



BY-LAWS

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TABLE OF CONTENTS

	Page
1. GENERAL	1
1.1 Definitions	1
1.2 Interpretation.....	2
1.3 Corporate Seal.....	2
1.4 Financial Year	2
1.5 Banking Arrangements	2
1.6 Annual Financial Statements	2
1.7 Execution of Instruments.....	2
1.8 Official Languages	3
1.9 Registered Office	3
2. MEMBERS AND REGISTRANTS.....	3
2.1 Membership	3
2.2 Membership Applications	3
2.3 Member Admissions	4
2.4 Member Representatives	4
2.5 Registrants.....	4
2.6 Transfer of Memberships and Registrant Status	4
2.7 Membership Fees and Registrant Fees	4
2.8 Member Termination.....	4
2.9 Suspension or Expulsion of Members and Registrants	5
3. MEETINGS OF THE MEMBERS.....	5
3.1 Annual Meetings	5
3.2 Special Meetings and Requisition Meetings	6
3.3 Persons Entitled to Be Present	6
3.4 Number of Votes	6
3.5 Scrutineers.....	7
3.6 Delegates	7
3.7 Voting	7
3.8 Determination of Votes.....	7
3.9 Meeting by Electronic Means	7
3.10 Notice	8
3.11 Special Business.....	8
3.12 Quorum.....	8
3.13 Chair	8
4. BOARD OF DIRECTORS.....	8
4.1 Composition.....	8
4.2 Diversity.....	9
4.3 Qualifications of Directors	9
4.4 Nomination Procedures.....	10
4.5 Elections and Terms	10
4.6 Athlete Director	12

TABLE OF CONTENTS

(cont'd)

	Page
4.7	Vacation from Office12
4.8	Filling Vacancies12
4.9	Meetings, Quorum and Voting.....12
4.10	Powers.....13
4.11	Remuneration13
5.	COMMITTEES13
5.1	Committees.....13
5.2	Remuneration13
6.	OFFICERS13
6.1	Description of Officers.....13
6.2	Duties of Officers14
6.3	Vacancies14
6.4	Removal of Officers15
6.5	Remuneration of Officers15
7.	STANDARD OF CARE / CONFIDENTIALITY / CONFLICTS OF INTEREST15
7.1	Standard of Care.....15
7.2	Confidentiality15
7.3	Conflicts of Interest15
8.	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS16
8.1	Indemnity16
8.2	Advance of Costs.....16
8.3	Limitation16
8.4	Derivative Actions16
8.5	Additional Circumstances.....17
8.6	Insurance.....17
9.	PARLIAMENTARY AUTHORITY17
9.1	Parliamentary Authority.....17
10.	NOTICES17
10.1	Notices.....17
11.	AMENDMENTS17
11.1	Amendment of By-laws17
11.2	Fundamental Changes.....18

1. GENERAL

1.1 Definitions

In these By-Laws, unless the context otherwise requires:

- (a) **“Act”** means 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 in their place, as amended from time to time.
- (b) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) **“Athlete Director”** has the meaning given in Section 4.6.
- (d) **“Board”** means the board of directors of the Corporation and **“Director”** means a member of the Board including the **“Chair”**, **“Treasurer”** and the **“Athlete Director”**.
- (e) **“By-laws”** means this by-law as amended or restated and all other by-laws of the Corporation in force and effect.
- (f) **“Corporation”** means Speed Skating Canada.
- (g) **“Directors at Large”** means the Directors of the Corporation other than the Directors who serve as Chair, Treasurer, and Athlete Director.
- (h) **“Ineligible Individual”** has the meaning given to that term in section 149.1 of the *Income Tax Act* (Canada), as amended.
- (i) **“Member”** means each organization admitted as a member of the Corporation in accordance with these By-laws.
- (j) **“National Program Athletes”** means as a group skaters who are on the National Teams and Next Gen Teams.
- (k) **“Officer”** means the individuals elected or appointed as officers of the Corporation in accordance with these By-laws.
- (l) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution.
- (m) **“Registrants”** has the meaning given in Section 2.5.
- (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.

1.2 Interpretation

In interpreting these By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa* and words importing a gender include all genders;
- (b) the words “includes” and “including” mean includes or including without limitation;
- (c) the word “person” includes an individual, corporation, a partnership, an unincorporated organization, and a trust;
- (d) words importing an organization name, title, or program include any successor name, title, or program; and
- (e) if any provisions contained in the Articles or By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as applicable, shall prevail.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board.

