



# NBSC BY-LAWS

## NICKEL BLADES SKATING CLUB

**Ontario Corporation Number 1592544**

**Date of Incorporation March 31, 2004**

**Date of Ratification May 18, 2021**

### BY-LAWS

#### I GENERAL

- 1.1 Purpose** – These By-laws relate to the general conduct of the affairs of Nickel Blades Skating Club, which represents figure skating and learn to skate programs within the Province of Ontario; a part of the Skate Ontario section of Skate Canada, dedicated to lifelong participation in skating for fun, fitness and achievement. The purpose of the Club shall be to encourage the instruction, practice, enjoyment, and advancement of its members in all aspects of skating in accordance with the Rules, Policies and Procedures of Skate Canada. The Nickel Blades Skating Club is a non-profit organization.
- 1.2 Definitions** - The following terms have these meanings in these By-laws:
- a) *Act* – Ontario Corporations Act, 1990 or any successor legislation
  - b) *Auditor* – an individual appointed by the Board 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 in accordance with the Act.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *Corporation* – Nickel Blades Skating Club.
  - e) *Days* – days including weekends and holidays.
  - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - g) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
  - h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
  - i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
  - j) *Members* – Skaters- A registered Skater that is located within Ontario that meets all requirements.
- 1.3 Registered Office** – The registered office of the Corporation will be located within the City of Greater Sudbury, in the Province of Ontario.
- 1.4 Corporate Seal** - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 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 objects of the Corporation.



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- 1.7 **Conduct of Meetings** – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.
- 1.8 **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.

## II **MEMBERSHIP**

### **Membership Dues and Duration**

- 2.1 **Year** – The membership year of the Corporation will be September 1st to August 31st unless otherwise determined by the Board
- 2.2 **Dues** – Membership and registration fees will be set by the Board of Directors on an annual basis.
- 2.3 **Duration** – Membership duration is accorded on an annual basis as defined in 2.1.
- 2.4 **Classes of Membership** – There will be one (1) class of voting membership, the members of which are called “Voting Members” and one (1) class on non-voting membership, the members of which are called “Non-Voting Members”
- 2.4.a **Voting Membership** – An individual is automatically deemed to be a Voting Member in any of the following situations:
- i) a Director, for so long as they remain a Director
  - ii) a Skater who is eighteen (18) years of age or older, for the duration of the current Skating Year
  - iii) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every member.
  - iv) a Coach who is a Registered Skate Canada Professional Coach in Good Standing.
- 2.4.b **Non-Voting Membership** – An individual is automatically deemed to be a Non-Voting Member in any of the following situations:
- i) A Skater who is under the age of eighteen (18) is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.
  - i) Honorary Members who have been nominated by the Board of Directors and elected at the Club Annual General Meeting; that have been exempt from registration fees for their Lifetime are deemed to be a Non-Voting Member.

### **Admission and Renewal of Members**

- 2.5 **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 NBSC and Skate Ontario and aligned with Skate Canada.
  - b) The candidate member has paid fees and is a member in good standing of NBSC, Skate Canada and Skate Ontario.
  - c) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
  - d) The candidate member meets any other condition of membership determined by the Board;
  - e) The candidate member has met the applicable definition listed in Section 2.4; and
  - f) Membership in the Corporation is non-transferable



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## **2.6 Termination** – Membership in the Corporation will terminate immediately upon:

- 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 2.5 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) The Member's dissolution

## **2.7 Good Standing**

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

- a) Has not ceased to be a Member of NBSC, Skate Ontario and/or Skate Canada;
- 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;
- d) Has complied with the By-Laws, policies and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by NBSC, Skate Ontario or Skate Canada, 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 to NBSC, Skate Ontario and Skate Canada
- g) Has paid all NBSC coaching staff and any guest coaches for their lesson fees as set out by the Coaching Director.

## **2.8 Cease to be in Good Standing** - Members that cease to be in good standing, as determined by the Board 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

## **2.9 Rights of Membership** – A Member in good standing has the following rights and privileges of membership:

- a) to receive notice of, and to attend, all General Meetings
- b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board
- c) to exercise a vote on matters for determination at General Meetings
- d) may serve on committees of the Club, as invited
- e) may nominate individuals for election to the board, in accordance with this By-Law
- f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law
- g) may participate in the programs and initiative of the Club, in accordance with such criteria as may be determined by the Board from time to time
- h) to receive access to minutes of members' meetings

## **III MEETINGS OF MEMBERS**

### **3.1 Annual Meeting** - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the Corporation's fiscal year end.

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- 3.2 Special Meeting** - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice** - Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, at least twenty-eight (28) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice** - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business** – Matters of business should be limited to matters properly brought before a Members' meeting. 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, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.8 Quorum** – Delegates as defined in 3.14 representing ten (10) percent of the Members present or by proxy; that are not part of the learn to skate (Pre-CanSkate/CanSkate) and power skating programs; 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.
- 3.9 Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 3.12.
- 3.10 Scrutineers** – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.11 Adjournments** - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. 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.



