THE PIPERS' AND PIPE BAND SOCIETY OF ONTARIO

By-Law #2

Approved: 19 October, 2024

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A By-law relating to the transaction of the activities and affairs of **THE PIPERS' AND PIPE BAND SOCIETY OF ONTARIO** (the "Society").

Be it enacted as a By-law of the Society as follows:

Article 1: Interpretation

1.1 Definitions

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

a) **"Act"** means the *Not-for-Profit Corporations Act*, 2010 (Ontario) including any regulations made pursuant to the *Act*, and any statute or regulations that may be substituted therefore, and as from time to time amended;

b) **"Articles"** means any instrument or document that incorporates the Society or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, letters patent, and supplementary letters patent;

c) **"Board"** means the Board of Directors of the Society;

d) "**Branch**"' or "**Branches**" means the divisional entities of the Society which serve the objects of the Society based on geographic location, but remain under the control and management of the Society and do not have separate legal existence from the Society and operates under its own management and procedure;

e) **"By-laws"** means this By-law (including the schedules to this By-law) and all other By-laws of the Society as amended and which are, from time to time, in force and effect;

f) **"Candidate"** shall be the title of the office a qualified person holds after they are appointed to the office of a Director pursuant to article 4.5 or 4.7 and they shall hold the title of Candidate until such time that their appointment is approved by the Membership and they consent to their election as a Director by executing a consent as prescribed by the Board from time to time;

g) **"Director"** means a member of the Board;

h) **"Employee"** means any Person who has entered into a contract of employment with the Corporation;

i) "**Executive**" means the appointed representative or representatives of a Branch tasked with the overall governance of the respective Branch;

j) **"Ex Officio"** means membership "by virtue of office" and includes all rights and responsibilities, unless otherwise specified;

k) **“Extraordinary Resolution”** means a resolution passed by the Directors or Members by at least eighty percent (80%) of the votes cast at a meeting of the Board or Members duly called for that purpose;

l) **“Head Office**” means the Corporations head office located in the Municipality of Halton, in the Province of Ontario, and at such place as the Board may from time to time determine.

m) **“Holiday”** means any Saturday, Sunday or statutory or declared holiday observed in Ontario and any other day which the Corporation is not open to the public or as otherwise defined in the Legislation Act (Ontario);

n) **"Member(s)"** means members of the Corporation as described in article 2;

o) **“Officer”** means an officer of the Corporation;

p) **“Ordinary Resolution”** means a resolution passed by the Directors or Members by at least a majority of the votes cast at any meeting of the Board or Members duly called for that purpose;

q) “**Operations Manager**” means the Person holding the office of the Operations Manager;

r) “**Participant”** means a Member who has been registered with a Branch;

s) “**Past-President**” means the Person holding the office of the Past-President of the Board;

t) "**Person"** means an individual, corporation, firms, businesses, partnerships or organizations;

u) **"Policy"** means a policy adopted by the Board in accordance with sub-article 16.2;

v) “**President**” means the President of the Board, and chair for the purposes of the Act;

w) **“Secretary”** means the secretary of the Board;

x) **“Society”** means the Corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;

y) **"Special Business"** means any business other than consideration of the financial statements and the audit report, election of Directors and reappointment of the incumbent auditor;

z) **“Special Meeting”** means any meeting of the Members other than the annual general meeting;

aa) **“Special Resolution”** means a resolution passed by the Directors or Members by at least two-thirds of the votes cast at any meeting of the Board or Members duly called for that purpose;

bb) **“Treasurer”** means the treasurer of the Board; and

cc) **“Vice-president** means the vice-president of the Board.

1.2 Interpretation

a) In this By-law and in all other by-laws of the Society, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and words importing one gender shall include the opposite.

b) Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.

c) The division of this By-law into articles and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement.

Article 2: Membership in the Society

2.1 Admission of Members

A Member shall be any person who:

a) Notifies an Officer or Officers in writing of their desire to become a Member in a form and procedure as prescribed by the Board from time to time;

b) Has agreed to and executed a statement in the prescribed form as determined from time to time by the Board, providing that such Member is in agreeance with, and shall abide by the By-laws of the Society the Code of Conduct in all matters when such Member is acting in their capacity as a Member;

c) Has, in the sole discretion of the Board acting reasonably, a genuine interest in the objectives of the Society, including the By-laws of the Society, and a genuine motivation to abide by the Code of Conduct of the Society; and,

d) Pays and has paid all Membership Dues as prescribed in article 2.4;

2.2 Term of Membership

a) The Membership term for each Member shall be annual and shall begin on the date that is the thirtieth (30^{th}) succeeding the date that the Person satisfied the Membership qualifications outlined in article 2.1, and the term of Membership shall expire at the earlier of the date:

i. The Member dies;

ii. The Member resigns;

iii. The Society dissolves; or,

iv. The Members membership is revoked pursuant to article 2.8.

