

THE KINGSTON LACROSSE ASSOCIATION

General Operating By-law No. 1

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

THE KINGSTON LACROSSE ASSOCIATION

(the “Association”)

Contents

1. General	5
1.01 Definitions	5
1.02 Interpretation	6
1.03 Severability and Precedence	6
1.04 Execution of Documents	6
1.05 Registered Office	7
1.06 Operating Policies	7
2. Board of Directors	7
2.01 Powers	7
2.02 Number of Directors	7
2.03 Election and Term of Directors	7
2.04 Appointment of Directors	8
2.05 Vacancies	8
2.06 Filling Vacancies	8
2.07 Duties of Directors	9
2.08 Committees	9
2.09 Remuneration of Directors	9
2.10 Calling of Meetings of Directors	10
2.11 Regular Meetings of Directors	10
2.12 Notice of Meeting	11
2.13 Chair	11
2.14 Quorum	11
2.15 Votes to Govern	12
2.16 Dissent at Meeting	12
2.17 Dissent of Absent Director	12
2.18 Participation by Telephonic or Electronic Means	13
2.19 Resolutions in Writing	13
2.20 Disclosure of Conflict of Interest	13
2.21 Confidentiality	13
3. FINANCIAL	14
3.01 Banking	14
3.02 Financial Year	14
3.03 Auditors and Level of Financial Review	14

4. OFFICERS	14
4.01 Officers	14
4.02 Office Held at Board's Discretion	14
4.03 Duties	15
4.04 Duties of the Chair	15
4.05 Description of Offices	15
4.06 Term of Office	16
4.07 Vacancy in Office	16
5. Protection of Directors and Others	16
5.01 Protection of Directors, Officers and Others	16
5.02 Indemnity to Directors, Officers and Others	17
5.03 Indemnity to Others	17
5.04 Insurance	18
6. Members	18
6.01 Members	18
6.02 Membership	19
6.03 Disciplinary Act or Termination of Membership for Cause	19
6.04 Termination of Membership	20
7. Members' Meetings	20
7.01 Place of Meetings	20
7.02 Annual Meeting	20
7.04 Special Meetings	21
7.05 Special Business	21
7.06 Notice of Meeting	21
7.07 Waiving Notice	22
7.08 Persons Entitled to be Present	22
7.09 Participation in Meetings by Electronic Means	22
7.10 Meetings Held by Entirely Electronic Means	23
7.11 Voting by Electronic Means	23
7.12 Chair of the Meeting	23
7.13 Quorum	23
7.14 Votes to Govern	23
7.15 Voting Procedure	24
7.16 Proxies	24
7.17 Resolution in Lieu of Meeting	24
8. Notices	25
8.01 Method of Giving Notices	25
8.02 Computation of Time	25
8.03 Omissions and Errors	25
8.04 Waiver of Notice	25
9. Adoption and Amendment of By-laws	26

9.01 Amendments to By-laws	26
9.02 Repeal	26
9.03 Effective Date	26

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(the "Association")

1. General

1.01 Definitions

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

1. **"Articles"** means articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act of the Association.
2. **"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;
3. **"AGM"** means Annual General Meeting
4. **"Association"** 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*;
5. **"Board"** means the board of directors of the Association;
6. **"By-laws"** means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
7. **"Chair"** means the chair of the Board;
8. **"Director"** means an individual occupying the position of director of the Association by whatever name he or she is called;
9. **"Member"** means a member of the Association;
10. **"Members"** means the collective membership of the Association;
11. **"Officer"** means an officer of the Association;
12. **"Operating Policies"** means the operating policies approved by the Board in accordance with section 1.06 of this by-law.
13. **"Ordinary Resolution"** means a resolution that is: (i) submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least

a majority of the votes cast; or (ii) consented to by each Member entitled to vote at a meeting of the Members;

14. **“Proposal”** means a proposal submitted by a Member of the Association that meets the requirements of section 56 of the Act;
15. **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time; and
16. **“Special Resolution”** means a resolution that is: (i) submitted to a special meeting of the Members that is duly called for the purpose of considering the resolution and is passed at the special meeting, with or without amendment, by at least two thirds (2/3) of the votes cast; or (ii) consented to by each Member entitled to vote at a meeting of the Members.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and *vice versa*, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President or the Treasurer, together with any other Officer or Director of the Association. 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 Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

1.05 Registered Office

The registered office of the Association shall be in the City of Kingston, in the Province of Ontario and at such place therein as the Board of the Association from time to time may determine by resolution.

1.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2. Board of Directors

2.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association.

2.02 Number of Directors

The Board shall consist of a minimum of five (5) Directors, and a maximum of fifteen (15) Directors. The precise number of Directors on the Board shall be determined from time to time by Special Resolution of the Members, or, if the Special Resolution empowers the Directors to determine the number of Directors, by resolution of the Board.