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- 3.12 Attendance** - The only persons entitled to attend a meeting of the Members are those Delegates representing Members and the Directors of the Corporation, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles 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 or in accordance with 3.9.

## Voting at Meetings of Members

- 3.13 Voting Rights:** Members have the following voting rights at all meetings of the Members:

a) A member, in accordance with 2.4.a of these By-Laws, will be assigned one (1) vote per family or eligible member.

- 3.14 Delegates** – Members will appoint in writing (inclusive of electronic notice) to the Corporation the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member's representative.

- 3.15 Proxy Voting** – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum of six (6) proxies.

A proxy must:

- a) Be signed by the Member; either written or by electronic form  
b) Comply with the format stipulated by the Corporation; and be submitted to the Corporation in accordance with the notice of the Member's meeting.

- 3.16 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.

- 3.17 Majority of Votes** - Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

## IV GOVERNANCE

### 4.1 Composition of the Board

- a) The Board must consist of a minimum of five (5) to a maximum of nine (9) elected Directors: at a minimum there will be a President, and four (4) other Directors; in addition;
- b) At the discretion of the President, the board may include an additional four (4) elected Director(s); if not already previously fulfilled one (1) of the elected Director(s) may be used to fulfill by-law 4.1.e.
- c) The President shall assign the roles of each Director; but will at a minimum include a Vice-President, a Treasurer and a Secretary.
- d) In accordance with the subsections 124 (2) and 286 (2) of the Act, each Director shall be a non-voting member of the Corporation. All other references in these By-laws to "Members" shall be deemed not to include such Non-Voting Members.
- e) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board.

**4.2 Eligibility of Directors** – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;
- c) Not have the status of bankrupt.
- d) Not be a paid employee of Skate Canada or Skate Ontario, with the exception of one certified professional coach or registered skating coach who will fulfill the requirement as per 4.1 e of these By-Laws
- e) Shall be willing to abide by the policies and by-laws governing Skate Canada and Skate Ontario
- f) Shall not be sitting on the Board of any other Member Club or Skating School
- g) Shall not be sitting on the Board of Skate Canada or Skate Ontario
- h) Shall be a resident of Ontario

## Election of Directors

**4.3 Nominations Committee** – The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors and ensure that the established skill set requirements are met.

**4.4 Nominations** - 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 Nominations Committee; and
- c) Be submitted to the Registered Office of the Corporation no later than seven (7) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
- d) There will be no nominations from the floor of the meeting

**4.5 Circulation of Nominations** - Valid nominations will be circulated to Members in the Official Notice of Meeting.

**4.6 Elections** – Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected for a term of two (2) years as per 4.8 of this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.

**4.7 Election by Acclamation** – Where there is a single Person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected by acclamation.

**4.8 Terms of Office:**

- a) The President shall be elected for a two-year term or 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.
- b) Directors as part of 4.1.a shall serve terms of two (2) years and 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.
- c) Directors as part of 4.1.b shall serve terms of one (1) year and 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 or a director position is no longer needed at the discretion of the President.
- d) Directors will be elected in alternate years.



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- e) An Elected Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve five (5) two-year consecutive terms as an Elected Director.

## Resignation and Removal of Directors

- 4.9 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 President. 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.
- 4.10 Vacate Office** - The office of any Director will be vacated automatically if:
- a) The Director resigns;
  - b) The Director is absent from three (3) consecutive meetings of the Board, unless the President has deemed their absence as reasonable;
  - c) Has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
  - d) The Director becomes bankrupt
  - e) The Director dies.
- 4.11 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 reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.

## Filling a Vacancy of a Director

- 4.12 Vacancy** – Where the position of a Director becomes vacant for whatever reason and there is still quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual General Meeting.

## Meetings of the Board

- 4.13 Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors
- 4.14 Chair** – The President will be the Chair of all Board meetings unless otherwise designated by the President.
- 4.15 Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- 4.16 Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.17 Quorum** – At any meeting of the Board, quorum will be a majority of the Board of Directors.