b) Notwithstanding article 2.1 and 2.2(a), a Person may become a Member if they only satisfy sub-article 2.1(d) where they had a Membership within the last three-hundred and sixty-five (365) day period preceding the date of receipt of the payment of all applicable Membership dues as prescribed under 2.4. For clarity, this shall be referred to as a renewal of a Membership. Where a Person renews their Membership, the term of their Membership shall begin on the date of receipt of the payment of all applicable Membership dues as prescribed under 2.4, in satisfaction of sub-article 2.1(d).

c) Where a Person did not have a Membership within the last three-hundred and sixty-five (365) day period preceding the date of receipt of the payment of all applicable Membership dues as prescribed under 2.4, they shall satisfy all qualifications of Membership listed under article 2.1.

2.3 Rights of Membership

a) Members of the Society have the following rights:

i. The right to one vote at all meetings of the Members;

ii. The right to notice of and participation at all meetings of the Members; and,

iii. The right to put forward names as a Candidate, including themselves.

2.4 Dues

Membership dues are payable annually. All applicable Membership dues shall be quantified in the sole discretion of the Board.

2.5 Membership

A Membership in the Society is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with these By-laws or the *Act*.

2.5 Voting

Each Member shall be entitled to one vote.

2.6 Resignation

Members may resign by resignation in writing delivered to the Secretary which shall be effective upon the date or time on, or after, the execution of the instrument of resignation as determined by the Board. A Member who has resigned continues to remain liable for payment of all outstanding fees and dues owed to the Society.

2.7 Suspension of Membership

a) Without limiting the rights the Society may have by law, the Board, or a Committee created by a Board resolution duly passed for such purpose, may pass a resolution to suspend a Member in good faith for:

i. Fees or any other amount owing to the Society that have remained outstanding fifteen (15) days after the issuance of a notice of assessment for payment, in whole or in part, of such fees; and,

ii. Such period of time as the Board, or a Committee created by a Board resolution duly passed for such purpose, determines for

A. violating any provision of the By-laws or Policies of the Society, including the Code of Conduct, in the sole discretion of the Board, or a Committee created by a Board resolution duly passed for such purpose; or,

B. conduct unbecoming of a Member, or conduct prejudicial to the objects of the Society, in the sole discretion of the Board, or the sole discretion of a Committee created by a Board resolution duly passed for such purpose.

b) To ensure that the Members are suspended in good faith, a Member will be disciplined by the procedure outlined in the Code of Conduct and:

i. Be provided with at least fifteen (15) days' notice of a disciplinary action with reasons; and,

ii. The Member will be provided an opportunity to be heard in a format determined by the Board, or a Committee created by a Board resolution duly passed for such purpose, not less than five (5) days before the disciplinary action becomes effective, by a quorum of the Board, or by a quourm of a Committee created by a Board resolution duly passed for such purpose.

c) A suspended member loses all rights of membership including the right to vote at annual meetings of the Members or at a Special Meeting, but continues to be obligated to pay all fees and dues payable to the Society

2.8 Revocation of Membership

In addition to the power to suspend Members pursuant to article 2.7, the Board, or a Committee created by a Board resolution duly passed for such purpose, may also revoke the membership of a Member on the same grounds provided for in sub-article 2.7(a)(i) and (ii) so long as the good faith provisions provided for in sub-article 2.7(b)(i) and (ii) are also abided by.

2.9 Appeal of Disciplinary Decision

A Member may have the right to appeal a disciplinary decision of the Board, or a Committee created by a Board resolution duly passed for such purpose, if such a right is provided to the Member under the Code of Conduct, but such appeal shall abide by the procedure for such appeal outlined in the Code of Conduct.

Article 3: Meetings of Members

3.1 Location

Meetings of the Members shall be held at the Head Office of the Society or at any place in Ontario as the Board may determine from time to time.

3.2 Annual Meetings

The annual meeting of Members shall be held each year at a date determined by the Board from time to time but the annual meeting of the Members will occur no later than fifteen (15) months after the preceding annual meeting of the Members. The Members shall be provided, not less than five (5) business days before the annual meeting, with

a) a copy of the approved financial statements for the period that began immediately after the end of the last completed fiscal year end and not more than six (6) months before the annual meeting of the Members;

b) a report on the relevant affairs of the Society by the Board;

c) the auditor's report; and,

d) any other information respecting the financial position of the Society, the results of the Society's operations, or required by the By-laws or Articles.