1.4 Financial Year

The financial year of the Corporation shall be April 1st to March 31st of the following year unless otherwise determined by the Board.

1.5 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such banks or trust companies as the Board may determine. All such banking business, or any part thereof, shall be transacted on the Corporation’s behalf by such Officer(s) and/or other person(s) as determined by the Board from time to time.

1.6 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. 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.

1.7 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments in writing which require the signature of the Corporation may be signed by (1) the Chair or the Treasurer, together with (2) another Officer of the Corporation authorized by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the seal of the Corporation, if required, to the document.

1.8 Official Languages

The official languages of the Corporation shall be English and French. These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

1.9 Registered Office

The registered office of the Corporation will be located in the province of Ontario at such address as the Board may determine.

2. MEMBERS AND REGISTRANTS

2.1 Membership

The Corporation has a single class of membership. Membership shall be available only to:

- (a) duly constituted provincial or territorial associations or federations recognized as governing the sport of speed skating in that province or territory of Canada whose applications for membership have been approved as set forth herein; and
- (b) the National Program Athletes (as a group as opposed to on an individual basis).

2.2 Membership Applications

Applicants for membership under Section 2.1(a) must submit a written application to the Corporation in a form prescribed by the Board. Each application for membership will be reviewed by the Board or its designates. In the course of any such review, the Board or its designates will:

- (a) consult with representatives of any existing Member for that province or territory;
- (b) consult with representatives of the applicant;
- (c) make a determination about whether the applicant should be recognized as governing the sport of speed skating in the applicable province or territory; and
- (d) make a recommendation to the membership about whether to admit the applicant as a Member (and, in so doing, remove any existing Member for that province or territory).
- (e) There shall only be one member per Province and Territory.

2.3 Member Admissions

A prospective member under Section 2.1(a) will only become a Member upon:

- (a) the approval of the application by Special Resolution of the Members;
- (b) the person agreeing to abide by the Corporation's Articles, By-laws and policies, procedures, rules and regulations; and
- (c) the payment of any membership dues determined by the Board.

If the Members approve the admission of a new Member for a particular province or territory, any existing Member for that province or territory will immediately cease to be a Member.

2.4 Member Representatives

2.5 Registrants

The following individuals may, from time to time, be admitted as registrants of the Corporation ("**Registrants**"):

- (a) skaters and supporters who are affiliated with the Corporation, a Member, , as the case may be, according to rules prescribed by the Corporation; and
- (b) individuals who have made an outstanding contribution to the Corporation or the sport of speed skating in Canada and who have been granted "Honourary Skater" or "Honourary Supporter" status by an Ordinary Resolution of the Members at an annual meeting of the Corporation.

For greater certainty, Registrants are not Members of the Corporation. Registrants will have such rights, duties, and privileges, as the Board may determine in the case of the Registrants described in Section 2.5(a) and as the Members may determine in the case of the Registrants described in Section 2.5(b). Each Registrant must agree to abide by the Corporation's Articles, By-laws and policies, procedures, rules and regulations.

2.6 Transfer of Memberships and Registrant Status

Memberships and Registrant status are not transferable.

2.7 Membership Fees and Registrant Fees

The membership fees for Members and the fees for Registrants (if any) as well as the date(s) the fees are payable shall be determined by the Board from time to time and published in the policies and procedures of the Corporation.

2.8 Member Termination

Without limiting Section 2.3, a membership in the Corporation status terminates when:

- (a) the Member withdraws by delivering a written notice of withdrawal to the registered office of the Corporation;
- (b) the Member is expelled in accordance with these By-laws;
- (c) the Member is dissolved or otherwise ceases to exist; or
- (d) the Corporation is liquidated or dissolved under the Act.

2.9 Suspension or Expulsion of Members and Registrants

Subject to any applicable discipline policies of the Corporation, the Board shall have authority to suspend or expel any Member or Registrant from the Corporation for any one or more of the following grounds without any further right of appeal or review under any Appeal Policy or otherwise:

- (a) violating any provision of Corporation's Articles, By-laws and policies, procedures, rules and regulations;
- (b) carrying out any conduct which the Board determines in its sole discretion to be detrimental to the Corporation; or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purpose of the Corporation.

