

**CHEERLEADING CANADA INC.**  
**BY-LAWS**

**ARTICLE I: GENERAL**

- 1.1 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Members;
  - c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
  - d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
  - e) *Board* – the Board of Directors of the Corporation;
  - f) *COC* – Canadian Olympic Committee;
  - g) *Corporation* – Cheerleading Canada Inc., which may do business as Cheer Canada;
  - h) *Days* – days including weekends and holidays;
  - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - j) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
  - k) *ICU* – International Cheer Union;
  - l) *IOC* – International Olympic Committee;
  - m) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
  - n) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - o) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
  - p) *PTSO* – Provincial/Territorial Sports Organization;
  - q) *Registrant* – individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors. Registrants must be registered with the Corporation;
  - r) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;
  - s) *Region* – A geographic division of the country into five (5) areas as determined by the Board of Directors and ratified by the Members by Ordinary Resolution;
  - t) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
  - u) *Sport Canada* – a branch of the Department of Canadian Heritage of the Canadian government that develops federal sport policy in Canada, provides funding programs in support of sport, and administers special projects related to sport. Sport Canada’s mission is to enhance opportunities for all Canadians to participate and excel in sport; and
  - v) *WADA* – World Anti-Doping Agency is the foundation initiated by the International Olympic Committee to promote, coordinate and monitor the fight against drugs in sport.
- 12 Registered Office – The Registered Office of the Corporation will be located in the Province of Alberta at such address as the Board may determine.
- 13 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.
- 14 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 Act and the objectives, mission, vision and values of the Corporation.
- 15 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and

meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).

16 Interpretation – Words importing the singular will include the plural 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.

17 Language – 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.

## **ARTICLE II: MEMBERSHIP**

### **Membership Categories**

2.1 Categories – The Corporation has the following categories of Members:

- a) Provincial/Territorial Members.

2.2 Provincial/Territorial Member – A Provincial/Territorial Cheerleading Association that has applied for membership, is registered as a Member with the Corporation, and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations. No Association that represents more than one (1) sport shall be admitted. The Corporation shall generally admit as a Member, the Provincial/Territorial Cheerleading Association (PTSO) recognized by a Province's or Territory's recognized sport authority.

### **Admission of Members**

2.3 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has paid dues as prescribed by the Board;
- c) The candidate member has met the applicable definition listed in Section 2.1; and
- d) The candidate member has been approved by majority vote as a Member by the Board or by any committee delegated this authority by the Board and by a majority vote of the Members.

2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members with no less than a two-thirds majority vote is required to make any amendments if those amendments affect the following membership rights and/or conditions:

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

### **Transfer of Membership**

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

### **Membership Fees**

2.6 Dues – Membership fees for all categories of membership will be determined annually by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable by them, and if they are not paid within sixty (60) days of the due date, the Member in default will be suspended pending payment of all amounts outstanding or a Members vote to terminate.

### **Withdrawal and Termination of Membership**

2.8 Suspension of Membership – A Member may be suspended by Ordinary Resolution of the Board of Directors pending a Termination vote for the following reasons: repeated non-payment of dues, non-compliance of rules or By-laws, unethical conduct of business or business dealings, unfair treatment of athletes, failure to be in good standing, or conduct unbecoming of a PTSO.

2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these By-laws;
- c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. All fees outstanding at the date

- of withdrawal shall continue to remain payable to the Corporation until fully paid;
- d) By Special Resolution of the Board or of the Members at a properly convened meeting, provided thirty (30) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination. Termination of a Member requires a Special Resolution.
- e) The Corporation is liquidated or dissolved under the Act.

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

2.11 Discipline – A Member may be suspended or terminated from the Corporation in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.12 Arrears – A Member will be suspended pending Members vote to terminate from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

### **Good Standing**

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

- a) Has not ceased to be a Member;
- b) Has not been suspended or terminated from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or debts to the Corporation, if any.

2.14 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended, will not be entitled to vote at meetings of Members and will not 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 as set out above.

### **ARTICLE III: MEETINGS OF MEMBERS**

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

3.2 Authority of Members – Annual and Special meetings of the Corporation are the highest authority of the Corporation. All decisions of Members at Annual and Special meetings of the Members are final. Members manage the affairs of the Corporation by overseeing the actions and decisions of the Board and have authority to make the following decisions:

- a) Admit Provincial/Territorial Members,
- b) Approve special fees and assessments,
- c) Approve the suspension of a Member,
- d) Terminate a Member,
- e) Appoint the auditor,
- f) Receive the financial statements, and
- g) Amend these By-laws.