3.3 Special Meetings

a) Pursuant to the *Act*, and subject to the notice requirements outlined in article 3.5, the Board may convene a Special Meeting at any date and time as determined by the Board from time to time.

b) A Special Meeting shall be scheduled by the Board where at least 10% of the Members requisition such Special Meeting in writing for any purpose related to the affairs of the Society. The Board shall convene such meeting within twenty-one (21) days of receipt of the Members' requisition. If the Board fails to convene a meeting of the Members within twenty-one (21) days of receipt of the Members' requisition, any Member may requisition such meeting of the Members.

3.4 Quorum

A quorum for the transaction of business at any Special Meeting or the annual meeting of Members shall consist of twenty-five (25) Members present in person at the meeting, who are entitled to vote at the meeting and who have not had their Membership suspended under article 2.7, or had their Membership revoked under article 2.8.

3.5 Notice

a) Notice of the time and place of a meeting of Members shall be given to each Director, each Member entitled to receive notice, and to the auditors by sending it by one of the methods set out in article 17.1 addressed to such person at their most recent address as shown on the Society's records at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

b) Notice of a meeting of Members at which Special Business is to be transacted must:

(i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and,

(ii) state the text of any Special Resolution to be submitted to the meeting.

3.6 Omission of Notice

The accidental omission of notice of any meeting or the non-receipt of any notice by any Director, Member or auditor of the Society shall not invalidate any resolution passed, or any proceedings taken, at any meeting of the Members.

3.7 New Business

a) Any Member who wishes to put forward any new business at a meeting of the Members which will require a vote by the Members shall do so by delivering a Notice of Motion to the Secretary no later than the earlier of:

(i) twenty (20) days prior to the date of the meeting of the Members; or,

(ii) five (5) days after the date that the Notice of Meeting was sent where reasonably possible in the sole discretion of the Board.

b) The Secretary shall send the Notice of Motion to the Members in advance of the meeting of the Members, together with any recommendation made by the Board in respect of the Notice of Motion. Every motion or question to be determined by the Members shall be determined pursuant to the procedure outlined in article 3.8.

3.8 Votes

a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.

b) Votes at all meetings may be cast in person or by proxy.

c) Every member entitled to vote at a meeting of Members may vote by proxy where permitted in the sole discretion of the Board. Where permitted, every Member entitled to vote at a meeting of the Members who intend to vote by proxy shall appoint a proxy holder or one or more proxy holders, who shall be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy form as prescribed by the Board from time to time. The Society shall send, or otherwise make available, a form of proxy to each member who is permitted to vote by proxy.

d) At all meetings of Members, every question shall be determined by a majority of votes cast unless otherwise specifically provided for by the *Act* or by this By-law.

e) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands, and in the case of an equality of votes, whether on a show of hands or on a ballot, the motion shall be defeated and the chair of the meeting shall not have a second vote.

f) Voting shall be undertaken by way of a ballot where:

   i. An election of the Board or the President is contested;

   ii. In respect of any matter where the Board, by resolution, directs that the voting be undertaken by way of a ballot;

   iii. Where a ballot is demanded by any Member where the matter at issue in the motion is a non-procedural issue as determined in the sole discretion of the chair of the meeting;

   iv. In respect of a vote on a procedural matter, at the direction of the chair of the meeting; or,

   v. A ballot is demanded by a Member present at the meeting.

g) At each meeting of members one or more scrutinizers may be appointed by the chair of the meeting or by a resolution of the meeting to serve at the meeting.

h) Ballots shall be undertaken by secret written ballot. Ballots may be counted by scrutinizers. Each ballot shall remain confidential and shall be held by the Secretary for ten (10) days following the termination of the meeting at which time each ballot shall be destroyed by the Secretary and such destruction shall be witnessed by another Director, unless at the meeting in which the ballot vote occurred, the Members approved by Ordinary Resolution for the ballots to be destroyed earlier. A Member may request a recount in respect of a vote on a non-procedural matter, however, any request for a recount shall be made, and the recount shall be undertaken, prior to the conclusion of the meeting.

i) At any meeting of Members, unless a ballot is demanded, an entry in the minutes of a meeting reflecting that the chair of the meeting declared a resolution carried, carried unanimously or by a particular majority, lost or did not carry by a particular majority shall be proof of said fact in the absence of evidence to the contrary.

3.9 Written Resolution in Lieu of Meeting

Matters that require the approval of the Membership but that are deemed by the chair of the meeting or the Board not to require consideration by the Membership at a meeting of the Members, or which do not require a Special Resolution or Extraordinary Resolution, may be voted on by circulation to the Membership a written resolution with votes to be cast by electronic mail, facsimile, or personal delivery.

3.10 Validity of a Written Resolution in Lieu of Meeting

Except as provided in the *Act* and this By-law, a written resolution signed by all of the Members entitled to vote on that resolution pursuant to article 3.9 is as valid as if it had been passed at a meeting of Members.

