

GENERAL OPERATING BY-LAW NO. 3

A by-law relating generally to the transaction of the business and affairs of

The Red Circle Club Incorporated

(the "Corporation").

WHEREAS the Corporation has previously enacted a General Operating By-Law No. 1 and Disciplinary Poly By-Law No. 2, both of which have been amended / replaced with subsequent By-Law No.1s and By-Law No. 2s; and

WHEREAS the Corporation's current By-Laws are a General Operating By-Law No. 1 dated April 17, 2023, and a Disciplinary Poly By-Law No. 2 date October 28, 2018; and

WHEREAS the Corporation wishes to repeal By-Law No. 1 (as amended) and By-Law No. 2 (as amended) and replace them with this By-Law No. 3.

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NOW THEREFORE BE IT ENACTED this general operating By-law No. 3 of the Corporation, which hereby repeals and replaces all the previous By-Law No. 1 (as amended) and By-Law No. 2 (as amended), to take effect as follows:

Article 1 - Objectives

- 1.01** In addition to The Red Circle Club Incorporated, the Corporation may also be known as the Red Circle Club, sponsors of sports for youth.
- 1.02** The objectives of the Corporation are to promote, govern and improve organized amateur sports in the City of London and the Province of Ontario;
- (a) to foster among its Members, supporters and teams a general community spirit;
 - (b) to maintain and increase the interest in the game of hockey and all sports organized

by the Corporation;

- (c) to have and exercise a general care, supervision and direction over the playing interests of its teams and players; and
- (d) to carry out, in the best manner possible and to the best of the abilities of the Members, the objects set out herein and in the letters patent of the Corporation.

Article 2 - Interpretation

2.01 Definitions

In this by-law and all other by-laws and special resolutions 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;

"Auditor" means a person who is permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004* and who is independent of the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and its affiliates. For greater certainty, it is understood that a person who is a Director, an Officer or an employee of the Corporation is deemed not to be independent, in addition to any other provision set forth and described in the Act.

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

"By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Corporation" means The Red Circle Club Incorporated, incorporated as a corporation without share capital under the Act by letters patent on the 30th day of September, 1971, and subsequently revived on the 21st day of January, 1983;

"Director" means a member of the Board of the Corporation, as further defined herein;

"Hockey Operations" means a committee chaired by the 1st Vice President, and includes the 2nd and 3rd Vice President. The intent of this committee is to oversee all aspects of the hockey program including but not limited to player evaluations, forming of teams, schedules, assignment of coaches and convenors, assignment of ice allocations and on-going oversight of the hockey program. This committee may also include any approved board member, life time member, and honorary member or paid approved member.

"Member" means any person who has qualified for and been admitted to the membership of the Corporation, as further defined herein;

"Members" means the collective membership of the Corporation;

"Officer" means any person who has been elected as an officer of the Corporation by the Board, as further defined herein; and

"Ordinary resolution" means a resolution that is submitted to a meeting of the Members or directors of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast at said meeting.

"Proposal" means notice of any matter that a Member proposes to raise at an annual meeting of Members.

"Special resolution" means a resolution that is submitted to a special meeting of the Members or directors of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty percent (80%) of the votes cast at said meeting.

2.02 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, words importing one gender include all genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

2.03 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.

Article 3 – Business of the Corporation

3.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of London, in the County of Middlesex.

3.02 Seal

The Corporation may have a corporate seal but is not required to have one.

3.03 Financial Year

Unless otherwise ordered by the Board, the financial year of the Corporation ends on May 31 in each year or on such other date as the Board may from time to time by Ordinary resolution determine.

3.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed on behalf of the Corporation by any Director, with the exception of any agreement that results in the disbursement of funds under the control of the Corporation, as provided for in article 3.05. 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.

3.05 Execution of Financial Instruments

Any agreement by which the Corporation disburses or expends funds in any manner, including but not limited to the signing of cheques on behalf of the Corporation, requires the signature of the treasurer and at least one of the president, vice-president, or immediate past president. No Member, Officer or Director shall create any indebtedness beyond the income of the Corporation, nor disburse funds for any purpose that is not essential to the objectives of the Corporation.