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

- a) the President,
- b) the Board, or
- c) No less than five percent (5%) of the Members, upon written requisition.

3.4 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting

but not later than six (6) months after the end of the Corporation's preceding financial year. The location of the Annual Meeting is to be rotated across the Regions on an annual basis.

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

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

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

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, no fewer than twenty-one (21) days and no later than sixty (60) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, no fewer than twenty-one (21) days and no later than sixty (60) days before the day on which the meeting is to be held; and
- c) By posting on the Corporation's website not less than twenty-one (21) days prior to the date of the meeting.

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

3.9 Persons Entitled to Attend – Delegates representing Members, the Directors, those individuals invited to attend by the President and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting.

3.10 Agenda – The agenda for the Annual Meeting will be established by the Board and may include:

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

3.11 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, 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.

3.12 Quorum – A quorum shall consist of a minimum number of Members that will comprise at least 50% of all votes of all Members, but in no circumstances shall be fewer than five (5) Members.

### **Voting at Meetings of Members**

3.13 Voting Privileges – Provincial/Territorial Members will have the following voting rights at all meetings of

Members:

- a) Members with up to 2000 Registrants receive 1 vote,
- b) Members with between 2001 and 5000 Registrants receive 2 votes, and
- c) Members with over 5000 Registrants receive 3 votes.

3.14 Delegates – Provincial/Territorial Members will appoint in writing (inclusive of electronic notice) to the Corporation, at least seven (7) days prior to the meeting of Members, the name of the individual to represent the Member (Delegate) and an alternate Delegate in the absence of the original Delegate. Delegates must be at least eighteen years of age and must be authorized by the Provincial/Territorial Member to represent the Member. The Delegate will hold all the votes of the Member.

3.15 Proxy Voting – Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy is received by the Corporation prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given.

3.16 Maximum Number of Proxies – No Member will hold more than one (1) proxy.

3.17 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary, in a form prescribed by the Corporation, prior to the vote being taken.

3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Corporation is not able to identify how each Member voted if a secret or recorded vote is held.

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

3.20 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, or if a secret or recorded ballot is requested by a Member.

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

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of eleven (11) Directors as follows:

- a) Five (5) Directors-at-Large;
- b) Five (5) Regional Directors, one (1) from each of the following Regions:
  - i. Pacific Region: British Columbia, Alberta, Yukon and Northwest Territories;
  - ii. West Region: Manitoba, Saskatchewan, Nunavut;
  - iii. Central Region: Ontario;
  - iv. East Region: Quebec; and
  - v. Atlantic Region: New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

Regional Directors must reside in the Region for which they are nominated and elected for a minimum of 12 months. If a Regional Director moves out of the Region they were elected to represent they must resign to make way for the election of a replacement who resides in the Region; and

- c) One (1) Director representative of the athletes.

### **Eligibility of Directors**

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election

or appointment as a Director. Also:

- a) The Athlete Representative Director must be an active national athlete or an individual who was a national athlete within the past five (5) years and not be a gym owner or event organizer
- b) Directors cannot hold a position as a Director within a Provincial/Territorial Member

4.3 Ineligible – The following individuals and Members cannot be nominated, appointed or elected as a Director and, if a current Director fills any of the roles below, the Director will be removed as a Director:

- a) Any employee of the Corporation for the duration of their employment and one (1) year after termination of their employment; or
- b) Any individual or Registrant who is hired to perform specific work for the Corporation, either individually or as a partner, associate, Director or shareholder of a corporation for the duration of the specific work and one (1) year after delivery of the work, except in such situations where the only compensation for such work was through an honorarium.

### **Election of Directors**

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.

4.5 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee;
- c) Be submitted to the Registered Office of the Corporation or such other location as determined by the Board no fewer than seven (7) days prior to the Meeting. This timeline may be extended by Ordinary Resolution of the Board or Members
- d) Only Members can nominate individuals for their Regional Director; and
- e) Regional Members elect the Director representing their region.

4.6 Athlete Representative Director – Any individual who is eligible to serve as Athlete Representative Director may submit their own nomination for the position.

4.7 Incumbents – Individuals currently on the Board wishing to be re-elected are not subject to nomination.

4.8 Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members at the Annual Meeting prior to the elections.