3.11 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Members, except those Members who have been suspended pursuant to article 2.7, or those Members who have had their membership revoked pursuant to article 2.8, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Society, if any, and others who are entitled or required under any provision of the *Act*, the Articles or the By-law of the Society to be present at the meeting. Any other person may be admitted only if invited by the President or with the majority consent of the Members present at the meeting.

3.12 Chair of the Meeting

a) The chair of a meeting of the Members of the Society shall be:

   i. the President;

   ii. the Vice-president, if the President is absent or is unable to act; or

iii. a chair of the meeting elected by the Members present if the President and Vice-president are absent or unable to act, or, by the passing of an Ordinary Resolution, the Members vote to elect a chair of the meeting at the outset of the meeting.

b) The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.13 Adjourned Meetings of Members

If within one-half (1/2) hour after the time appointed for a meeting of the Members of the Society, the meeting has not commenced because a quorum is not present, or the Members by Ordinary Resolution vote to adjourn the meeting, the meeting shall stand adjourned until a day to be determined by the Board.

3.14 Notice of Adjourned Meetings

If a meeting of Members is adjourned for less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned with the new date, time and location of the adjourned meeting. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days from the date of the original meeting of the Members, notice of the meeting that continues the adjourned meeting shall be given in accordance with article 3.5.

3.15 Electronic or Telephonic Meetings

a) The Members may meet by such electronic or telephonic means that allow all Persons attending the meeting to be able to communicate with each other simultaneously and instantaneously.

b) A Person who, through telephonic or electronic means, attends a meeting of Members is deemed for the purposes of this By-law to be present in person at the meeting and present in Canada.

3.16 Telephonic or Electronic Voting Procedures

Matters that require approval of the Members may be voted on by telephonic or electronic means if such a vote is called for by the chair of the meeting. Any Member who fails to vote by any method provided for by the chair of the meeting will be deemed to have forfeited their right to vote on the issue. The chair of the meeting will advise the Members of the results of any telephonic or electronic vote.

3.17 Notice of Electronic or Telephonic Meetings

a) A notice of a meeting of Members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

b) If the Members may attend a meeting by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the 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.

Article 4: Board of Directors

4.1 Composition of the Board

The Board shall consist of no less than ten (10) and no more than twenty (20) elected Directors, who satisfy the criteria set out in article 4.3, and who are elected by the Members in accordance with article 4.5 or appointed in accordance with article 4.7. The size of the Board shall be fixed by a Special Resolution of the Members at the annual general meeting, unless such power has been delegated to the Board by the Members, which shall require a Special Resolution.

4.2 Duties and Responsibilities

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the *Act*, By-laws or any Special Resolution of the Society or by statute expressly directed or required to be done by the Society at a Special Meeting.

Without in any way derogating from the foregoing, the Directors are 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 Society, for such consideration and upon such time and conditions as they may deem advisable.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in article 4.1 if they:

a) are not an individual;

b) are less than eighteen (18) years of age;

c) are a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

d) are a person who has been found to be incapable by any court in Canada or elsewhere;

e) has the status of a bankrupt;

f) are not a Member;

g) are not ordinarily resident in Canada;

h) must not have served on a board of a charity that has been dissolved within the last five (5) years;

i) are an "ineligible individual" as defined in section 149.1(1) of the *Income Tax Act*; or

j) are an Employee of the Society, or an immediate family member of an Employee of the Society.

The decision of the Board as to whether or not a Candidate is qualified to stand for election shall be final.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

a) If a Director dies;

b) If a Director resigns;

c) If the Director becomes disqualified under subsections 4.3(a) to (j) and the Members pass an Ordinary Resolution approving said disqualification; or,

d) If at a Special Meeting, an Ordinary Resolution is passed removing the Director from office.

A resignation of a Director becomes effective at the time the resignation is received by the Society or at the time specified in the resignation, whatever is later.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.5 Election and Term

a) The Branch presidents referred to in article 11.4 shall be Ex Officio Directors.

b) A qualified person under article 4.3 shall be appointed by the Board or a Member as a Candidate. In order to become a valid Director, the Candidate must be elected to the office of a Director by the Members, and consent to act as a Director of the Society by executing a consent in the prescribed form as provided for by the Board from time to time within ten (10) days of the meeting of the Members where the Director was elected.

c) Directors shall be elected and retire in a rotation that ensures that no more than fifty percent (50%) of the Directors on any given Board retire in any one (1) year.

d) The Directors referred to in article 4.1 shall be elected for a term of up to two (2) years provided that each Director shall hold office until the earlier of the:

I. date on which his or her office is vacated pursuant to article 4.4; or,

II. the end of the meeting at which his or her successor is elected or appointed.

e) The Chair of the Music Committee established by the board under Section 8.3 shall be an ex-officio member of the Board of Directors. *(new amendment 19 Oct 24)*

4.6 Maximum Terms

Current Directors who have completed an initial two (2) year term shall be eligible for re-election or re-appointment to the Board for such additional two (2) year terms as the Members approves. Directors who have completed ten (10) consecutive years as a Director, regardless of the aggregate amount of consecutive terms, such Director shall be ineligible re-election until the first annual meeting of the Members held in the year following the completion of their tenth (10th) consecutive year as a Director.

