

THE FRIENDS OF THE BRUCE DISTRICT PARKS ASSOCIATION

BYLAW 1-2023

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"Board" means the board of directors of the Corporation;

"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;

"Chair" means the chair of the Board;

"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;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

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 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.

1.04 Seal

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

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other 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.

1.06 Name

The official name of the Corporation shall be THE FRIENDS OF THE BRUCE DISTRICT PARKS ASSOCIATION. Further, the corporation may include the use of the additional sub-names of FRIENDS OF FATHOM FIVE PARK and FRIENDS OF BRUCE PENINSULA PARK.

Section 2 – Directors

2.00 General

The affairs of the Corporation shall be managed by a board of eight (8) directors, each of whom shall be a Member no later than 10 days after their election, and throughout their respective terms. The Board shall consist of persons other than Park staff.

2.01 Election and Term

The Directors of the Corporation shall be elected by a majority vote at the annual meeting of the Corporation in the year in which their term of office expires. Incumbent Directors shall be deemed to be nominated for re-election, unless they indicate otherwise. Other nominations for Director shall be lodged with the Secretary of the Corporation no later than seven (7) days prior to the date on which an election for Director(s) is set.

A Director shall not be:

- i. less than eighteen years of age;
- ii. an undischarged bankruptcy;
- iii. has been found under the Substitute Decisions Act, 1992 or the Mental Health Act to be incapable of managing property; or,
- iv. has been found to be incapable by any court in Canada or elsewhere.

The election of the Board shall be divided into two (2) groups composed of up to (four (4) Directors in each group. The term of office for each group of up to four (4) Directors duly elected at subsequent annual meetings shall be two (2) years. The eligible members of the

corporation may, by resolution passed by a least two-thirds of the votes cast at a general meeting, at which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

Beginning January 1, 2018, no Director may serve more than 4 consecutive terms (8 years)

2.02 Vacancies

The office of a Director shall be vacated immediately:

- i. 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;
- ii. if the Director dies or becomes bankrupt;
- iii. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- iv. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 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:

- i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- ii. 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
- iii. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

- i. 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; and
- ii. 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.

2.05 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:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- ii. 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:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the Act; and
- iii. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in 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.

2.06 Consent

All Directors shall sign a written consent to their appointment within ten (10) days of their election or appointment to the Board.

Section 3 - Board Meetings

3.01 Calling of Meetings

Directors' meetings will be formally called by the Chair or Vice- Chair or by the Secretary on the direction of the Chair or Vice- Chair, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be mailed, delivered, telephoned or sent by electronic means to each Director not less than 7 days before the meeting is to take place.

Except as otherwise required by law, the Board may hold its meetings at such place or places in the Province of Ontario as it may from time to time determine.

For the first meeting of the Board held immediately following the election of Directors at a general meeting of the members, no notice shall be necessary in order to legally constitute the meeting. For a meeting of the Board at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed Director.

The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meetings no notice need be sent.

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Meetings may be recorded, if the Directors are informed, for the purpose of assisting in the preparation of the official minutes.

3.02 Regular Meetings

- i. Except as otherwise required by law, the Board, may hold its meetings at such place or places in the Province of Ontario as it may from time to time determine.
- ii. Directors' meetings will be formally called by the Chair or Vice-Chair or by the Secretary on the direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be mailed, delivered, telephoned or sent by electronic means to each Director not less than 7 days before the meeting is to take place.
- iii. For the first meeting of the Board held immediately following the election of Directors at a general meeting of the members, no notice shall be necessary in order to legally constitute the meeting. For a meeting of the Board at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed Director.
- iv. The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meetings no notice need be sent.
- v. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- vi. A member in good standing may attend a regular Board meeting with the permission of the Chair.

3.03 Interim Meetings

The Board may present, second and vote upon motions between meetings of the Board through e-mail communications; provided that all members of the Board receive copies of all communications, and a majority of the current members of the Board indicate agreement with the motion. The motion must then be ratified at the next regular meeting to be included in the official minutes.