4.9 Election and Term – The election of directors will take place at each Annual Meeting of Members or at a Special Meeting called by the Members for the purpose of electing new Directors. The elections will take place in two parts:

- a) Three (3) Directors-at-Large, the Pacific Region Director, the West Region Director, and the Central Region Director will be elected to the Board at alternate Annual Meetings to those listed in subsection b), with Regional Directors elected first, then Directors-at-Large, and then the Athlete Representative Director; and
- b) Two (2) Directors-at-Large, the East Region Director, the Atlantic Region Director and the Athlete Representative Director will be elected in alternate Annual Meetings to those listed in subsection a), with Regional Directors elected first and then Directors-at-Large.

4.10 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

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

4.11 Non-Director-at-Large Elections – Elections for each non-Director-at-Large position will be decided by the Members in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution; or
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of

nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Terms – Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Directors may not serve more than four (4) consecutive terms beginning with the adoption of these By-laws.

#### **Suspension, Resignation and Removal of Directors**

4.13 Resignation – A Director may resign from the Board at any time by presenting their written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If 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.

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

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes their permanent residence outside of Canada; or
- e) Dies.

4.15 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

4.16 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting. A suspended Director shall not be counted towards quorum in any meeting of the Board of Directors.

#### **Filling a Vacancy on the Board**

4.17 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term

#### **Meetings of the Board of Directors**

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

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

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

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

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

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

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

the Board or the President.

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

### **Powers of the Board**

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

4.27 Empowered – The Board is empowered to:

- a) Make policies and procedures and manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

### **ARTICLE V: OFFICERS**

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

5.2 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President, Secretary, and Treasurer. They shall take office immediately.

5.3 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required

5.4 Term – Officers are appointed at each Annual Meeting and will serve until the next Annual Meeting unless such Officers resign, are removed from, or vacate their office. Officers may be reappointed at each Annual Meeting of Members.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official 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 act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board when the President is absent, and will perform such other duties as may from time to time be established by the Board;
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-



laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meetings of the Members, and will perform such other duties as may from time to time be established by the Board; and

- d) The Treasurer will, subject to the powers and duties of the Board, ensure proper accounting records are kept as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will be responsible for the preparation of annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 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 of the Corporation.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer 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 Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated. An Officer may be suspended by an Ordinary Resolution of the Board. Termination of an Officer requires a majority vote of the Membership, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer 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 for the remainder of the vacant position's term of office.

#### **ARTICLE VI: COMMITTEES**

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

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

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

#### **ARTICLE VII: CONFLICT OF INTEREST**

7.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and 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.

#### **ARTICLE VIII: FINANCE AND MANAGEMENT**

8.1 Fiscal Year – The fiscal year of the Corporation will be July 1<sup>st</sup> to June 30<sup>th</sup>, or such other period as the Board may from time to time determine.

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

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

8.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. The membership shall approve or modify the annual financial statements. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

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

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

8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing – The Board may borrow money upon the credit of the Corporation from any bank, firm or person, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient.

8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

8.10 Powers – No Director (other than the President, as set forth below in this section), or employee of the Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of Five Hundred Dollars (\$500.00) unless they have obtained advance authorization to do so from the Board. The President shall have the power to incur indebtedness on behalf of the Corporation in excess of Five Hundred Dollars (\$500.00) for any transaction but shall not have the power to incur indebtedness on behalf of the Corporation in excess of Ten Thousand Dollars (\$10,000.00) for any transaction unless they have obtained the advance authorization to do so by the Board.

#### **ARTICLE IX: AMENDMENT OF BY-LAWS**

9.1 Amendment – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed as follows:

- a) By Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the amendment to the Members at the next meeting of Members, and the Members may amend the By-laws by Ordinary Resolution. The amendment is effective from the date of the resolution of the Directors. If the amendment is amended by the Members it remains effective in the form in which it was confirmed
- b) By member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately

9.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least thirty (30) days prior to the date of the meeting of the Members at which it is to be considered.

#### **ARTICLE X: FUNDAMENTAL CHANGES**

10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution with no less than a two-thirds (2/3) vote of the Members is required in order 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 the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

#### **ARTICLE XI: NOTICE**

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

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

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

#### **ARTICLE XII: DISSOLUTION**

12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

#### **ARTICLE XIII: INDEMNIFICATION**

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

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

13.3 Insurance – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

#### **ARTICLE XIV: ADOPTION OF THESE AMENDED AND RESTATED BY-LAWS**

14.1 Ratification – These Amended and Restated By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on July 11, 2021.

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