4.7 Filling Vacancies

a) So long as there is a quorum of Directors in office, any vacancy occurring on the Board may be filled by a qualified person, as defined in article 4.3, by a majority vote of the Board to be appointed as a Candidate until the earlier of the:

i. Conclusion of the unexpired term; or,

ii. Approval of the Candidate's appointment to be a Director by an Ordinary Resolution of the Members at the next scheduled meeting and the execution of a Director consent form.

b) A quorum of the Board may, in the sole discretion of the Board, choose to fill a vacancy on the Board at the next annual meeting of the Members if an Ordinary Resolution of the Board is passed to do so.

c) If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

d) If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting to fill the vacancy and, if they fail to call a meeting, or if there are no Directors then in office, the meeting may be called by any Member.

4.8 First Meeting of the Board of Directors

At the first meeting following an annual meeting of the Members, or upon a vacancy on the Board, the Board may elect a Vice-President, a Secretary and a Treasurer, and any other such Officers, other than the President, as the Board determines is necessary from time to time, and may make such appointments as are provided by the By-law.

4.9 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of their duties.

4.10 Removal of Directors from the Board

a) The Members may, by Ordinary Resolution at a Special Meeting or an annual meeting of the Members, remove from office any Director or Directors.

b) A Director is entitled to provide the Society a statement, which shall be in writing, giving reasons for:

   I. Resigning; or,

   II. For opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

c) A copy of a Director's reasons for opposing their removal as a Director shall be circulated to the Members immediately upon receipt by the Board, but the Society shall not incur any liability by reason only of complying with the requirement to provide the Members with a copy.

Article 5: Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the President, or the Vice-President.

5.2 Regular Meetings

a) Meetings of the Board of Directors may be convened at any time by:

   i. the President;

   ii. the Secretary, at the direction of three (3) Directors.

b) The Board may appoint one (1) or more days for regular meetings of the Board at a place and time determined by the Board. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting. The Secretary of the Society shall convene such regular meetings by the notice described in article 5.3.

5.3 Notices

a) Notice of meetings, other than regular meetings described in article 5.2(b), shall be given to all Directors by electronic mail at least forty-eight (48) hours prior to the meeting, excluding Holidays or by facsimile or mail at least seven (7) days prior to the meeting, excluding Holidays. Notice of an adjourned meeting of the Board is not required if the time, date and location of the adjourned meeting is announced at the original meeting.

b) Notice of a meeting of the Board is not necessary if all Directors are present and no one objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

c) The statement of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient prima facie evidence of the giving of such notice.

d) Any variation from this article that creates an irregularity in providing notice may be waived by the receiving Director and such waiver may be validly given either before or after the Board meeting to which such waiver relates.

e) Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

5.4 Quorum

Five Directors shall constitute a quorum.

5.5 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual meeting of Members.

5.6 Persons Entitled to be Present

Members and guests may attend meetings of the Board with the unanimous consent of the present Directors. Notwithstanding the above, only Directors shall be permitted to attend in-camera sessions of the Board where confidential or personnel issues are to be discussed. The Board may adopt a policy from time to time with respect of the attendance of the public at meetings of the Board.

5.7 Voting

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.8 Electronic or Telephonic Meetings

a) The Directors may meet by such electronic or telephonic means that allow all persons attending the meeting to be able to communicate with each other simultaneously and instantaneously.

b) A person who, through telephonic or electronic means, attends a meeting of directors is deemed for the purposes of this By-law to be present in person at the meeting and present in Canada.

5.9 Telephonic or Electronic Voting Procedures

Matters that require approval of the Board may be voted on by telephonic or electronic means if such a vote is called for by the chair of the meeting. Any Director who fails to vote by any method provided for by the chair of the meeting will be deemed to have forfeited their right to vote on the issue. The chair of the meeting will advise the Directors of the results of any telephonic or electronic vote.

5.10 Notice of Electronic or Telephonic Meetings

a) A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the 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.

5.11 Casting Vote

Notwithstanding article 5.7, in the case of an equality of votes, the President shall have a deciding vote but shall not vote twice.

5.12 Written Resolutions in lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

5.13 Adjournment of the Meeting

If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within fourteen (14) days to be determined by the chair of the meeting.

5.14 Notice of Adjourned Meeting

Within twenty-four (24) hours of a determination that a meeting will be adjourned, each Director will be provided with notice of such adjournment.