3.06 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3.07 Autonomy of the Corporation

The Corporation was formed with a view to pursuing its objectives independently and as a separate entity from other organized sports leagues and associations. Therefore, the Corporation shall continue to conduct its activities in the field of minor hockey, separate and apart from the Ontario Minor Hockey Association or successor associations, subject to such repeal or amendment as is effected by a by-law amendment, approved by a Special Resolution of the Directors and a Special Resolution of the Members.

Article 4 - Directors

4.01 Numbers of Directors and Quorum

The affairs of the Corporation shall be managed by its Board. The number of Directors shall be within the range of Eleven (11) and Fifteen (15), of whom a majority of voting Directors shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act if constituting a quorum. The Board shall include the immediate past president for 12 months after the term as president has ended.

4.02 Qualification

No person shall be qualified as a Director unless such person is an individual, eighteen (18) or more years of age, not found to be incapable of managing property under the *Substitute Decision Act, 1992* or the *Mental Health Act*, not found to be incapable by any court in Canada or elsewhere and not have bankrupt status. The Director shall at the time of the Director's election and throughout the Director's term of office be an approved paid-up Member of the Corporation. Only one-third of the Directors may be employees of the Corporation or of any affiliates.

4.03 Election and Term

Each Director shall hold office for a two (2) year term and shall resign at the end of his or her term but is eligible for re-election as hereinafter provided. Elections to the Board should be held at the annual meeting of Members where Directors will be elected by the Members by Ordinary Resolution. To maintain continuity, the Board shall determine, prior to each Annual meeting, how many new Directors will be elected; provided that the total number of Director must remain within the range set out in Article 4.03. The term of office of the Director commences from the date of the election, and a Director may be re-elected as a Director an indefinite number of times.

Only approved paid-up Members or Life Members may be eligible for nomination to the Board.

An election, when necessary, shall be by ballot. The annual election meeting shall be held no later than the last day of May of each year, the date and place of such meeting to be determined by the present Board and announced to each approved paid-up Member of the Corporation by the recording secretary, by e-mail, at least two (2) weeks prior to the time of such meeting. A person who is elected to become a Director must consent before or within 10 days after his or her election.

4.04 Removal and Replacement of Directors by Members

The Members of the Corporation may, by Ordinary resolution at a special meeting, remove from office any director or directors, except persons who are directors by virtue of their office. A vacancy created by the removal of a director may be filled by Ordinary Resolution of the Members at the meeting of the Members at which the director is removed pursuant to this Article 4.04.

4.05 Vacancies

The office of a Director shall be vacated immediately upon occurrence of any of the following events:

- a) If a receiving order is made against the Director or if the Director makes an assignment under the *Bankruptcy and Insolvency Act*;
- b) If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- c) If the Director ceases to be qualified as provided for in Article 4.02;
- d) If the Director shall be removed from office by resolution of the Members as provided for in Article 4.04;
- e) If the Director dies; or
- f) If an order is made declaring the Director to be a mentally incompetent person or incapable of managing the Director's affairs or incapable of managing property by a court or under Ontario law.

4.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) A quorum of Directors may fill a vacancy among the Directors by Ordinary Resolution, and such replacement Director shall hold office for the remainder of the removed Director's term;
- b) If there is not a quorum of Directors or there has been a failure to elect the 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, the meeting may be called by any Member;
- c) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) The Board may fill any other vacancy by Ordinary resolution, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director; and
- e) A replacement Director, however appointed, shall be eligible to be re-elected as a Director.

4.07 Duties of Board

The Board shall constitute the executive Board of the Corporation, and shall be responsible for the execution, through its Officers, of the authorized policies of the Corporation. All new business of the Corporation shall first be considered and shaped by the Board for presentation to the Members at a regular meeting if, in the opinion of the Board, it is advisable to do so.