3.04 Chair

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

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

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

Section 4 - Financial

4.01 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.

4.02 Financial Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31 day of March in any year.

4.03 Borrowing

The Directors may from time to time:

- i. borrow money on the credit of the Corporation; or
- ii. issue, sell or pledge securities of the corporation; or
- iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including books debts, rights, powers, franchises and undertakings to secure any securities or any moneys borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, officer, or employees of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such agreements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

4.04 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bank(s), trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by two authorized officers or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of securities so withdrawn from deposit or the proceeds thereof.

4.05 Cheques, Drafts and Notes

All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers endorsed "for collection" or "for deposit" with the bank(s) of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

4.06 Operating Account

The Directors shall deposit all sales and membership revenue in a current account.

4.07 Government Funding

The Directors may from time to time make application to the Government of Canada, Province of Ontario, or other public institutions for such funds, goods or services as may be available to further the objects of the Corporation.

4.08 Co-Operating Association Program

The Directors may enter into agreements on such terms and conditions as they deem necessary.

4.09 Accountants

The Directors by resolution shall appoint accountants to serve at the pleasure of the Board and report annually on the financial status of the Corporation.

Section 5 - Officers

5.01 Officers

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board may determine by by-law from time to time. One person may hold more than one office except the Chair and Vice- Chair. The Chair and Vice- Chair shall be elected by the Board from among their number at the first meeting of the board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. Bruce Peninsula National Park of Canada staff and Fathom Five National Marine Park of Canada staff may not hold positions on the Board.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- i. the Officer's successor being appointed,
- ii. the Officer's resignation, or
- iii. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law, as set out in Schedule A, or as the Board may determine from time to time.

Schedule A

Position Description of the Chair Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's

process, supports the Board in achieving its fiduciary responsibilities, and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities. **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committees: Shall be responsible for tracking, furthering, monitoring or supporting progress of" committee activities.

5.05 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

Schedule B

Position Description of the Treasurer Role Statement

The treasurer works collaboratively with the Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

5.06 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Schedule C Position Description of the Secretary Role Statement

The secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

- **Board Conduct.** Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- **Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the

seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

- **Meetings.** Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act

Section 7 - Conflict of Interest

7.01 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 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.

7.02 Charitable Corporations

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

Section 8 - Members

8.01 Members

The membership shall consist of individuals and corporations, unincorporated associations, partnership and other legal entities, as are admitted as member by the Board.

8.02 Membership

There shall be four (4) categories of membership in the Corporation and such categories shall be as deemed necessary as from time to time designated by by-law.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board. Members may be required to resign, where in the view of the Board, the activities of the member violate the Corporation's stated objectives.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Corporation prior to acceptance of his/her resignation.

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

Categories of Membership

Membership in the Corporation shall be divided into the following categories:

- i. Annual;
- ii. Family;
- iii. Honorary; and
- iv. Life

Descriptions of Membership Categories

- i. **Annual members** are those individuals, corporations, unincorporated associations, partnerships and other legal entities who or which:
 - a. have subscribed to the Corporation, the sum as prescribed by the Board
 - b. shall be members until the end of the calendar year in which such subscription was received or as otherwise provided for in the by-laws
 - c. shall be entitled to notice of and to attend and vote at all general meetings of the Corporation
 - d. shall be entitled to hold any position on the Board of the Corporation and/or to hold any position of officer or committee member of the Corporation in accordance with the by-laws.

- ii. **Family members** are those individuals that compose an immediate family who:
 - a. have subscribed to the Corporation, the sum as prescribed by the Board
 - b. consist of up to two adults and any of their children under the age of 18, and/or children older than 18 who are full time students in accredited post-secondary education programs or who are financially dependent due to physical or intellectual disability
 - c. shall be members until the end of the calendar year in which such subscription was received or as otherwise provided for in the by-laws
 - d. shall be entitled to notice of and to attend and vote at all general meetings of the Corporation
 - e. shall be entitled to one (1) vote per family membership at meetings for the Corporation.

