

BY-LAW NO. 4

being the General By-law of

WATERLOO REGION MINOR FOOTBALL ASSOCIATION (hereinafter referred to as the "Corporation")

SECTION 1 - GENERAL

1.01 Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise 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. "**appoint**" means "**elect**" and vice versa;
- c. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, or revival of the Corporation;
- d. "**Board**" means the board of Directors of the Corporation;
- e. "**By-laws**" means this By-law (including the schedules to this By-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. "**Chair**" means the chair of the Board;
- g. "**Corporation**" means the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;
- h. "**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- i. "**Meeting of Members**" means an annual meeting of members and a special meeting of members;
- j. "**Member**" means a member of the Corporation;
- k. "**Members**" means the collective membership of the Corporation;

1. "Officer" means an officer of the Corporation;
- m. "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution, where said majority includes a majority of the Members voting on that resolution; and
- n. "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, where said two-thirds (2/3) majority includes a two-thirds (2/3) majority of the Members voting on that resolution.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Registered Office and Records

The address of the registered office of the Corporation shall be in the Regional Municipality of Waterloo in the Province of Ontario, Canada as specified in the Articles and at such location therein as the Board may from time to time determine.

1.04 Books and Records

Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

1.05 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 of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.06 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.07 Execution of Documents

Except at otherwise set forth by this bylaw, or required pursuant to the Act, all cheques, deeds, transfers, assignments, contracts, obligations and other documents or instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – CORPORATE RECORDS

2.01 Corporate Records to be Kept

The Corporation shall prepare and maintain records containing,

- a. the Corporation's Articles and By-laws, and amendments to them;
- b. the minutes of meetings of the Members and of any committee of members;
- c. the resolutions of the Members and of any committee of members;
- d. the minutes of meetings of the Directors and of any committee of Directors;
- e. the resolutions of the Directors and of any committee of Directors;
- f. a register of Directors;
- g. a register of Officers;
- h. a register of Members;
- i. accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
- j. a register of ownership interests in land.

2.02 Retention of Accounting Records

Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Corporation shall retain the accounting records for six (6) years.

SECTION 3 – MEMBERSHIP

3.01 Membership Conditions

Subject and pursuant to the Articles, there shall be one class of members in the Corporation, namely, Members. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by the Board of Directors acting in its sole and absolute discretion, by resolution or such other manner as may be determined by the Board of Directors. The following conditions of membership shall apply:

- a. As set out in the Articles, each Member in good standing is entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings;
- b. The conditions for eligibility for membership in the Corporation are as follows:
 - i. If in the case of a player, such player has attained the age of 18 years of age as at the December 1 immediately prior to the year for which the player has registered;
 - ii. One parent or guardian of a player in the case that such player does not meet the requirement above;
 - iii. Head coached, assistant coaches and team managers; and
 - iv. Such other persons as may be designated from time to time by the Board of Directors, acting in its sole and absolute discretion.
- c. A Member is considered to be in “**good standing**” if, as at the November 30 of the then-current playing year:
 - i. Has paid all required fees, charges, and expenses due and owing to the Corporation;
 - ii. Has returned to the equipment manager all borrowed equipment belonging to the Corporation; and
 - iii. Has no unresolved disciplinary issues with the Corporation.
- d. Membership is for a term of one year or lesser part thereof from February 1 of each year to the conclusion of the following annual meeting of the Members of the Corporation; and
- e. Membership and/or player dues shall be as set out by the Board of Directors from time to time, acting in their sole and absolute discretion.

3.02 Transfer of Membership

A membership may not be transferred. A Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

3.03 Termination of Membership

A membership in the Corporation is terminated when:

- a. the Member dies;
- b. a Member fails to maintain any qualifications for membership in good standing described in the section on membership conditions of these By-laws;
- c. the Member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the Articles or By-laws;
- e. the Member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

3.04 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

3.05 Discipline of Members.

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

- a. violating any provision of the Articles, Bylaws or written policies of the Corporation;
- b. carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
- c. any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen-day (15) period. If no written submission is received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section, the Board will consider such submission in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member without any further right of appeal.

SECTION 4 – MEETINGS OF THE MEMBERS

4.01 Place of Members' Meeting

Pursuant to s.53(1) of the Act, meetings of the Members of the corporation must be held within Ontario at a place within Ontario that the Directors determine.

4.02 Meetings Held by Electronic Means

If the Directors or Members call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or

electronic means that permits all participants to communicate adequately with each other during the meeting.

4.03 Meeting outside Ontario

Despite s. 53(1) of the Act, a meeting of the Members may be held at a place outside Ontario if the place is specified in the Articles or all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.