Article 6: Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict of Interest

a) Any Director or Officer who:

i. is a party to a material contract or transaction, or proposed material contract or transaction with the Society; or

ii. is a director or officer of, or has a material interest in, any person or corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Society;

shall disclose to the Society the nature and extent of his or her interest at the time and in the manner provided by the *Act*.

b) Except as permitted by the *Act*, a Director referred to in sub-article 6.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

c) For the purposes of sub-article 6.1(a), a general notice to the Directors by a Director declaring that the person is a Director or Officer of, or has a material interest in, a person or corporation, and is to be regarded as interested in any contract or transaction entered into with that person or corporation is sufficient declaration of interest in relation to any contract or transaction so made.

d) The provisions of this article are in addition to any conflict of interest policy adopted by the Board from time to time.

6.2 Avoidance standards

a) A contract or transaction for which disclosure is required by article 6.1 or the *Act* is not void or voidable, and the Director and Officer is not accountable to the Society or its Members for any profit or gain realized from the contract or transaction if:

i. the disclosure of the interest was made in accordance with this By-law and the *Act*;

ii. the Directors approved the contract or transaction; and,

iii. the contract or transaction was reasonable and fair to the Society when it was approved.

b) A Director or Officer acting honestly and in good faith is not accountable to the Society or its Members for any profit or gain realized from any such contract or transaction by reason only of their holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Society at the time it was approved, is not by reason only of the Director's or Officer's interests therein void or voidable where the contract or transaction is:

i. Confirmed or approved by Special Resolution at a meeting of the Members duly called for that purpose; and,

ii. The nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

Article 7: Protection of Officers and Directors

7.1 Standard of Care

Every Director and Officer of the Society in exercising his powers and discharging his duties shall, act lawfully, honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Society shall comply with the Act, the regulations, Articles, Bylaw, board policies and any decisions made at a duly called meeting of the Members.

7.2 Directors Liability

Any Director or Officer or committee member of the Society shall not be liable for any act, receipt, neglect or default of any other Director, Officer, committee member or employee or for any loss, damage or expense happening to the Society through any insufficiency or deficiency of title to any property acquired by the Society or for any insufficiency or deficiency of any security upon which any moneys of the Society shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or Officer's or committee member's respective office unless such occurrence is as a result of such Director's or Officer's own willful neglect or default.

7.3 Indemnities to Directors and Others

a) Every Director or Officer or former Director or Officer of the Society or an individual who acts or acted at the request of the Society as a Director or Officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Society or other entity.

b) The Society shall not indemnify an individual under sub-article 7.3(a) unless:

i. the individual acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be; and

ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful

7.4 Insurance for Directors and Officers

The Society may purchase and maintain insurance for the benefit of current and former directors or officers of the Society, against any liability incurred by him in his capacity as a director or officer of the Society, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

Article 8: Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or such further resolutions as adopted by the Board.

8.3 Committee Members

Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of committees, the president of each committee and, if desirable, the vice-president thereof. The members, the President and the vice-President of a committee will hold their office at the pleasure of the Board. Unless otherwise provided, the President shall be an *Ex Officio* member of all committees but shall be permitted to delegate their position on any committee to any other Director. The Board may not appoint members to any committee who are not Members.

8.4 Procedures at Committee Meetings

Procedures at, and quorum for, committee meetings shall be determined by the president of each committee, unless established by the Board by resolution or by way of general committee regulations or policy from time to time.

Article 9: Officers

9.1 Officers

a) The Officers of the Society shall include a President, and may include a:

I. Vice-president;

II. Past-President;

III. Treasurer; and,

IV. Secretary.

In lieu of a Secretary and Treasurer, a Secretary-Treasurer may be appointed.

b) The President shall be a Director and shall be elected to the office of the President by an Ordinary Resolution of the Members at a meeting duly called for such purpose.

c) The Board may appoint such other Officers as the Board may by resolution determine are necessary from time to time. The Officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. Subject to the *Act*, the Board may specify the duties of Officers and delegate to them powers to manage the activities and affairs of the Society. 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 Act prescribes otherwise. A Person may hold more than one (1) office except that the President cannot be the same Person as the Vice-president, and the Vice-president cannot be the same Person as the President.

9.2 Removal of Officers

All Officers shall be subject to removal by resolution of the Board at any time with or without cause.

9.3 Terms of Office

Unless otherwise provided for in this By-law, the Officers appointed by the Board shall hold office at the pleasure of the Board.

9.4 Agents and Attorneys

The Directors of the Society shall have power from time to time to appoint agents or attorneys for the Society in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Article 10: Duties of Officers

10.1 President

The President shall be a Director and shall be elected to the office by an Ordinary Resolution of the Members at a meeting duly called for such purpose. The President shall perform such duties as the Board may prescribe from time to time.