4.08 Powers of Board

- (a) The Board shall authorize all expenditures provided such expenditures are consistent with Article 3.05 herein;
- (b) The Board is expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions that they may deem advisable, provided such activities are consistent with Articles 3.04 and 3.05 herein, as applicable;
- (c) A majority vote of the Board shall govern except where otherwise provided;
- (d) The Board shall have the power to overrule or modify the action of any Officer of the Corporation;
- (e) The Board shall elect the following:

The Officers of the Corporation comprised of:

- (i) president;
- (ii) first vice-president;
- (iii) second vice-president;
- (iv) third vice-president;
- (v) treasurer; and a
- (vi) recording secretary

The Board shall also elect the following:

- (vii) Honourary Members as defined in Article 7.03(b); and
- (viii) Life Members as defined in Article 7.03(c).
- (f) The Board shall have the power to suspend or discipline any Director including but not limited to the removal of Directors, with the exception of Life Members, by resolution of the Board duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty percent (80%) of the remaining members of the Board (excluding the Director(s) potentially being suspended or disciplined).
- (g) The Board may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the articles of incorporation or otherwise, unless restricted by the By-laws of the Corporation or the Members, or

by act of law. In addition to the aforesaid, this includes but is not limited to the enacting, repealing, or amending of the By-laws of the Corporation, which shall be effective until the next annual meeting of the Members, or until such special meeting called for said purpose, at which time such alterations of the By-laws of the Corporation will cease to have effect unless confirmed by the Members.

4.09 Remuneration of Directors

The Directors shall serve as such without remuneration for occupying their positions as Directors. Directors may be reimbursed or paid remuneration in the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b) 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: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

4.10 Interest of Directors in Contract

Subject to the provisions of the Act, no Director shall be disqualified by the Director's office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

4.11 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act. Any Director that declares such an interest shall not attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction unless the contract or transaction is:

- a) one relating primarily to the Director's remuneration as a Director of the Corporation or an affiliate;
- b) one for indemnity or insurance under section 46 of the Act; or
- c) one with an affiliate.

Article 5 - Officers

5.01 Officers of Corporation

The Officers of the Corporation shall be a president, first vice-president, second vice-president, third vice president, recording secretary and treasurer. The immediate past president shall also be an Officer. The Officers shall be elected from within and by the Board after each annual meeting or at a special meeting if so called for said purpose.

5.02 Terms of Office

The Board may remove at its pleasure any Officer of the Corporation, without prejudice to such Officer's rights under any employment contract, subject to the vote necessary for the removal of Directors pursuant to Article 4.04 herein. Notwithstanding the foregoing, each Officer elected or appointed by the Board shall hold office until the Officer's successor is elected or appointed.

5.03 Election and Qualification of President

From time to time the Board shall elect from among its Members a president. Any person nominated for president shall have served as an Officer of the Corporation prior to nomination. Any person nominated for president must further be a Member in good standing of the Corporation at the time of the Member's nomination. If no person who has been a previous Officer of the Corporation is willing to be nominated for president, the position of president shall be open to other Members of the Board.

5.04 Duties of the President

The president, within the jurisdiction of the Corporation and subject to the authority of the Board, shall have all the powers of the president and without limiting the generality of the foregoing, shall have all the powers to:

- a) sign as a signing Officer for the Corporation;
- b) preside at all meetings as chair of the Board and shall carry out the duties of the chair in accordance with these by-laws;
- c) generally manage and supervise the operation of the Corporation;
- d) sign as an ex-officio voting Member on all committees as may be established by the Board from time to time; and
- e) automatically assume the position of immediate past president upon expiration of the term as president, with all the duties and obligations attributable thereto.

5.05 First Vice-President

- a) In the absence of the president or in the event that the president is unable or unwilling to act, the first vice-president shall have and exercise all the powers of

the president and shall at all times be an ex-officio voting Member of all committees;

- b) The first vice-president shall be one of the signing Officers of the Corporation; and
- c) The first vice-president shall be the official liaison between the Corporation and all sports programs, thereby also fulfilling the role of Director of Hockey Operations.

5.06 Second Vice-President

- a) In the absence of the president and first vice-president or in the event of their inability or unwillingness to act, or upon request by the president, the second vice-president shall have and exercise all the powers of the president and shall preside at all meetings of the Corporation or the Board; and
- b) The second vice-president shall also act as assistant to the Director of Hockey Operations.

