



TAEKWONDO CANADA

BY-LAWS

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ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Taekwondo Canada, a Canadian Corporation.

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

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- d) *Athlete* – a individual who registers as an athlete and may compete at national or international taekwondo sanctioned events as an athlete and maintains a global license;
- e) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- f) *Board* – the Board of Directors of the Corporation;
- g) *Club* – an organized Taekwondo dojang composed of Registrants that is engaged in taekwondo activities and has agreed to abide by the Corporation’s bylaws, policies, rules and regulations and is registered with the Corporation as a Club;
- h) *Coach* – an individual registered as a coach who coaches athletes at the Club and Provincial level.
- i) *Coach: National* - Any individual appointed as a Taekwondo Canada coach;
- j) *Corporation* – Taekwondo Canada;
- k) *Days* – days including weekends and holidays;
- l) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- m) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- n) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- o) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- p) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
- q) *Referee* – an individual registered as an official who officiates/referees international taekwondo sanctioned events;
- r) *Registrant* – any Athlete, Club, Coach, Official, Referee, National Team Coach or individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, referees, event organizers, administrators of Clubs, and volunteers who serve on club executives, committees and boards of directors;
- s) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- t) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such address as the Board may determine.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert’s Rules of Order* (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Affiliations – The Corporation will be a member in good standing with the Kukkiwon and World Taekwondo.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following two (2) categories of Members:

- a) Provincial/Territorial/ Section Member - One organization in a province or territory that has been recognized by the Corporation and the applicable provincial/territorial government as the governing body for the sport of taekwondo, which has agreed to abide by the Corporation's policies, procedures, rules and regulations and meets the obligations described in the Corporation's Membership Policy
- b) National Interest Group Member – The Canadian Armed Forces and any incorporated not-for-profit organization that has been recognized by the Corporation as the nationwide representative for a stakeholder group and which has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations and meets the obligations described in the Corporation's Membership Policy.

Admission and Renewal of Members

2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member (excluding the Canadian Armed Forces) is a duly incorporated not-for-profit corporation or society;
- c) The candidate member was a Member in good standing upon ceasing to be a Member;
- d) The candidate member has paid fees as prescribed by the Board;
- e) The candidate member has met the applicable definition listed in Section 2.1; and
- f) The candidate member has been approved by Ordinary Resolution of the Members or by any committee or individual delegated this authority by the Members.

2.3 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Membership Fees and Duration

2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be January 1st to December 31st.

2.5 Fees – All fees will be determined annually by the Board and the Corporation will provide at least sixty days' notice of implementation.

2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

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

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Any interest arising out of membership in the Corporation is not transferable.

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

2.10 Termination – Membership in the Corporation is terminated in accordance with the following:

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

2.11 May Not Resign – A Member, Club or Registrant may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.12 Discipline – A Member, Club or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation’s policies and procedures relating to the discipline of Members.

Good Standing

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

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation defined in the Corporation’s Membership Policy;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- 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; and
- f) Has paid all required membership fees.

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) the President; or
- b) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.3 Reimbursement – In the event that a Special Meeting is called by the Members in accordance with Section 3.2(b), the Members may resolve that the Member(s) requisitioning the meeting reimburse the Members for the expenses reasonably incurred for the requisition, calling and holding the meeting.

3.4 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.

3.5 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.6 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.7 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By telephone, electronic or other communication facility, mail, courier or personal delivery to each Member entitled to vote at the meeting, at least thirty (30) but no more than sixty (60) days before the day on which the meeting is to be held; or
- b) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.8 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.9 Persons Entitled to Attend – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of the Corporation, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.10 Chair – The President, or any individual determined otherwise by the Board, will act as Chair for meetings of the Members.

3.11 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Members and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.12 Agenda – The agenda for the Annual Meeting will include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee and Staff reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.13 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board twenty-one (21) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such member's proposals together with copies of any amendments thereto then proposed by the Board and copies of all amendments or resolutions put forward by the Board shall be sent to all Members a minimum of seven (7) days prior to the Annual Meeting.

3.14 Quorum – A majority of the Members 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.

Voting at Meetings of Members

3.15 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) Provincial Section Members will have one vote each, to be exercised by a Delegate.
- b) The National Interest Group Membership Class will have a total of one vote, to be exercised by a Delegate.

3.16 Provincial Section Member Delegates – Provincial Section Members will appoint in writing (inclusive of electronic notice) to the Corporation, five (5) days (inclusive of the day of the meeting and its start time) prior to the meeting of Members, the name of the Delegate(s) to represent the Member and proof of the Delegate's qualifications to act as a Delegate. Delegates must be:

- a) At least eighteen years of age;
- b) A registered member in good standing of the Member;
- c) Be acting as the Member's representative; and
- d) Approved by the Member's Board of Director by Ordinary Resolution.