Should the Association be deemed to be a public benefit corporation (as defined in the Act), not more than one third (1/3) of the Directors on the Board may also be Officers or employees of the Association.

2.03 Election and Term of Directors

Directors shall be elected by members of the Association who are present at an annual meeting except as otherwise provided by these By-laws. A director's term of office shall be for two years, a year being measured from the date of one annual meeting of members to the next annual meeting of members. A director shall be deemed to have

retired at the second annual meeting after his or her election but is eligible for re-election. Where an annual meeting must elect a replacement director prior to the completion of a director's elected term pursuant to this paragraph, the replacement director shall only serve for the balance of the term of the director he or she is replacing.

2.04 Appointment of Directors

The Executive of the Association are the Board of Directors of the Association as well as the Past President, and any additional positions the Board may identify (the "Executive"). Prior to elections, the Board will identify Executive positions and individuals will be elected as Directors-at-Large. Individuals elected as Directors-at-Large will be appointed into Executive positions by the Board at the first meeting of the Board following the annual meeting of the members. An individual may hold more than one executive position.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns their office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d) if, at a meeting of the Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office; or
- e) if, at a meeting of the Directors, the Directors by Ordinary Resolution remove the Director before the expiration of the Director's term of office.

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
- b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy

and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

- c) a quorum of Directors may fill a vacancy among the Directors.

2.07 Duties of Directors

All Directors shall:

1. Attend all meetings of the Directors as called by the Board;
2. Ensure that all necessary books and records of the Association required by by-laws or by any applicable statute or law are regularly and properly kept and that all filings are made in a timely fashion.
3. Familiarize themselves with the By-laws, rules and regulations, and Operating Policies of the Association, and conduct themselves in accordance with the By-laws, rules and regulations and Operating Policies of the Association at all times; and
4. At all times in the execution of their duties, represent the Association with the highest degree of respect and professionalism to the public and its Members.

Any Director may be removed as a director of the Association for failure to attend three (3) consecutive meetings.

2.08 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing director or a committee of directors and may delegate to the managing director or committee any of the powers of the directors except those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.09 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a) considered reasonable by the Board;
 - b) approved by the Board for payment by resolution passed before such payment is made; and
 - c) in compliance with the conflict of interest provisions of the *Act*.

2.10 Calling of Meetings of Directors

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

2.11 Regular Meetings of Directors

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors at any time.

Each Meeting of the Board shall follow a standard agenda:

- a) Call to order by the President or Designate.
- b) Roll Call/confirmation of Quorum
- c) Motion to adopt the minute as read and/or circulate
- d) Reports
- e) New Business
- f) Adjournment

2.12 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Association five (5) days before the time when the meeting is to be held. If a meeting of the Board may be attended by telephonic or electronic means, the notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting and, if applicable, the instructions for attending, participating, and voting by telephonic or electronic means are announced at the original meeting. A Board of Directors meeting may be held without notice immediately before or following the annual meeting of Members.

A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with one of the matters specified in subsection 36(2) of the Act.

2.13 Chair

The chair of all Board meetings shall be the President. If the President is absent or unable to act, then the Vice-President shall be the chair. If the President and the Vice-President are absent or unable to act, then a Director appointed by the Board by Ordinary Resolution shall be the chair.

2.14 Quorum

Subject to the Articles, an ordinary majority (50% plus 1) of the number of Directors determined in accordance with Section 2.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

2.15 Votes to Govern

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair of the Board meeting, in addition to his or her original vote, shall have a second or casting vote.

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the chair of Board Meetings or requested by any Director. When a recorded vote on the question is required by the chair of Board Meetings or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of Board Meetings that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution.

2.16 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- a) the Director's dissent is entered in the minutes of the meeting; or
- b) the Director requests that his or her dissent be entered in the minutes of the meeting; or
- c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- d) the Director submits his or her dissent immediately after the meeting is terminated to the Association; provided that a Director who votes for or consents to a resolution may not dissent.

2.17 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- a) causes his or her dissent to be placed with the minutes of the meeting; or
- b) submits his or her dissent to the Association.

2.18 Participation by Telephonic or Electronic Means

Subject to the Articles and By-laws, a meeting of the Directors may be held entirely by one or more telephonic or electronic means or by any combination of one or more of those means and of in-person attendance. Any such meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director who attends a meeting of the Directors through telephonic or electronic means is deemed to be present in person at the meeting.