5.07 Third Vice-President

- a) In the absence of the president, first vice-president or second vice-president or in the event of their inability or unwillingness to act, or upon request of the president, the third vice-president shall have and exercise all the powers of the president and shall preside at all meetings of the Corporation or the Board; and
- b) The third vice-president shall also act as assistant to the Director of Hockey Operations.

5.08 Treasurer

The treasurer shall:

- a) keep a record of all monies received and disbursed, and shall deposit all monies in the bank;
- b) present a report of the year's operations at each annual meeting;
- c) serve as chair of the budget committee;
- d) be one of the signing Officers for the Corporation, and shall sign all cheques written on behalf of the Corporation;
- e) if required, have the books of the Corporation audited annually by an Auditor so approved by the Board, or, in the alternative, have a person appointed by the Board conduct a review engagement of the Corporation; and

- f) ensure all public filings required by law are completed on a timely basis in accordance with applicable law.

5.09 Recording Secretary

The recording secretary shall:

- a) be ex-officio clerk of the Board;
- b) attend all meetings of the Board and keep a general club record, including all facts and minutes of all club and Board proceedings, in addition to committee appointments, an Officers list, an up to date Members list, attendance records, and a list of approved paid-up Members with addresses and telephone numbers, in the book(s) kept for that purpose;
- c) cause to be given, as and when instructed, all notices to Members and Directors;
- d) be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution;
- e) keep the general club record including minutes of club and Board meetings; and
- f) ensure that Minutes of the Annual Meeting and any meeting resulting in a change to the Board of Directors or Officers, as the case may be, are forwarded to the lawyers of the Corporation for recording and filing, as required by law.

5.10 Immediate Past President

One of the Directors is the previous president of the Corporation that immediately preceded the current president as elected by the Members, and is granted the position in order to maintain stability and ease the transition from one Board to the next as elections take place.

The position is not subject to election, but is automatically granted for a minimum 12 month period. The Board may, by Ordinary resolution, extend the term of the Immediate Past President.

The Immediate Past President may sign as a signing Officer of the Corporation and is responsible for fulfilling any other duties as may be determined by the Board from time to time.

If the immediate past president cannot or will not serve as a Director, there shall be no election to fill the vacant position. Instead, the vacant position will be offered to previous presidents of the Corporation, beginning with the president who served most recently and continuing until the position is filled.

5.11 Holding of Multiple Offices

Officers appointed as herein contained may hold more than one office, save that the president may not hold the offices of recording secretary or treasurer.

5.12 Other Officers

The Board may, at any time and from time-to-time, create or abolition Officer positions (other than the ones set out in these by-laws). The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the president may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

5.13 Variation of Duties

From time to time the Board may add to the duties of any other Officer and may vary or limit such additional duties.

5.14 Agents and Attorneys

The Board shall have the power from time to time to appoint agent or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

5.15 Fidelity Bonds

The Board may require such Officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

Article 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 such Director's, Officer's or committee member's respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and

- b) exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnity

The Corporation shall carry and maintain Officer and Director Insurance at levels determined reasonable by the Board from time-to-time, but which coverage amount(s) shall not be less than One Million Dollars (\$1,000,000.00) per occurrence and Two Million Dollars (\$2,000,000.00) per year. Every Director and Officer of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of such Director's or Officer's office; and
- b) all other costs, charges and expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by such Director's or Officer's own willful neglect or default.

As long as the individual acted honestly and in good faith with a view to the best interests of the Corporation or if the matter is criminal or administrative proceeding, the individual had reasonable grounds to believe that their conduct was lawful.

The Corporation may from time to time obtain insurance to fund the foregoing indemnity in such amounts and on such terms as the Directors may determine from time to time.

6.03 Validity of Action

An act of a director or an officer is valid despite an irregularity in their election or appointment or a defect in their qualification.

6.04 Directors Reliance

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's Auditor, if required, and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report as long as the Directors exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.

6.05 Interest of Directors in Contract

Subject to the provisions of the Act, no Director shall be disqualified by such Director's office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding

that office or the fiduciary relationship thereby established.

Article 7 - Members

7.01 Members

The Members shall consist of the applicants for incorporation of the Corporation and of such other individuals as are admitted as Members by resolution of the Board. Upon approval by the Board, each Member shall promptly be informed by the recording secretary of the Member's admission.