3.17 National Interest Group Members Delegate – The National Interest Group Members will appoint in writing (inclusive of electronic notice) to the Corporation, five (5) days (inclusive of the day of the meeting and its start time) prior to the meeting of Members, the name of the Delegate to represent the National Interest Group Members and proof of the Delegate's qualifications to act as a Delegate. Delegates must be:

- a) At least eighteen years of age;
- b) A registered member in good standing of a National Interest Group Member;
- c) Be acting as the National Interest Group Members' representative; and
- d) Approved by the National Interest Group Members representatives by Ordinary Resolution. Each National Interest Group Member will designate a representative to attend a meeting of the National Interest Group Members, prior to a meeting of Members of the Corporation, to vote on behalf of their National Interest Group to elect the Delegate as described herein. Notice of such meeting will be upon seven (7) days' notice by the call of the Corporation or at least a majority of the National Interest Group Members. Each National Interest Group Member will be entitled to one (1) vote to elect the Delegate described herein.

3.18 Scrutineers – At the beginning of each meeting, the Board will appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

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

3.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of seven (7) Directors as follows:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Three (3) Directors-at-Large

4.2 Gender Standard – In advancement of gender balance for women and men on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board will be constituted in a manner such that no gender (male or female) accounts for more than 5 Directors.

4.3 Board Representative – The Board of Directors may appoint an individual by way of Ordinary Resolution, who is not a director of the Corporation, to act as the Board of Director’s Representative in order for the individual to be eligible for national and international opportunities.

Eligibility of Directors

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

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the *Income Tax Act*;
- c) Have the power under law to contract;
- d) Not have been declared incapable by a court in Canada or in another country;
- e) Not have the status of bankrupt;
- f) Complete and pass a screening in accordance with the Corporation’s Screening Policy;
- g) Not be a director, officer, contractor or employee of a Member;
- h) Not hold a position or acting as an Athlete, Coach, National, or Referee;
- i) Not be a contractor or employee of the Corporation;
- j) Not be a director, officer, shareholder, employee or contractor of a corporate sponsor of the Corporation; and
- k) Not be a director, team manager, or executive director of the National Interest Group Taekwondo sports program.

4.5 Timing – A Director will be provided a maximum of fourteen (14) days after being appointed or elected as a Director to meet the eligibility requirements described in Section 4.4 or is thereby automatically removed and disqualified to act as a Director of the Corporation.

Election of Directors

4.6 Governance/Nominations Committee – The Members will appoint a Governance/Nominations Committee. The Governance/Nominations Committee will be responsible to solicit nominations for the election of the Directors and for recommending individuals who best meet the Corporation’s requirements for personal attributes, competencies, gender and personal and geographic diversity. The Governance/Nominations Committee will also comply with the following timelines:

Timeline	Deadline
90 days before Annual Meeting	Nominations Committee will begin soliciting nominees
75 days before Annual Meeting	Nominations Committee will begin reviewing Applications and supporting materials submitted by nominees
75 – 30 days before Annual Meeting	Nominations Committee will short list candidates and conduct the Nominations Committee’s due diligence.

30 days before Annual Meeting	Nominations are closed
14 days before Annual Meeting	Taekwondo Canada will post all approved candidates, those endorsed by the Nominations Committee and all approved campaign material on the Taekwondo Canada website

- 4.7 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Governance/Nominations Committee and the Nominations Policy; and
 - c) Be submitted to the Registered Office of the Corporation thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.8 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act but must meet all eligibility requirements described herein and there are no other candidates running for a vacancy.
- 4.9 Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members at least fourteen (14) days prior to the elections at the Annual Meeting.
- 4.10 Order of Election of Directors – Elections will be held at the Annual Meeting in accordance with the following order:
- a) In accordance with Section 4.11 (a)
 - i. President
 - ii. Secretary
 - iii. Director-at-Large
 - b) In accordance with Section 4.11(b)
 - i. Vice-President
 - ii. Treasurer
 - iii. Two (2) Directors-at-Large
 - c) When the 5 – 2 gender standard is not assured, gender specific election(s) will be held last to elect a male or female candidate(s) sufficient to meet the gender standard.
- 4.11 Election and Term – The election of directors will take place at each bi-Annual Meeting of Members:
- a) The President, Secretary and one (1) Directors-at-Large will be elected at alternate bi-Annual Meetings to those listed in sub-section (b), beginning in 2020 after the Olympic Summer Games if Taekwondo is a sport within the Olympic Summer Games, otherwise no later than six (6) months after fiscal year-end.
 - b) The Vice-President, Treasurer and two (2) Directors-at-Large will be elected at alternate bi-Annual Meetings to those listed in sub-section a.
- 4.12 Elections – Elections for the President, Vice-President, Treasurer and Secretary will be decided in accordance with the following:
- a) One Valid Nomination – Winner declared by Ordinary Resolution.
 - b) Two or More Valid Nominations – The nominee receiving the majority of votes will be elected. In the case of a tie or no majority, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.
- 4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