2.19 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting or committee of Directors, shall be as valid as if it had been passed at a Board meeting or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

2.20 Disclosure of Conflict of Interest

Any Director who has a conflict of interest with any of their duties or responsibilities shall notify the President who will find a replacement Director to fulfill the obligations. Any Director who has a proprietary interest in any motion being considered shall declare any conflict of interest and not take part in any voting and/or discussion of said motion. If said Director does not declare such conflict as aforesaid, any other Director may point out the said conflict of interest to the Board, who shall determine if said Director is or is not in a conflict of interest position and declare said Director either eligible or ineligible, as the case may be, to participate in discussions and/or voting.

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

2.21 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

3. FINANCIAL

3.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

3.02 Financial Year

The financial year of the Association ends on September 30th in each year or on such other date as the Board may from time to time by resolution determine.

3.03 Auditors and Level of Financial Review

The Association shall be subject to the requirements relating to the appointment of an auditor or a person to conduct a review engagement and level of financial review required by the Act.

4. OFFICERS

4.01 Officers

The Board may designate the offices of the Association, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except the offices of President and Vice-President.

4.02 Office Held at Board's Discretion

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

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

4.03 Duties

All individuals appointed as Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective positions.

4.04 Duties of the Chair

The Chair shall perform the duties described in sections 2.14 and such other duties as may be required by law or as the Board may determine from time to time.

4.05 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members.
- b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- c) **Secretary** - The Secretary shall be a Director. If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and Committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- d) **Treasurer** - The Treasurer shall be a Director. If appointed, the Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Association.

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

4.06 Term of Office

Any Officer shall cease to hold office upon resolution of the Board. Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

4.07 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed;
- b) the Officer's resignation;
- c) the Board of Directors adopts an Ordinary Resolution to remove an Officer for any reason at a Board meeting duly called for that purpose, provided that such Officer is first offered an opportunity to be heard;
- d) if an Officer becomes prohibited from being an Officer by reason of any order made under the Act;
- e) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- f) such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

5. Protection of Directors and Others

5.01 Protection of Directors, Officers and Others

Except as otherwise provided in the Act, no Director, Officer, Member, Committee Member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, Committee Member, employee or volunteer of the Association or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person (with "person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's, Officer's, Member's, Committee Member's, employee's or

volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's willful neglect or default.

5.02 Indemnity to Directors, Officers and Others

Every Director, Officer, Member, Committee Member, employee and volunteer of the Association, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Association, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against the following:

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

5.03 Indemnity to Others

The Association may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this By-law to the extent permitted by the Act or the law.

5.04 Insurance

The Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to section 5.01 as the Board may determine from time to time against any liability incurred by the individual:

- 1. in the individual's capacity as a Director or an Officer of the Association; or
- 2. in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

6. Members

6.01 Members

There shall be one (1) class of Members in the Association. The qualification of membership shall consist of:

1. the parent(s) or legal guardian(s) of a fully paid and registered player in any of the Association's lacrosse programs, the combination of which will be entitled to one (1) membership for each registered player; or
2. a fully paid and registered player in the Association's lacrosse program who is of legal age; or
3. a volunteer of a team of the Association's lacrosse program who holds the position of head coach or assistant coach;

The membership of Members will be terminated following the adjournment of the AGM. The elected Directors will remain as Members and handle the affairs of the Associations prior to the next regular season registration dates. As a condition of membership, the member and all parents or legal guardians and family members or guests of the member shall agree to abide by the regulations and policies of the Association, Lacrosse Canada and the Ontario Lacrosse Association, including the rulings of the Board of Directors and its committees. A breach of this condition of membership shall be subject to a review by the Board of Directors, who will determine appropriate action in their sole discretion.

A Member of the Association shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

The Directors shall determine the amount and the manner in which membership fees are to be paid.

6.02 Membership

A membership in the Association is not transferable and automatically terminates if the Member no longer qualifies as a Member or such membership is otherwise terminated in accordance with the *Act*.

6.03 Disciplinary Act or Termination of Membership for Cause

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

1. violating any provision of the Articles, By-laws, or other Operating Policies or Codes of Conduct of the Association;
2. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Board, the Board may proceed to notify the Member that the Member is suspended or removed from membership in the Association. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

6.04 Termination of Membership

Membership in the Association is terminated when the Member dies or ceases to maintain the qualifications set out in section 6.01. Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

7. Members' Meetings

7.01 Place of Meetings

Meetings of Members shall be held at the registered office of the Association or at any place within Ontario as the Board may determine. A meeting of the Members may be held at a place outside Ontario if the place is specified in the Articles or if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place. If a meeting is to be held entirely by telephonic or electronic means, the notice of that meeting does not need state the place of the meeting and the place of the meeting is deemed to be the registered office of the Association.