7.02 Qualification

Any person of at least eighteen (18) years of age, of good moral character and of good standing in the community shall be eligible to membership which will be confirmed by the Board and ratified by the Members. A corporation or other entity may not be a Member.

7.03 Categories of Members

There are three categories of Members, defined as follows:

- a) Approved Paid-up Members - Members who have succeeded in meeting the qualifications for membership pursuant to Article 7.02 and have paid all dues and fees, if any, then payable by the Members;
- b) Honourary Members – Members who are nominated and approved by the Board and who are invited to participate in meetings of Members but are not entitled to vote on any issues whatsoever relating to the operation of the Corporation at any meeting of Members unless such Honourary Member also qualifies as an approved paid-up Member pursuant to Article 7.03(a); and
- c) Life Member – Members who have achieved the highest honour that can be bestowed by the Corporation and is awarded only for very distinctive services to the Corporation. Such Members may be nominated by any Member, who shall submit the name of the candidate in writing to the recording secretary prior to the annual meeting of the Corporation and voted upon by the membership at such meeting, which decision is to be affirmed by the Board. Life Members shall have full voting rights at all meetings of Members and are automatically entitled to sit upon the Board and may not be removed for any reason other than as allowed pursuant to Article 4.05.

7.04 Dues

The fees and dues for membership shall be as set by the Board from time to time.

7.05 Terms of Membership

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.

7.06 Resignation

Members may resign by resignation in writing which shall be effective upon receipt thereof by the Board. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance of the Member's resignation

7.07 Disciplinary Act or Termination of Membership for Cause

- a) Upon 30 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.
- b) 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 or oral submission opposing the disciplinary action or termination not less than five (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.
- c) Any terminated Member may re-apply for membership in the Corporation.

Article 8 - Members' Meetings

8.01 Annual Meetings

The Directors shall call an annual meeting of the Members. The annual meeting shall be held on or before the last day of November, the specific date of which is to be determined by the president for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing an Auditor and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Any Member, upon written request shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, Auditor's report or review engagement report and other financial information regarding the Corporation's financial position and its operations.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

8.02 Special Meetings

The president shall have power to call a special meeting of Members at any time. The president shall be required to call a special meeting at the request of three (3) or more Directors, and no subject shall be discussed or considered at any special meeting, except as specified in the appropriate notice of said meeting. The Board shall convene a special

meeting on written requisition of no less than ten percent (10%) 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. If the Directors do not call a meeting within twenty-one (21) days after receiving the requisition, any Member who signed the requisition may call the meeting.

8.03 Place of Meetings

Meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the Board shall so determine, at some other place in Ontario.

8.04 Notice of Meeting

Notice of the time and place of each meeting of Members shall be given in the manner hereinafter provided in Article 10.01 no less than ten (10) days and no more than fifty (50) days before the day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a special meeting of Members shall state the general nature of the business to be transacted at it. The statutory declaration of the recording secretary or the president that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice. The Auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of Members that any Member is entitled to receive. 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. Notice of each meeting must remind the Member of the right to vote by proxy.

8.05 Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice; and attendance of any 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.

8.06 Presence of President and Secretary

The president, or in the president's absence, a vice-president who is a Director of the Corporation shall be the chair of any meeting of Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their members to be the chair. If the recording secretary of the Corporation is absent, the chair shall appoint some person, who need not be a Member, to act as recording secretary of the meeting.

8.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting shall be those who are Members as defined in Article 7.03(a) and (c) and thus entitled to vote thereat, the Directors, the

Auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others such as honorary Members as defined herein who, although not entitled to vote, are entitled or required under any provision of the Act or the articles of incorporation or By-laws 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.

8.08 Quorum

A quorum for the transaction of business at a Members' meeting shall be a majority of the Members present and entitled to vote at the meeting, whether present in person or by proxy provided that, in any event, a quorum shall be no less than seven (7) Members. 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.

8.09 Voting of Members

At any meeting of Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Member as defined in Article 7.03(a) and (c). A Member may demand a ballot either before or after any vote.

8.10 Proxies

Members entitled to vote at a meeting have the right to receive a proxy form from the Corporation, and appoint another person (proxy holder) to attend and act on the Member's behalf at a Members' meeting.