Subject to any applicable discipline policies of the Corporation, in the event that the Board determines that a Member or Registrant should be expelled or suspended from the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide 20 days' notice of suspension or expulsion to the Member or Registrant and shall provide reasons for the proposed suspension or expulsion. The Member or Registrant may make written submissions to the Chair or such other designated Officer in response to the notice received within such 20 day period. In the event that no written submissions are received by the Chair or such other designated Officer, the Chair or such other designated Officer may proceed to notify the Member or Registrant that the Member or Registrant is suspended or expelled from the Corporation. If written submissions are received in accordance with this Section, the Board shall consider such submissions in arriving at a final decision and shall notify the Member or Registrant concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member or Registrant, without any further right of appeal.

3. MEETINGS OF THE MEMBERS

3.1 Annual Meetings

The annual meeting of the Members of the Corporation shall be held at such place and on a date designated by the Board. Unless otherwise extended by applicable law, the annual meeting will be held within fifteen (15) months of the last annual meeting and not later than six (6) months after the end of the Corporation's preceding financial year.

The general business to be considered at an annual meeting shall include receiving the report of the Chair, the election of Directors, the presentation of the annual financial statements, the appointment of public accountants, and such other business, if any, as may properly come before the meeting.

3.2 Special Meetings and Requisition Meetings

The Board may call a special meeting of the Members at any time. In addition, the Board shall call a meeting of the Members upon the written requisition of the Members who hold not less than five percent (5%) of the votes that may be cast at the meeting for the purposes stated in the requisition. Subject to the Act, should the Board fail to call such meeting within twenty-one (21) days of receipt of the requisition, any Member who signed the requisition may call the meeting.

3.3 Persons Entitled to Be Present

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

3.4 Number of Votes

Each Member whose membership has not been suspended under Section 2.9 will be allocated the number of votes set forth below in relation to its number of Registrants (to be determined as of March 31st in the year preceding the date of the meeting):

Number of Registrants	Number of Delegates and Votes (in aggregate)
1-200	Two (2)
201-500	Three (3)
501-1000	Four (4)
1001-1500	Five (5)
1501-2000	Six (6)
2001-2500	Seven (7)
2501-3000	Eight (8)
3001-3500	Nine (9)
3501-4000	Ten (10)
4001-4500	Eleven (11)
4501-5000	Twelve (12)
5001-6000	Thirteen (13)
6001+	Fourteen (14)

Notwithstanding the foregoing, the National Program Athletes as a group, will have two (2) votes as a Member.

3.5 Scrutineers

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

3.6 Delegates

Each Member may appoint the same number of delegates to attend meetings of the Members as the number of votes that have been allocated to it hereunder, except that, for greater certainty, only one (1) delegate is authorized to vote on behalf of each Member. Members are required to designate their voting delegate(s) who will represent them at the meeting prior to the start of the meeting. A delegate must be a Registrant in good standing with the Corporation, registered as such through the Member appointing them as a delegate, and cannot be a Director, Officer, committee member or employee of the Corporation.

3.7 Voting

At any meeting of Members every question shall, unless otherwise provided by the Articles, By-laws or the Act, be determined by Ordinary Resolution. In the case of an equality of votes either on a show of hands or on a ballot or on the results, the Chair or the chair of the meeting shall not have a casting vote.

3.8 Determination of Votes

Except in the case of elections, which require a secret ballot, or if a secret or recorded ballot is otherwise requested by a Member, voting shall be by poll of eligible voters signifying by a show of hands, verbally or by electronic means of communication, their assent or dissent on the respective matter. An abstention shall not be considered a vote cast. In addition, spoiled ballots for elections will not be counted. A ballot shall be considered spoiled if it contains votes for a number of nominees other than the number of available positions. Whenever a vote by show of hands shall have been taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried (or carried by a specific percentage) and an entry to that effect in the minutes shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

3.9 Meeting by Electronic Means

- (a) Any person entitled to attend a meeting of Members may participate and vote in the meeting of Members, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility. A person participating in a meeting of Members by such means is deemed for the purposes of the Act to be present at the meeting of Members.
- (b) If the Directors or the Members of a Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting of Members shall be held, in accordance with the Act, entirely by means of

a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting of Members.

3.10 Notice

- (a) Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
 - (i) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (b) The Directors, Officers, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members.

3.11 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business except consideration of the chair report, financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

3.12 Quorum

A quorum at any meeting of the Members consists of at least fifty percent (50%) of the Members present (including by proxy or by electronic means), provided such Members hold not less than fifty percent (50%) of the votes that may be cast at the meeting. If a quorum is present at the commencement of the meeting, the meeting may continue even if a quorum is not present throughout the meeting.