10.2 Past-President

The Past President shall be a qualified Person as prescribed by article 4.3. The Past-President shall be an Ex Officio Director and shall perform such duties as the Board may prescribe from time to time.

10.3 Auditor

An auditor shall be appointed by resolution of the Members at the annual meeting of the Members and they shall hold office until the next annual meeting or until their successor is appointed, unless previously removed by resolution of the Board.

Article 11: Branches

11.1 Branches

The Board shall establish such Branches as it determines from time to time are necessary in the best interests of the Society.

11.2 Branch Membership

a) Each Member of the Society shall be registered as a Participant of the Branch with the closest geographic proximity to the address of their household as provided to the Society.

b) Notwithstanding sub-article 11.2(a), a Participant may file an application with the Board to transfer as a Participant in one Branch to another, and such application may be accepted or denied in the sole discretion of the Board acting reasonably.

c) A Member shall not be a Participant in more than one (1) Branch.

11.3 Branch Governance

a) Each Branch shall establish such committees and appoint such Branch Executives as the Members determine from time to time are necessary in the best interests of the Society and the Branch.

b) The Participants of each Branch shall elect a president, a vice-president, and may elect such other Executives as the Participants of the respective Branch deem are necessary from time to time. The duties of each respective Executive shall be determined by the Participants.

11.4 Branch President

The president of a Branch shall be a qualified Person as prescribed by article 4.3. The president of a Branch shall be an Ex Officio Director. The Branch president may decline to accept the role of Director of the Society by informing the Secretary in writing of their decision within ten (10) days of election.

11.5 Branch Books and Records

a) The Executive of a respective Branch shall see that all necessary books and records of the Branch required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept, including:

I. the minutes of meetings of the Participants and of any committee of the Branch;

II. the resolutions of the Participants and of any committee of the Branch;

III. the minutes of meetings of the Executive;

IV. the resolutions of the Executive;

V. a register of Executive;

VI. a register of Participants;

VII. accounting records adequate to enable the Directors and Executive to ascertain the financial position of the respective Branch with reasonable accuracy on a quarterly basis; and

VIII. a register of ownership interests in land by the Branch;

b) The books and records of the Branch listed in article 11.5(a) shall be open to the inspection of any Director of the Society at any reasonable time. Members and Participants shall only be entitled to inspect those books and records provided for in the Act.

c) An annual report, including a balance sheet and a statement of the each of the Branch revenues and expenditures for the preceding year, shall be submitted to the Board in accordance with policies set by the Board from time to time. The annual report may include such other financial information as the Directors of the Society determine are necessary from time to time.

Article 12: Organization and Financial

12.1 Execution of Documents

a) Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Society, shall be signed by any two Directors, and all instruments or documents so signed shall be binding upon the Society without any further authorization or formality.

b) Contracts executed in the ordinary course of the Society's operations as determined by the Board may be entered into on behalf of the Society by any Person authorized by the Board to do so.

12.2 Other Signing Officers

In addition to the provisions of article 12.1, the Board may from time to time by resolution direct the manner in which, and the Person or Persons by whom, any particular instrument or class of instruments or document may or shall be signed.

12.3 Banking Arrangements

a) The banking business of the Society, or any part thereof, shall be transacted with such bank, trust company or other firm or Society carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Society's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Society's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Society; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Society's behalf to facilitate such banking business.

b) Notwithstanding article 12.3(a) above, the Board shall require all cheques and other documents to be signed by at least two (2) of the following Officers:

a. Treasurer;
b. President;
c. Vice-president
d. Secretary; or
e. Operations Manager.

except on cheques and other documents related to the petty cash account contemplated in article 12.3(c) below.

c) The Board may authorize the establishment of a petty cash account and may provide that cheques on such account may be signed on behalf of the Society by any Person authorized by the Board to do so.

12.4 Financial Year

Unless otherwise determined by the Members, the fiscal year end of the Society shall be the thirty-first (30th) day of April in each year.

12.5 Appointment of Auditor

a) The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Society and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the *Act*. The remuneration of the auditor shall be fixed by the Board at the annual meeting of the Members.

b) If the Society receives a revenue of more than one-hundred-thousand dollars ($100,000.00) but less than five-hundred-thousand dollars ($500,000.00), the Members can waive the requirement to have an audit of the Society's accounts by passing an Extraordinary Resolution.

12.6 Borrowing Power

Without limiting the borrowing powers of the Society as set forth in the *Act*, but subject to the Articles, the Board may from time to time, on behalf of the Society, without authorization of the Members:

a) borrow money on the credit of the Society;

b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Society;

c) to the extent permitted by the Act, give directly or indirectly financial assistance to any Person by means of a loan, a guarantee on behalf of the Society to secure performance of any present or future indebtedness, liability or obligation of any Person or otherwise; and

d) mortgage, hypothecate, pledge or otherwise create a security interest in all currently owned or subsequently acquired real or personal, movable or immovable, property of the Society including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Society.