4.04 Notice of Members' Meetings

The corporation shall give notice of the time and place of a meeting of the Members not less than 10 days and not more than 50 days before the meeting, to,

- a. each Member entitled to receive notice of the meeting;
- b. each Director; and
- c. the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation.

The Corporation is not required to give notice to Members who were not registered on the records of the Corporation on the record date determined, but failure to receive a notice does not deprive a Member in good standing of the right to vote at the meeting.

4.5.1 Waiver of notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.5.2 Adjournment

If a meeting of the Members is adjourned for less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement at the meeting that is adjourned.

4.07 Notice of continuation of adjourned meeting

If a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in accordance with the Act.

4.08 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

4.09 Special Business

All business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for the following:

- a. consideration of the financial statements;
- b. consideration of the audit or review engagement report, if any;
- c. an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- d. election of Directors; or
- e. reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.10 Notice of Meeting for Special Business

Notice of a meeting of the Members at which special business is to be transacted must:

- a. state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- b. state the text of any special resolution to be submitted to the meeting

4.11 Member's Right to Submit and Discuss Proposals

A Member entitled to vote at an annual meeting of the Members may:

- a. give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a “proposal”; and
- b. discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

The Corporation shall include the proposal in the notice of meeting required under section 55 of the Act

Upon the request of the Member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member.

A proposal may include nominations for the election of Directors if the proposal is signed by not less than ten (10%) percent of the Members of the Corporation entitled to vote at the meeting.

4.12 Quorum for a Members' Meeting

The quorum for a meeting of the Members is 25 Members in good standing who are entitled to vote at the meeting, present in person. 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. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business. If the Corporation has fewer than 25 Members, a majority of such Members present in person constitutes quorum.

4.13 Voting

Voting at a meeting of the Members shall be by show of hands unless a ballot is demanded by a Member entitled to vote at the meeting. Only Members in good standing shall be entitled to vote at a meeting. A Member may demand a ballot either before or after any vote.

4.14 Resolution in Lieu of Meeting

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.

4.15 Resolutions Kept with Minutes

The corporation shall keep a copy of every resolution with the minutes of the meetings of the members.

SECTION 5 - DIRECTORS

5.01 Number of Directors

If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by special resolution or, if the special resolution empowers the Board to determine the number, by resolution of the Board.

5.02 Nomination

A member may nominate a member in good standing to stand for election as a director of the Corporation by submitting a nomination form to the Secretary in the manner required by the Corporation on or before the October 15 prior to the next annual meeting of the Members at which directors are to be elected.

The Secretary, upon receiving said nomination, shall forthwith notify the nominee who must, as soon as practicable, deliver to the Secretary a consent in writing to be a director of the Corporation if elected and a fresh police check. Should the nominee fail to do so, then the nomination shall be null and void.

The Board shall review the nomination and, in their sole and absolute discretion, determine whether or not the Corporation shall accept the nomination. The decision of the Board as to whether the Corporation shall accept the nomination shall be final and binding with no right of review or appeal.

5.03 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

Once a Director has been elected, for each subsequent year that they are to serve as a Director, they must obtain and submit to the Secretary of the Corporation a fresh police check, prior to the first meeting of the Board in such year.

The past President is an ex-officio Director and enjoys all of the rights and privileges of a duly elected Director for the one year term immediately following their term of office as President.

5.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director ceases to be a member in good standing of the Corporation;
- c. if the Director dies or becomes bankrupt;
- d. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- e. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

5.04 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. 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 Member; and
- c. a quorum of Directors may fill a vacancy among the Directors.

5.05 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated;
- b. Each committee shall conduct its business in the same manner as the Board conducts its business under Section 6; and

- c. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

5.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and

Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [*Charities Accounting Act*](#).

SECTION 6 - BOARD MEETINGS

6.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

6.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Sections 4.04 and 11 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. 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.

6.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

6.05 Quorum

The Presence of a majority of the minimum number of Directors required by the Articles shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

6.06 Voting

Each Director has one vote. Except as otherwise expressly provided by the By-laws, Articles, or the Act, questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall, both on a show of hands and a poll, have a second or casting vote.

6.07 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

With the consent of all of the Directors of the Corporation, a Board meeting or meetings of any committees of the Board may be held entirely by means of telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

A Director participating by such means is deemed to be present at that meeting.

6.08 Resolution in Writing of Board

Unless otherwise restricted by the Articles or the By-laws, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minute of proceedings of the Board or committee in accordance with the Act.

SECTION 7 - OFFICERS

7.01 Officers

The Board shall appoint from among the Directors a President and may appoint any other Member in good standing of the Corporation to be Vice President, Treasurer, and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President shall be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board removing them. The board may remove any Officer either for or without cause in its sole and absolute discretion.

Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. ceasing to be a Director or Member in good standing (where it is a necessary qualification for appointment per s. 7.01 above); or
- d. such Officer's death.

7.03 Duties

Officers shall be responsible for the duties assigned or delegated to them by the Board and they may delegate to others the performance of any or all of such duties with the written consent of the Board.

7.04 Duties of the Chair

The President shall serve as the Chair of the Board of the Corporation. The Chair of the Board shall preside at all meetings of the Board and of the Members. The Chair shall have such other duties as may be required by law or as the Board may determine from time to time.

7.05 Duties of the President

The President, in addition to their duties as Chair, shall sign such contracts, documents, or instruments in writing as require their signature. The president shall be the chief administrative officer of the corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation the President shall be deemed to be an agent of the Corporation acting under the authority of and at the express intention and express direction of the Board or any committee thereof, as the case may be. The President shall also be responsible for such other duties as may be required by law or as the Board may determine from time to time.

7.06 Duties of the Vice President(s)

The Vice President, if appointed, or if more than one the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President(s) shall sign such contracts, documents, or instruments in writing as require their signature(s) and shall have such other powers and duties as may be required by law or as the Board may determine from time to time.

7.06 Duties of the Treasurer

The Treasurer, if appointed, shall have the care and custody of all of the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Board may direct. The Treasurer shall sign such contracts, documents, or instruments in writing as require his or her signature and shall have such other powers and duties as may be required by law or as the Board may determine from time to time. The Treasurer may be required to give such bond for the faithful performance of their duties as the Board in their sole and absolute discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

7.07 Duties of the Secretary

The Secretary, if appointed, shall act as secretary of all meetings of Directors and Members and shall have charge of the Minute Book of the Corporation and the documents and registers referred to in the Act. The Secretary shall sign such contracts, documents, or instruments in writing as require their signature, and shall have such other powers and duties as may be required by law or as the Board may determine from time to time.

SECTION 8 – CORPORATE FINANCE

8.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

The Treasurer (or such other Officer or Director as may be designated by the Board) is authorized to transact the banking affairs of the Corporation. The Treasurer (or designate) is hereby authorized to:

- a. Operate the Corporation's account(s) with the bank;
- b. Accept, endorse, negotiate, lodge, deposit, or transfer any cheque, note, draft, acceptance, bill of exchange, or order for the payment of money;
- c. Issue receipts for and orders with respect to the property of the Corporation;
- d. Execute any agreements with respect to the banking affairs of the Corporation; and
- e. Authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

8.02 Financial Year

The financial year of the Corporation ends on November 30th in each year or on such other date as the Board may from time to time by resolution determine.

8.03 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

8.04 Delegation of Borrowing Powers

The Directors may by resolution delegate the powers referred to in section 6.07 to a Director, a committee of Directors or an Officer.

8.05 Members' Annual Contribution or Dues

The Directors may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

8.06 Ownership of Property

If the Corporation owns any property of any kind that is transferred to or otherwise vested in the Corporation and does not hold any property in trust unless that property was transferred to the Corporation expressly in trust for a specific purpose or purposes.

8.07 Investments by the Corporation

The Corporation may invest its funds as its Directors think fit, subject to any restrictions in the Articles, the By-laws or any limitations accompanying a gift.

SECTION 9 - PROTECTION OF DIRECTORS AND OTHERS

9.01 Limitation of Liability of Directors and Officers

Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.02 Indemnity for Directors and Officers

The Corporation shall indemnify a Director or Officer of the Corporation or a former Director or Officer of the Corporation against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation.

The Corporation shall advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in this Section. The individual shall repay the monies if he or she does not fulfill the conditions of this Section.

The Corporation shall not indemnify an individual under this Section, unless they

- a. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a Director or Officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation shall also indemnify the individual referred to in this Section in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.03 Non-liability of Members

The Members of the Corporation are not, in that capacity, liable for any liability of the Corporation, or any act or default of the corporation, except as otherwise provided by the Act.

SECTION 10 - CONFLICT OF INTEREST

10.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person or entity who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

10.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

SECTION 11 - NOTICES

11.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

11.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 12 - ADOPTION AND AMENDMENT OF BY-LAWS

12.01 Amendments to By-laws

The Board may from time to time in accordance with the requirements of the *Act* and the Articles, amend or repeal and replace this By-law.

12.02 Repeal

All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board of Directors this ____ day of July, 2023

WITNESS the seal of the Corporation.

Matthew Price
Director and President

Tymon Hardman
Director and Secretary

Mario Morgado
Director and Vice President