3.13 Chair

The Chair, the Vice-Chair in the Chair's absence or an independent third party chair selected by the Board, shall chair all meetings of Members. In the absence of the Chair and the Vice-Chair, the Members present shall choose another Director as chair. If no Director is present, or if all the Directors present decline to act as chair, the Members shall choose from their numbers a chair.

4. BOARD OF DIRECTORS

4.1 Composition

The Board shall consist of no fewer than eight (8) and no more than twelve (12) Directors. The number of Directors shall be determined from time to time by the Directors. Annually the board shall set in advance of the of the annual meeting the number of Directors to be elected and the minimum gender breakdown of those to be elected. The Board shall be composed of the following individuals, to be elected by the Members or appointed by the Board:

- (a) the Chair;
- (b) the Treasurer;
- (c) the Athlete Director; and
- (d) that number of individuals who are elected as Directors at Large from time to time,

provided, however, that

- (e) no more than three (3) Directors (without counting the Athlete Director) may be residents of the same province or territory at the time of election; and

4.2 Diversity

It is recognized that Directors who have diverse perspectives, experiences and backgrounds provide for optimal Board performance. The Board will report annually to the Members on (a) its approaches and initiatives to recruit Directors who have diverse perspectives, experiences and backgrounds, (b) whether the Board considers its recruitment initiatives to be successful, and (b) any additional steps the Board will take towards meeting its objectives hereunder. For purposes of this section, “**diverse**” refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion, education, and geography. No more than sixty percent (60%), rounded to the nearest 10%, of the Directors (without counting the Athlete Director) may be of the same gender.

4.3 Qualifications of Directors

Each Director shall:

- (a) be a Registrant in good standing who is eighteen (18) years of age or older;
- (b) be a resident of Canada for purposes of the *Income Tax Act* (Canada);
- (c) not be incapable (as the term “incapable” is defined in the Act);
- (d) not have the status of a bankrupt;
- (e) have met the requirements of the Corporation’s screening policy;
- (f) not be a paid employee, consultant, contractor or independent contractor of the Corporation, any of its Members, or any organization providing services to or on behalf of the Corporation;

- (g) shall, within thirty (30) days of taking office, shall divest themselves of any role within a Member that could create a conflict of interest with their duties as a Director including, without limitation, any person, affiliated with or associated with, in any capacity whatsoever, any Club or any of its Members.
- (h) not be an Ineligible Individual; or
- (i) not be in a conflict of interest with the Corporation as identified by the Nominations Committee as compromising their ability to effectively serve as a Director

4.4 Nomination Procedures

- (a) The Board will appoint a Nominations Committee. Without limiting any other duties that may be assigned to it by the Board, the Nominations Committee will be responsible for soliciting nominations, determining the eligibility of nominees, and developing a slate of candidates for election to the Board.
- (b) The Nominations Committee shall adhere to any policies established by the Board for carrying out its responsibilities, reporting to Members, and running a meeting of Members intended to create a slate for election to the Board at the Annual Meeting.
- (c) The Nominations Committee shall present to the Members at least twenty-one (21) days prior to the annual meeting a slate containing all eligible candidates and, if and to the extent the Nominations Committee sees fit, setting out individuals candidates identified as "Unqualified", "Qualified", or "Highly Qualified".
- (d) There shall be no nominations from the floor at any meeting of the Members.

4.5 Elections and Terms

Elections

- (a) The Board of Directors shall consist of a Chair, the Treasurer, the Athlete Director and a number of Directors at Large determined annually by the Board, such that the Board is comprised of no fewer than eight (8) and no more than twelve (12) individuals, in accordance with the Articles.
- (b) The Directors at Large shall be elected by the voting delegates at the Annual Meeting according to the cycle and for the terms described below. The Athlete Director shall be appointed according to By-Law 4.7. Unless otherwise determined by the Board, Directors are expected to be elected at annual meetings of the Corporation in accordance with the following recurring election cycle:
 - Year 1: election of:
 - at least three (3) individuals as Directors;
 - Year 2: election of:

- at least three (3) individuals as Directors; and
- Year 3: election of:
 - at least two (2) individuals as Directors at Large.