8.11 Votes to Govern

At any meeting every question shall, unless otherwise required by the articles of incorporation or By-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

8.12 Polls

Any question at a meeting of Members shall be decided by a poll taken thereon in the form of a written ballot. A poll so required shall be taken in such manner as the chair shall direct. Upon such election by ballot, every person who is present and entitled to vote shall have one (1) vote. Whenever a poll shall have been taken upon a question, any Member who wishes to take a manual count of the ballots cast shall do so immediately following a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried; without such demand, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

8.13 Casting Vote

In case of an equality of votes at any meeting of Members, the chair of the meeting shall be entitled to cast the deciding vote. Only in the event of an equality of votes shall the chair be entitled to vote.

8.14 Right to submit proposals

A Member entitled to vote at an annual meeting of the Members may give the Corporation a proposal.

The process for the submission and hearing of a Member proposal shall be in accordance with the provision set out in the Act.

8.15 Adjournments

The president may, with the majority consent of the voting Members that are present at a Members' meeting, adjourn the same from time to time and from place to place 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, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting;
2. If applicable, the place of the continued meeting; and
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

Article 9- Meetings of the Board

9.01 Board of Director's Meeting

No formal notice of any meeting of Directors shall be necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence, except where required by the Act. The Directors' meetings may be formally called by the president or vice-president or recording secretary on the direction of the president or vice-president. Notice of such meeting shall be delivered to each Director not less than three (3) days before the meeting is to take place or if by mail to each Director not less than seven (7) days before the meeting is to take place. The statutory declaration of the recording secretary or the president that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business, either special or general, at any meeting. Special meetings can be called by the Directors at any time.

9.02 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting, except where required by the Act.

9.03 Place of Meeting

Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines, at some place outside Ontario. A Director may participate in a meeting electronically or by telephone, subject to the provisions of these by-laws and the Act.

9.04 Chair

The president shall preside at Board meetings. In the absence of the president, the Directors present shall choose one of their number to act as the chair.

9.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes duly cast on the question.

9.06 Casting Vote

In case of an equality of votes at any meetings of Directors either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to cast the deciding vote. Only in the event of an equality of votes shall the chair be entitled to vote.

If a conflict arises, such that the Director charged with casting the deciding vote is running for the office being elected and would effectively be required to vote for himself, the deciding vote shall be cast by the next Director on the basis of priority (president, first vice-president, second vice-president and pursuant to the list contained in Article 4.08(e)) who does not otherwise have a conflict with the election taking place, as is required to achieve a deciding vote with no conflict

If the conflict cannot be resolved in the manner herein described, the deciding vote shall be cast by the first Member of the Board, sorted alphabetically by last name, who may so cast a deciding vote without being in a position of conflict.

9.07 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephone 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.

Article 10 - Notices

10.01 Method of Giving Notices

Subject to the provisions of the Act, any notice (which term in this Article Ten includes any communication or document) required to be sent to any Member or Director or to the Auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the Auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

The recording secretary may change the address on the Corporation's books of any Member, Director, Officer or Auditor in accordance with any information believed by the recording secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period and the date of the meeting or other event shall be included.

10.03 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 Member's Proposal in Notice of Member's Annual Meeting

A Member's proposal or upon the request of a Member who submitted a proposal, a statement in support of the notice and name and address of the Member shall be included in the notice of meeting unless:

- a) the proposal is not submitted to the Corporation at least sixty (60) days before the date of the meeting;
- b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;

- c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d) not more than two (2) years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the By-laws, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;
- e) substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the proposal and the proposal was defeated; or
- f) the rights conferred by this section are being abused to secure publicity.

10.05 Notice / Distribution of Financial Statements.

- (1) The directors of a corporation shall place before the Members at every annual meeting:
 - (a) the financial statements approved by the directors under subsection 83 (1);
 - (b) the report of the auditor or of the person who conducted a review engagement, as the case may be, if applicable; and
 - (c) any further information respecting the financial position of the corporation and the results of its operations required by the articles or the by-laws.
- (2) Subject to the provisions of the Act, not less than 21 days before each annual meeting of the Members, the Corporation shall give a copy of the documents referred to in subsection (1) to all Members who have informed the Corporation that they wish to receive a copy of those documents.

