Ex-officio -- The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.
- 4.11 Removal -- The Board may remove any member of any Committee.

Remuneration

- 4.12 No Remuneration -- All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

Conflict of Interest

- 4.13 Conflict of Interest -- A Director, Officer, Executive Committee member 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 V: MEETINGS OF MEMBERS

- 5.1 Types of Meetings -- Meetings of Members will include Annual General Meetings and Special Meetings.

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

- 5.2 Location and Date -- The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within 15 months of the last Annual General Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

- 5.3 Participation by Electronic Means -- Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such mean available. A person so participating in a meeting is deemed to be present at the meeting.

- 5.4 Notice - Written or electronic notice of meetings of Members will be given to all voting Members at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain, a reminder of the right to vote by proxy, a proposed agenda and reasonable information to permit Members to make informed decisions; and state the text of any special resolution to be decided.

- 5.5 Waiver of Notice -- Any person who is entitle 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 Bylaws.

- 5.6 Error or Omission in Giving Notice - No error or omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
- 5.7 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least ten (10) days prior to the meeting date.
- 5.8 Quorum – Five (5) of the voting Members excluding proxy votes, 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.
- 5.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 5.10 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Approval of the Agenda
 - d) Adoption of Minutes of the previous Annual Meeting
 - e) Report of Auditors
 - f) Appointment of Auditors
 - g) Business as specified in the meeting notice
 - h) Election of new Directors
 - i) Adjournment
- 5.11 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.

Voting at Meetings of Members

5.12 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Member Clubs can be represented by
 - a. appointed delegate, in accordance with section 5.14, to attend and participate in meetings and are entitled to the number of votes as follows:
 1. 4– 10 Competitive or Recreational Members – 1 Vote;
 2. 11 – 50 Competitive or Recreational Members – 2 Votes
 3. 51 - 100 Competitive or Recreational Members – 3 Votes;
 4. 101- 300 Competitive or Recreational Members – 4 Votes.
 5. 301 and more Competitive or Recreational Members – 5 Votes.

b. Board Director – each one entitled to one vote replacing the one of votes of the Member Club's where Board Member is Recreational or Competitive Member.

- b) Competitive Members may attend and participate in meetings but are not entitled to vote;
- c) Recreational Members may attend and participate in meetings but are not entitled to vote;

5.13 Double Votes – Member Clubs who have registered all individuals associated with their club with the Corporation will be entitled to double their voting numbers provided in Section 5.12 above. The Board of Directors will determine in their sole discretion whether or not the Member Club has registered all individuals.

5.14 Club Delegate - In the absence of the applicable Member Club President at a meeting of Members, the applicable Member Club's Board of Directors will appoint in writing to the Corporation, seven (7) day prior to the meeting of members, a Delegate to represent the applicable Club Member. Delegates must be eighteen years of age and older and a Recreational or Competitive Member in good-standing of the Corporation.

5.15 Proxy Voting – Voting Members may vote at meetings of the Corporation by proxy if:

- a) The Voting Member notified the Corporation in writing at least five (5) days prior to any meeting of the Corporation of an appointment of a designate who is a voting member;
- b) The proxy is received by the designate prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting;
- d) The proxy clearly states to whom the proxy is given (a maximum of ten proxies per person); and
- e) The proxy signature matches the signature of the annual registration form.

5.16 Determination of Votes - Votes will be determined by a show of hands or voting credentials unless a recorded ballot is requested by the majority of those Members voting.

5.17 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes and votes representing at least three (3) Member Clubs will decide each issue. The four (4) Member Clubs will not be in a situation where they are in a real conflict of interest where a conflict of interest is defined as a situation which results in a real incompatibility between a Club's private interests and a Club's fiduciary duties to the Association.

5.18 Written Resolutions - A resolution in writing signed by all the voting Members is as valid as if it had been passed at a Members' meeting.

5.19 Voting by Mail or Electronic Means – A voting member may vote by mail, telephonic or electronic means, instead of proxy, if:

- a) The votes may be verified as having been made by the member entitled to vote; and
- b) The Corporations is not able to identify how each member voted.



ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year – The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
- 6.2. Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 6.3 External Licensed Public Accountant - At each Annual General Meeting the Members will appoint an external Ontario licensed public accountant (LPA) to review or audit the books, accounts and records of the Corporation who provide a review engagement report or audit report to the Members at the next Annual General Meeting. The decision to review or audit will be at the discretion of the Board of Directors based on external requirement and funding. The LPA will hold office until the next Annual Meeting.
- 6.4 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.5 Signing Authority - The Officers of the Corporation will have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions will require two signatures. Amounts under \$1,000 may be signed at the sole discretion of the Treasurer and/or the Manager of Programs and Operations.
- 6.6 Execution of Agreements - All written agreements entered into in the name of the Corporation will be signed by two Officers, one of which will be the President. The Board of Directors may authorize other persons to sign on behalf of the Corporation.
- 6.7 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.
- 6.8 Borrowing - The Corporation may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by Directors resolution. Any Bylaws changes will be submitted to the Members at the next Meeting of Members and the voting Members may confirm, reject or amend the Bylaws by ordinary resolution.
- 7.2 Effective Date – Bylaw amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a Members Meeting.
- 7.3 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be

considered.

7.4 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 8.1 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Active Members present and entitled to vote.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, 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 Corporation, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice shall 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or 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 IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board and ratified by a two-thirds affirmative vote of the Members eligible and present at a meeting of members.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify -- The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify -- The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed upon him/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 or other entity, as the case may be; 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.

10.3 Insurance - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI FUNDAMENTAL CHANGES

11.1 Fundamental Changes – A special resolution (2/3 vote) of all Members, (whether voting or non-voting) to make the

following fundamental changes to the by-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new class or group of members;
- d) Change a condition required for being a member;
- e) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- f) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, directors;
- i) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- j) Change the manner of giving notice to members entitled to vote at a meeting of members;
- k) Change the method of voting by members not in attendance at a meeting of the members; or
- l) Add, change or remove any other provision that is permitted by the Act which are set out in the articles.

ARTICLE XII ADOPTION OF THESE BYLAWS

12.1 Adoption by Members— These Bylaws are adopted by a two-thirds affirmative vote of the Members of the Corporation Present and entitled to vote at a Meeting of Members duly called and held on August 29th, 2021.

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