The Athlete Director will be appointed by the Board each year following the annual meeting

(c) Election Process

- (i) Prior to every annual meeting, the Corporation will determine the number of vacancies to be filled at the upcoming annual meeting. In addition, the Corporation will determine the gender and province/territory of residence of each Director whose term is not expiring at the annual meeting of the Members (Continuing Directors)
- (ii) The Corporation will put forward a list of nominees vetted by the Nominations Committee. The list of nominees that is put forward will consist of all eligible nominees. The Members will be entitled to the number of votes as per SSC Bylaw 3.4 for each vacancy on the Board. Except as provided herein, the nominees receiving the highest number of votes will be elected until there are no positions available.
- (iii) If the candidates who are elected, together with the Continuing Directors, comprise:
 - (A) 60% (rounded to the nearest 10%) of the individuals with the same gender; or
 - (B) three (3) individuals from the same province/territory,
 then no other nominees with that same gender or from that same province or territory, as applicable, can be added and such candidates will be disqualified.
- (iv) A candidate must receive at 50%+1 of the total eligible votes to be elected. If all vacancies are not filled in the initial ballot by a candidate receiving 50%+1 of the votes, additional rounds of voting will be conducted until all vacancies are filled.
- (v) The Corporation acknowledges that the foregoing could result in some nominees not being elected (i.e., because of gender or province/territory of residence) even though they receive a greater number of votes in the than others who are candidates for the election. The Corporation believes this is necessary and advisable to give effect to its desired Board composition.

Terms

- (d) Directors (excluding the Athlete Director) shall be elected by Ordinary Resolution of the Members at each annual meeting of Members at which an election of Directors is required from among the slate of candidates developed by the Nominations Committee under Section 4.4.
- (e) Directors will be elected for terms of up to three (3) years or until their successors are elected.
- (f) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than nine (9) years unless otherwise determined by the Board in exceptional circumstances.

4.6 Athlete Director

Subject to the Act, as soon as practically possible after the annual meeting, the Board shall appoint one additional director (to be known as the “**Athlete Director**”) pursuant to s. 128(8) of the Act, for a term expiring at the close of the next annual meeting of Members. The National Program Athletes will recommend a candidate for the Board to appoint as the Athlete Director under this Section 4.6 or under Section 4.8, as applicable, pursuant to a process determined by the National Program Athletes.

4.7 Vacation from Office

Any Director position shall be automatically vacated:

- (a) if the Director resigns by delivering a written resignation to the Corporation;
- (b) if the Director ceases to meet any of the qualifications set forth in Sections 4.3(a)-(j), as determined by the Board;
- (c) on the death of the Director;
- (d) if the Director is removed from office by an Ordinary Resolution of the Members; or
- (e) in the case of the Athlete Director, if at least two-thirds (2/3) of the National Program Athletes vote in favour of removing the Athlete Director.

4.8 Filling Vacancies

Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy on the Board. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

4.9 Meetings, Quorum and Voting

- (a) Meetings of the Board shall be called by the Chair or any other three (3) Directors on at least seven (7) days’ notice.

- (b) A quorum for the transaction of business at any meeting of the Board shall be a majority of Directors then in office.
- (c) Each Director has one (1) vote and all matters of the Board shall be decided by a majority of votes cast. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.10 Powers

The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

4.11 Remuneration

The Directors shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in performing their duties.

5. COMMITTEES

5.1 Committees

The Board shall establish such committees as it deems necessary to inform and assist the Board to carrying out its duties and shall approve terms of reference prescribing the duties of such committees. Without limiting the generality of the foregoing, the Board will have standing committees that focus on:

- (a) Governance
- (b) Nominations
- (c) Human Resources
- (d) Finance, Audit, Risk Management

The Board will appoint a Director to chair each such committee. Committee members may or may not be Directors or Registrants.

5.2 Remuneration

Committee members shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in performing their duties.

6. OFFICERS

6.1 Description of Officers

The Officers of the Corporation shall be the Chair, the Vice-Chair, the Treasurer, the Chief Executive Officer and such other Officers as the Board may appoint from time to time. The Chair, Vice-Chair, and Treasurer shall be appointed by the Board, selected from among the Directors at Large. The Chief Executive Officer shall be appointed by the Board and shall not be a Director.