Article 11 – Auditors

11.01 Appointment of Auditor or Review Engagement

The Members must at each annual meeting appoint an Auditor to conduct an audit or a person to conduct a review engagement of the Corporation by ordinary resolution unless it falls under the exception outlined in Article 11.02. The person appointed will hold office until the close of the next annual meeting.

11.02 Waiver of Auditor and Review Engagement

If the Corporation's annual revenue meets the threshold for the exceptions enumerated in s.76 of the Act and it passes a Special resolution approval, the requirement in Article 11.01 is waived.

11.03 Qualifications

The Auditor or person conducting a review engagement must be permitted to do so under the *Public Accounting Act, 2004* and be independent from the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and its affiliates.

11.04 Financial Report

The Auditor or person conducting a review engagement must prepare a report on the Corporation's finances.

11.05 Removal or Resignation

If a meeting of Members is called for the purpose of removing the Auditor, an Auditor subject to removal may give statement to the Corporation respecting the reasons for resigning or for opposing the removal.

11.06 Replacement of Auditor

If a meeting is called to replace an Auditor, the Corporation shall make statement respecting the reasons for the replacement and the proposed replacement Auditor may make a statement respecting the Corporation's reasons.

11.07 Remuneration

The remuneration of the Auditor or person appointed to conduct a review engagement shall be fixed by the Board.

Article 12 - Effective Date

12.01 Effective Date

This By-law shall come into force when confirmed by the Members in accordance with the Act.

Article 13 - Adoption and Amendment of By-laws


13.01 Amendments to By-laws

(1) The Members may from time to time repeal, amend, or replace this and other by-laws by Special resolution at a meeting of the Members called for that purpose.

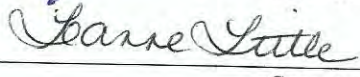
(2) The Board may from time to time in accordance with the Act repeal, amend, or replace this and other by-laws by Special resolution at a meeting called for that purpose, other than in respect of a provision proposing to: (a) add, change or remove a provision respecting the transfer of a membership; (b) change 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 the Members. A by-law repeal, amendment or replacement passed by the Directors is effective from the date of the resolution of the Directors, but subject to confirmation, rejection, or amendment by the Members at the next meeting of the Members. If the by-law enactment, amendment, or repeal is confirmed or confirmed as amended by the Members at the said meeting of the Members, then it remains effective in the form in which it was confirmed by the Members. If the Members reject (or fail to confirm) the by-law enactment, amendment, or repeal at the said meeting of the Members, then the enactment, amendment, or repeal ceases to be effective as at the date of said

Meeting.

ENACTED by the Board this 10.20.2024.



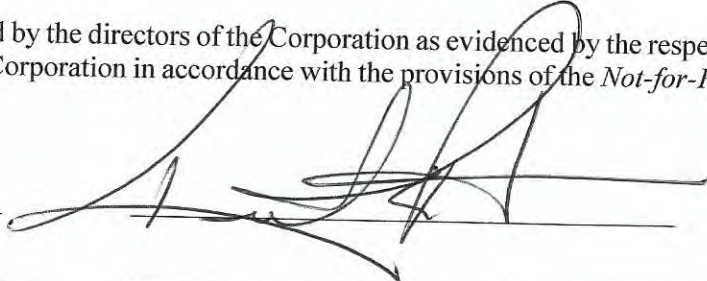
- President

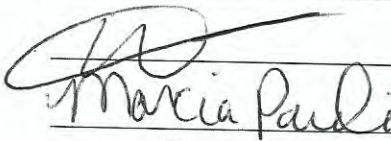


- Secretary

The foregoing By-Law No. 3 is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all of the directors of the Corporation in accordance with the provisions of the *Not-for-Profit Corporations Act* (Ontario).

DATED the 10.20.2024







The undersigned, being the Secretary of the Corporation, hereby certifies that this By-Law No. 3 was confirmed by Special resolution of the Members at the Annual Meeting on 10.20.2024.

DATED: 10.20.2024



- Secretary