Nothing in this article limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

12.7 Investments

Subject to the Articles or any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

12.8 Dissolution

Upon the dissolution of the Society and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more registered Canadian charities or Ontario not-for-profit corporations, the objects of which are similar to the objects of the Society.

12.9 Restrictions on Power of the Directors

Notwithstanding the foregoing, the Board shall be required to obtain the approval of the Membership as prescribed in this By-law and the *Act* with respect to:

a) the acquisition and sale of real property which shall require a Special Resolution of the Members;

b) The acquisition or conveyance of public access rights over the Society's lands which shall require a Special Resolution of the Members;

c) The acquisition or conveyance of easements, rights of way or other similar real property interests to or from any third party which shall require a Special Resolution of the Members;

d) Granting mortgages or other security against the real or personal property of the Society which shall require a Special Resolution of the Members;

e) Any disposition of all or substantially all of the assets of the Society, or to voluntarily wind up the affairs of the Society, shall require a Special Resolution of the Members;

f) Approval of expenditures in excess of twenty-five percent (25%) of the annual budget, where such expenditures have not been approved in principal by the annual budget;

g) Approval of the annual budget, which shall require an Ordinary Resolution of the Members;

Article 13: Books and Records

13.1 Books and Records

The Directors shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept, including:

a) the Articles and By-laws, and amendments to them;

b) the minutes of meetings of the Members and of any committee of Members;

c) the resolutions of the Members and of any committee of Members;

d) the minutes of meetings of the Directors and of any committee of Directors;

e) the resolutions of the Directors and of any committee of Directors;

f) a register of Directors;

g) a register of Officers;

h) a register of Members;

i) accounting records adequate to enable the Directors to ascertain the financial position of the Society with reasonable accuracy on a quarterly basis; and

j) a register of ownership interests in land;

k) a register of Executives

l) a register of Branch Participants

Article 14: Confidentiality

14.1 Confidentiality

Every Director, Officer, member of a committee of the Board, Employee and agent of the Society shall respect the confidentiality of all matters:

a) brought before the Board;

b) brought before any committee; or,

c) dealt with in the course of a Member's connection with the Society.

14.2 Board Spokesperson

Normally the President shall act as spokesperson for the Board. The Board may, from time to time, give authority to one or more Directors, Officers or Employees of the Society to make statements to the news media or public about matters brought before the Board.

Article 15: Matters Required by Applicable Legislation

15.1 Required Committees and Programs

The Board shall ensure that the Society establishes such committees and undertakes such programs as are required pursuant to applicable legislation.

Article 16: Policies and Procedures

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Society, or the Board, or of any committee, which have not been provided for in this By-law or by the *Act* or regulations thereunder, or the Policies adopted from time to time by the Board, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

16.2 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the Directors and Officers, provided however that any such Policy shall be consistent with the provision of this By-law and the Act.

Article 17: Notices

17.1 Notice

Whenever under the provisions of the By-laws of the Society notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic transmission addressed to the Director, Officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic transmission address, as the case may be, as the same appears on the books of the Society.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the address as 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 so sent by any means of facsimile transmission or electronic transmission shall be deemed to have been given when transmitted.

A declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice except where such declaration is not in accordance with the *Act.*

The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

17.2 Computation of Time

Except as otherwise determined in this By-law, in computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a Holiday, the period shall terminate at midnight of the next day that is not a Holiday.

17.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the auditor of the Society or the non-receipt of any notice by any Member, Director, Officer, member of a committee or the auditor of the Society 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.

17.4 Waiver of Notice

Any Member, Director, Officer, member of a committee or the auditor of the Society may waive any notice required to be given to him or her under any provision of the Act or the Articles or the By-laws of the Society, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 18: Amendment of By-laws

18.1 Amendment

Subject to applicable legislation and the *Act*, the provisions of the By-laws of the Society may be repealed or amended by a by-law enacted by a Special Resolution of the Directors at a meeting of the Board and sanctioned by at least an Ordinary Resolution of the Members at a meeting duly called for the purpose of considering the said by-law.

18.2 Effect of Amendment

Subject to the *Act*, including Section 103 thereof, and to article 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

a) from the time the motion was passed, or,

b) from such future time as may be specified in the motion.

18.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting of the Members or at a Special Meeting called for that purpose.

The Members entitled to vote at the annual meeting or at a Special Meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

The foregoing amended by-law #2 was approved by the Board on the 19th day of October, 2024 and to ratified by the Members on December 7th, 2024.

President

Secretary

Amendment 19 Oct 24
Section 4.5, paragraph e) added.