6.2 Duties of Officers

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) The Chair shall chair all meetings of the Members and the Board. The Chair shall exercise general supervision and management of the affairs of the Corporation. The Chair shall also oversee the annual Board review process.
- (b) The Vice-Chair is responsible for filling the role of Chair in the absence of the Chair and assisting the Chair in carrying out their duties as required.
- (c) Should the position of Chair become vacant, the Vice-Chair will assume the position and full responsibilities as Chair until the next Board meeting when a new Chair can be appointed from among Directors. In the event no individual holds the office of Vice-Chair at that time, the Board shall appoint a Chair from among themselves to serve as the new Chair .
- (d) The Treasurer shall have general charge of and oversight over the finances of the Corporation.
- (e) Subject to the terms of a written employment contract, the Chief Executive Officer shall be responsible for the effective operation of the Corporation, the implementation of the strategic plans and policies of the Corporation, and for performing such other duties as are assigned to them by the Board from time to time. The Chief Executive Officer shall keep in safe custody the corporate seal, corporate records of the Corporation including maintaining the minute book and other documents required by law to be kept on file by the Corporation.
- (f) The Board may appoint such additional Officers and agents as it shall deem necessary which shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (g) No Director shall assume the office Chief Executive Officer, interim Chief Executive Officer, or Executive Director of the Corporation during their term as a Director and for a period of eighteen (18) months thereafter.

6.3 Vacancies

In the absence of a written employment contract to the contrary, the position of an Officer shall be automatically vacated:

- (a) if the Officer resigns by delivering a written resignation to the Corporation;

- (b) on the death of an Officer;
- (c) if the Officer has the status of a bankrupt;
- (d) if the Officer becomes an Ineligible Individual;
- (e) resignation from the Office;
- (f) in the case of the Chair, Vice-Chair and Treasurer, upon ceasing to be a Director; or
- (g) when an Officer is removed from office pursuant to Section 6.4.

6.4 Removal of Officers

The Board may remove any Officer, including the Chair and Treasurer, from office and appoint any qualified Director in their stead (except as set forth herein). For clarity, the offices of Chair, Vice-Chair and Treasurer may only be held by a Director.

6.5 Remuneration of Officers

The Chair, Vice-Chair and Treasurer shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in performing their duties. The Chief Executive Officer shall be compensated as determined by the Board.

7. STANDARD OF CARE / CONFIDENTIALITY / CONFLICTS OF INTEREST

7.1 Standard of Care

Every Director and Officer, in exercising their powers and discharging their duties, shall:

- (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.

7.2 Confidentiality

Every Director, Officer, and every member of a committee shall respect the confidentiality of matters brought before the Board or any such committee or coming to their attention in the course of their duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.

7.3 Conflicts of Interest

Without limiting any conflict of interest policy that may be adopted by the Board, it is the duty of every Director, Officer or committee member of the Corporation who is in any way, whether directly or indirectly, interested in a contract or transaction, or proposed contract or transaction, with the Corporation to declare their interest at any meeting of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect thereof, and otherwise to observe the provisions of said laws.

8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Indemnity

Subject to Section 8.4, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, 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 or such other entity.

8.2 Advance of Costs

Subject to Section 8.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 8.3.

8.3 Limitation

The Corporation shall not indemnify an individual under Section 8.1 unless the individual:

- (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 the individual acted as 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, the individual had reasonable grounds for believing that the individual's conduct was lawful.

8.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in Section 8.1, or advance moneys under Section 8.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 8.1

against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.3.

8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in Section 8.1 in such other circumstances as the Act or 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.

8.6 Insurance

The Corporation shall purchase and maintain such liability insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

9. PARLIAMENTARY AUTHORITY

9.1 Parliamentary Authority

The Corporation shall be governed by the rules and procedures contained in *Call to Order* (Second Edition) by Perry H & S (2004) [ISBN 0-9691683-2-2], as it may be amended or supplemented in further editions from time to time, in all cases in which they are applicable, provided they are not inconsistent with these By-laws or any special rules of order the Corporation may adopt.

10. NOTICES

10.1 Notices

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 10.1(a) to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The accidental omission to give notice of any meeting, the failure of any person to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

11. AMENDMENTS

11.1 Amendment of By-laws

Except for the items set out in Section 11.2 (Fundamental Changes) or as prescribed by the Act, these By-laws may be amended or repealed by Ordinary Resolution of the Board. The Directors will

submit the amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the By-law amendment or repeal. The By-law amendment or repeal is effective from the date of the resolution of the Directors. If the By-law amendment is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted to the Members as described or if it is rejected by the Members.

11.2 Fundamental Changes

In accordance with Section 197 of the Act, a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or Articles of the Corporation:

- (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 Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (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 this Act to be set out in the Articles.

CERTIFIED to be the By-laws of the Corporation, as enacted by the Directors of the Corporation by resolution on the 29th day of July,2024 and confirmed by the Members of the Corporation by Special Resolution on the 14th day of September, 2024.

Dated as of the 29th day of September, 2024.



Blair Carbert, Chair



Joe Morissette, CEO