- iii. **Honorary members are those individuals, corporation, unincorporated associations, partnership or other legal entities which:**
 - a. have been appointed honorary membership by a majority vote of the Board
 - b. shall be members from the date of the appointment to the date (if any) that it is revoked by a majority vote of the Board
 - c. shall be entitled to notice of and to attend all general meetings of the Corporation
 - d. shall not be entitled to vote at general meetings of the Corporation
 - e. shall not be entitled to hold any position on the Board of the Corporation and/or to hold any position of officer or committee member of the Corporation in accordance with the by-laws

- v. **Life members** are those individuals, corporation, unincorporated associations, partnership or other legal entities who or which:
 - a. have subscribed to the Corporation at any time, the sum as prescribed by the Board
 - b. shall be lifelong members from the date of receipt of their respective subscription
 - c. shall be entitled to notice of and to attend and vote at all general meetings of the Corporation
 - d. shall be entitled to hold any position on the Board of the Corporation and/or to hold any position of officer or committee member of the Corporation in accordance with the by-law.

Membership Fees

There shall be fees payable by members as shall from time to time be fixed and categorized by majority vote of the Board.

The Secretary shall notify the members of the fees at any time payable by them and, if any were not paid within 90 days of the date of such notice, the members in default shall thereupon

automatically cease to be members of the Corporation, but any such members may upon payment of all unpaid fees be reinstated.

Terms of Membership

With the exception of life and honorary members, all categories of membership shall upon subscription to membership, at any time during the period of January 1 up to (30) days before the date of the Annual General Meeting (AGM) in any calendar year, be members from the date of receipt of the membership until the end of the calendar year in which the subscription was received; and subscriptions for membership received in the period (30) days before the date of the AGM until January 1 shall be members from the start of and until the end of the calendar year next following the calendar year in which the subscription was received.

Voting of Members

Each annual or life member in good standing, whether individual, corporation, unincorporated association, partnership or other legal entity, shall be entitled to one (1) vote on each question arising at any special, annual or general meeting of the members of the Corporation and he/she may vote by proxy. Such proxy must be a voting member and shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituents(s). A proxy must be received by the Secretary (5) days before a members' meeting and may be delivered in person, by mail or by electronic means. No member shall be entitled either in person or proxy to vote at meetings of the Corporation unless he/she has paid all fees then payable by him/her and is of age of majority in the Province of Ontario. The form of proxy shall be approved by the Board.

8.03 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 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. An annual meeting shall be held no later than fifteen (15) months after the prior annual meeting.

The business transacted at the annual meeting shall include:

- i. receipt of the agenda;
- ii. receipt of the minutes of the previous annual and subsequent special meetings;
- iii. the report of the Directors shall be presented;
- iv. Consideration of the financial statements;
- v. report of the auditor or person who has been appointed to conduct a review engagement;
- vi. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- vii. election of Directors; and
- viii. such other or special business as may be set out in the notice of meeting.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board or the Chair or Vice- Chair shall have the power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of member's meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given as set out below, provided that any meetings of the members may be held at any time and place without such notice if all members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to

permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum at any members' meeting shall consist of the number of Directors of the Corporation immediately prior to the members' meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair or Vice Chair shall be the chair of the Members' meeting; in the Chair or Vice Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- i. each Member shall be entitled to one vote at any meeting;
- ii. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- iii. an abstention shall not be considered a vote cast;
- iv. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- v. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- vi. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may

be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting. Members may bring guests.

9.09 Record Date

Subject to the provisions relating to Terms of Membership as set out in Section 8.02, the record date for the determination of members entitled to receive notice of a meeting of members or to vote shall be at the close of business on the day immediately before the day on which the notice is given, or if no notice is given, the day on which the meeting is held. The record date for the members for any purpose other than to establish a member's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the Directors pass the relevant resolution

Section 10 - Notices

10.01 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.

10.02 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 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The By-laws of the Corporation may be amended by a two-third (2/3) majority vote of the Board and the Members present at a members' meeting respectively.

Enacted November 4, 2023.

Richard Ottewell-Chair

Jeff Buckingham-Secretary