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

4.14 Terms – Directors will serve terms of four (4) years will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

4.15 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 notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) The Director no longer becomes eligible to serve as a Director in accordance with these By-laws;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under federal law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director charged and/or convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.17 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given a minimum 14 days' notice written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.18 Suspension – An elected Director may be suspended pending removal in accordance with Section 4.16 in accordance with the Corporation's Policies relating to discipline.

Filling a Vacancy on the Board

4.19 Vacancy – Where the position of a Director becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the Members fill the vacant position at a meeting of Member for the remainder of the term.

Meetings

4.20 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.21 Chair – The President (or their designate as determined by the Chair) will be the Chair of all meetings of the Board, unless decided otherwise by the Board.

4.22 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

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

4.24 Quorum – At any meeting of the Board, quorum will consist of majority of Directors holding office.

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

4.26 Written Resolution – A resolution signed by all the Director (a copy of the resolution should be kept with the minutes of the meetings of directors) is valid as if passed at a meeting of Directors relating only to matters relating to matters described in Section 127(1) of the Act.

4.27 Absentee Voting – There will be no absentee or proxy voting by Directors.

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

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

Powers of the Board

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

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

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, Athletes, Coaches, Officials, Clubs and Registrants, and have the authority to discipline Members, Athletes, Coaches, Officials, Clubs and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership, Club and Registrant fees, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws;
- i) Provide strategic direction for the Corporation; and
- j) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer and Executive Director.

5.2 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 Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Corporation, assume the responsibilities of the Executive Director in the Executive Director's absence (unless determined otherwise by the Board), and will perform such other duties as may from time to time be established by the Board;
- b) The Vice President will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board, and will perform such other duties as may from time to time be established by the Board;
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other

meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board;

- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board; and
- e) The Executive Director shall, subject to the authority of the Board, be charged with the general supervision of the affairs and operation of the Corporation, have signing authority, perform all duties incidental to the office, and have such additional powers and duties as may be established by the Board.

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

5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Members, provided the Officer has been given 7 days' notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer becomes vacant, the Nominations Committee will seek qualified candidates and the position will remain vacant until such time the Members fill the vacant position at a meeting of Member for the remainder of the term.

ARTICLE VI: COMMITTEES

6.1 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 and terms of reference of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Standing Committees – The Corporation will have the following Standing Committees and the Members will prescribe the duties and terms of reference for Standing Committees:

- a) Human Resources Committee
- b) Governance and Nominations Committee

6.3 Standing Committees - Vacancy – When a vacancy occurs on any Standing Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Standing Committee's term until the next Member's Meeting at which point the Members will fill any vacancy's relating to Standing Committees.

6.4 Other Committees - Vacancy – When a vacancy occurs on any other Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder vacant position's term.

6.5 Removal – A member of a Committee may be removed at any time in accordance with the committee's terms of reference.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's policies for conflict of interest and 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 and the Corporation's Conflict of Interest Policy, approved by the Members, regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Corporation will be such period as the Board may from time to time determine.

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

8.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

8.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

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

8.7 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.

8.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their

positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX: AMENDMENT OF BYLAWS

9.1 Amendment of Bylaws – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the voting Members at a meeting of the Members. The amendment is effective from the date of the resolution of the Members unless determined otherwise by the Members.

9.2 Notice in Writing – Notice of proposed amendments to these By-laws and sufficient information to make an informed decision relating to the proposed amendment will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order 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) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) 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;
- g) 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;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

10.2 Special Class Vote – The Act provides that each membership class is entitled to vote separately if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - i. To reduce or remove a liquidation preference, or
 - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group

10.3 Special Class Vote Result – Should any membership class not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

ARTICLE XI: NOTICE

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

11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board 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 XII: DISSOLUTION

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

ARTICLE XIII: INDEMNIFICATION

13.1 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.

13.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

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

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on March 25, 2019.

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