7.02 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, but in any event shall be within 15 months of the date of the last annual meeting, and within 6 months of the financial year end. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) reports from Directors;
- d) consideration of the financial statements;
- e) consideration of the audit or review engagement report, if any;
- f) reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- g) election of Directors; and
- h) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act at least 60 days before the date of the meeting, so that such item of new business can be included in the notice of annual meeting.

7.03 Presentation of Annual Financial Statements to Members

Not less than five (5) business days before each annual meeting of the members, the Association shall send copies of the financial statements and any other documents required by the Act to all Members who have informed the Association that they wish to receive a copy of those documents. The Directors shall place before the Members at every annual meeting the financial statements of the most recently completed financial year and any other documents required by the Act.

7.04 Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members of the Association who hold at least ten percent (10%) of votes that may be cast at a meeting for any purpose

connected with the affairs of the Association 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 receipt of the requisition.

7.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members is special business except for the following:

- (a) consideration of the financial statements, and the audit or review engagement report, if any;
- (b) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (c) the election of Directors; and
- (d) the re-appointment of the incumbent auditor or person appointed to conduct a review engagement.

7.06 Notice of Meeting

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Director, and the auditor or person appointed to conduct a review engagement of the Association, not less than ten (10) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 8.01 of this By-law.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

If a meeting of the Members may be attended by telephonic or electronic means, the notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available, including, if applicable, instructions for voting by such means at the meeting. Notice of a meeting that is adjourned for less than 30 days is not required if the time and place of the adjourned

meeting and, if applicable, the instructions for attending, participating, and voting by telephonic or electronic means are announced at the original meeting.

7.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Officers, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act, the Articles, or the Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the Members present at the meeting.

7.09 Participation in Meetings by Electronic Means

Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A person so participating at a meeting is deemed to be present in person at the meeting.

7.10 Meetings Held by Entirely Electronic Means

If the Directors or Members call a meeting of the Members, the Directors or Members (as the case may be) may determine that the meeting be held entirely by telephonic or electronic means, or by any combination of one or more of those means and of in-person attendance. The telephonic or electronic means must permit all participants to communicate adequately with each other during the meeting and to reasonably participate in the meeting.

7.11 Voting by Electronic Means

Any person participating in a meeting of Members and entitled to vote at such meeting may vote using telephonic or electronic means, provided that:

- (a) the votes cast by such means may be verified as having been made by Members entitled to vote, and
- (b) the Association is not able to identify how each Member voted.

A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means, or by a combination of those and of voting in person.

7.12 Chair of the Meeting

The President shall be the chair of the Members' meeting. If the President is absent or unable to act, then a Vice-President shall chair the Members' meeting. If the President and the Vice-President are absent or unable to act then the Members present shall appoint by Ordinary Resolution another Director as chair.

7.13 Quorum

The quorum for a meeting of the Members is ten (10) of the Members entitled to vote at the meeting, whether present in person or by proxy. If 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 quorum is not present throughout the meeting. If quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

7.14 Votes to Govern

Unless otherwise required by the provisions of the Act or this By-law, all questions proposed for consideration at a meeting of Members shall be determined by Ordinary Resolution of the votes cast in person. In the case of equality of votes, the chair of the Members' meeting, in addition to his original vote, shall have a second or casting vote.

7.15 Voting Procedure

At all meetings of Members, every question shall be decided by a show of hands, unless a ballot on the question is required by the chair of the meeting or requested by any Member. A Member may demand a ballot either before or after any vote.

Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a ballot is conducted.

7.16 Proxies

Votes at meetings of Members may be given either personally or by proxy, provided that the proxy appointed is either the Secretary or the President, or alternatively a Member. At every meeting at which a Member is entitled to vote, every Member and/or person present or appointed by proxy to represent a Member shall have one (1) vote for each Member present or represented by proxy. A proxy holder has the same rights as the Member who appointed him or her to speak and vote at a meeting of the Members.

A proxy must be in a form that complies with the Act and Regulations, and must be signed by the Member or the Member's attorney, or, if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.

The directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting of the Members before which time proxies to be used at that meeting must be deposited with the Association or an agent of the Association, and any period of time so fixed must be specified in in the notice calling the meeting.

A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting. A Member may revoke a proxy in accordance with procedure in the Act.

7.17 Resolution in Lieu of Meeting

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted, and held for the purpose.

8. Notices

8.01 Method of Giving Notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association 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.

8.02 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, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.04 Waiver of Notice

Any Member, proxy holder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

9. Adoption and Amendment of By-laws

9.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law. In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

9.02 Repeal

All previous By-laws of the Association are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under

any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

9.03 Effective Date

These By-laws shall come into force when made by the Board in accordance with the Act.

ENACTED by the Directors of the Association this 9 day of October 2024.

CONFIRMED by the Members of the Association this 8 day of October 2024.



Lev Mirzoian, President