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- 4.18 Voting** – Each Director, including the President, is entitled to one vote at a meeting of the Board. 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 upon a majority of the votes cast being in favour of the resolution Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.
- 4.19 No Alternate Directors** - No person shall act for an absent Director at a meeting of directors.
- 4.20 Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.21 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.

## Duties of Directors

- 4.22 Standard of Care** – Every Director will:
- Act honestly and in good faith with a view to the best interests of the Corporation; and
  - Exercise the care, diligence and the skill that a reasonably prudent person would exercise in comparable circumstances.

## Powers of the Board

- 4.23 Powers of the Corporation** – 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.
- 4.24 Empowered** – The Board is empowered, including but not limited to:
- Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
  - Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures
  - Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
  - Employ or engage under contract such persons as it deems necessary to carry out the work the Corporation;
  - Follow registration procedures, and other registration requirements as determined by Skate Canada;
  - Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
  - Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
  - Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By laws; and
  - Perform any other duties from time to time as may be in the best interests of the Corporation.

## V OFFICERS

### 5.1 Composition

- The President by virtue of their office shall be an officer of the Corporation.
- At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a Vice President, Secretary and a Treasurer each of whom shall be an Officer of the Corporation.



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## 5.2 **Duties - The duties of Officers are as follows:**

- a) The President will be the chair of the Board, and will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will, subject to the powers and duties of the Board, ensure that all club correspondence, subject to the approval of the President. The Secretary shall issue all notices for Board of Directors meetings, book meeting venues, take minutes at all meetings and distribute meeting agendas and minutes to the Board of Directors in a timely manner. The Secretary shall maintain and update as necessary all Club documents and maintain written/electronic records of all meetings, financial statements and other important documents.
- d) The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board. The Treasurer will serve as Chair of the Finance Committee.

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** –

- a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given 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 President is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
- b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.

## 5.5 **Vacancy** –

- a) Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.
- b) If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors until the next Annual General Meeting.

5.6 **Other Officers** – The Board may determine other Officer positions and appoint individuals to fill those positions.

**Other Officers need not be Directors.**

## VI **BOARD 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.

6.2 **Vacancy** - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.



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**6.3** **President Ex-officio** - The President will be an ex-officio non-voting member of all Committees of the Corporation.

**6.4** **Removal** - The Board may remove any member of any committee.

**6.5** **Debts** - No Committee will have the authority to incur debts in the name of the Corporation.

## **VII** **FINANCE AND MANAGEMENT**

**7.1** **Fiscal Year** - Unless otherwise determined by the Board, the fiscal year of the Corporation will be June 1st to May 31st.

**7.2** **Bank**: The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

**7.3** **Auditors** - The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation.

**7.4** **Annual Financial Statements** - The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Corporation of the last fiscal year of the Corporation and present the approved financial statements before the Members at every Annual Meeting.

**7.5** **The Financial Statements** will include:

- a) The financial statements;
- b) Any further information respecting the financial position of the Corporation.

**7.6** **Books and Records** - The necessary books and records of the Corporation required by applicable law will be necessarily and properly kept.

**7.7.1** **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.

**7.8** **Borrowing** - The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

## **Remuneration**

**7.9** **No Remuneration** - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by a meeting of Members) except for reimbursement of expenses as approved by the Board.



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## Conflict of Interest

- 7.10 Conflict of Interest** - 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 disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

## VIII AMENDMENT OF BY-LAWS

### 8.1 Voting

- a) By a simple majority of the Voting Members present at a meeting duly called to amend, revise or repeal these Bylaws;
- b) By Ordinary Resolution of the Board. Any By-law amendments will be submitted to the Members at the next meeting of Members and the Voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution
- c) Proposed amendments will not be accepted from the floor of the meeting

- 8.2 Effective Date** - By-laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.

## IX NOTICE

- 9.1 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 individual, Director, Officer, or Member, as applicable.
- 9.2 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
- 9.3 Error in Notice** - The accidental omission to give notice of a meeting of the Board or of 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.

## X INDEMNIFICATION

- 10.1 Will Indemnify** - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.



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- 10.2 Will Not Indemnify** - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 10.3 Insurance** - The Corporation will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

## **XI ADOPTION OF THESE BY-LAWS**

- 11.1 Ratification** – These By-laws were passed and enacted by Ordinary Resolution of the board on May 18, 2021.
- 11.2 Repeal of Prior By-laws** – In ratifying these By-laws, all prior By-laws of the Corporation shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.