

TRILLIUM HUNTER JUMPER ASSOCIATION – CENTRAL EAST ZONE

(the “Corporation”)

BY-LAW NO. 1

BE IT ENACTED as a by-law relating generally to the transaction of the affairs of the Corporation, as follows:

ARTICLE I. INTERPRETATION

1.1 Definitions – In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the Ontario *Corporations Act*, including the Regulations, and any statute or regulations that may be substituted therefor, including the ONCA, as amended from time to time;

“**Articles**” means the Letters Patent of the Corporation dated April 11, 2008, any Supplementary Letters Patent, articles of continuance, reorganization, arrangement, or revival of the Corporation, or any other similar documents;

“**Board**” means the Board of Directors of the Corporation;

“**By-Laws**” means this By-Law No. 1 and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Director**” means a member of the Board;

“**EC**” means Equine Canada;

“**Ex-officio**” means membership, election, or appointment by virtue of office and includes all rights, responsibilities, and power to vote except where otherwise specifically provided;

“**Extraordinary Resolution**” means a resolution passed by at least eighty-percent (80%) of the votes cast at a special Meeting of Members;

“**Meeting of Members**” means an annual Meeting of Members or a Special Meeting of Members;

“**Member**” means a member of the Corporation;

“**OEF**” means the Ontario Equestrian Federation;

“**Officer**” means an Officer of the Corporation appointed pursuant to Article VII;

“**ONCA**” means the Ontario *Not-for-Profit Corporations Act, 2010*;

“**Ordinary Resolution**” means a resolution passed by a majority of votes cast on that resolution;

“**Proposal**” means a proposal submitted by a Member that meets the requirements of Section 56 of the Act;

“Registrant” means an individual who has paid the current year’s membership registration dues to the THJA, who resides within the geographic area of the Central East Zone as established by the THJA, and who is engaged in activities that are provided, sponsored, supported, or sanctioned by the Corporation;

“Regulations” means the regulations made under the Act, as amended, restated, or in effect from time to time;

“Special Meeting of Members” means a Meeting of Members that is not an annual Meeting of Members;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

“THJA” means the Trillium Hunter Jumper Association, a non-share capital corporation incorporated under the Act by Letters Patent dated November 13, 2007.

1.2 Interpretation – In the interpretation of this By-Law No. 1, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law No. 1, words, terms, and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice-versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture, or an unincorporated association or organization;
- (d) the headings used in this By-Law No. 1 are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law No. 1 or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II. GENERAL

2.1 Registered Office – The registered office of the Corporation shall be situated in the Central East Zone established by the THJA or as otherwise set by the Board or the Members in accordance with the Act.

2.2 Corporate Seal – The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form and at such location as approved from time to time by the Board.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on December 31st of each year or as otherwise set by the Board.

- 2.4 Execution of Documents** – Deeds, contracts, and other written documents (“**Documents**”) requiring execution by the Corporation shall be executed by any two of the Chair, Vice-Chair, Secretary, or Treasurer. The Board may also, from time to time, direct the manner in which, and the person or persons by whom, Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.
- 2.5 Banking** – The banking business of the Corporation shall be transacted at such bank, trust company, or other firm carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by Ordinary Resolution from time to time designate, direct, or authorize.
- 2.6 Vacancy of Auditor** – The Board shall immediately fill a vacancy in the position of auditor or person appointed to conduct a review engagement (if such appointment is permitted by the Act). The Board shall, upon the recommendation of the Finance Committee, fix the remuneration of the auditor or person appointed to conduct a review engagement. Such individual shall be duly licensed under the laws of the Province of Ontario. Such individual, and such individual’s business partners, shall not (i) be a business partner, Director, an Officer, or an employee of the Corporation or any of its affiliates, or a business partner of any Director, Officer, or employee of the Corporation or any of its affiliates; (ii) beneficially own or control a material interest in the debt obligations of the Corporation or any of its affiliates; or (iii) have been a receiver, receiver-manager, liquidator, or trustee in bankruptcy of the Corporation or any of its affiliates within two years before the person is proposed to be appointed as auditor of the Corporation or to conduct a review engagement of the Corporation.
- 2.7 Invalidity of any Provisions of this By-Law No. 1** – The invalidity or unenforceability of any provision of this By-Law No. 1 shall not affect the validity or enforceability of the remaining provisions of this By-Law No. 1.
- 2.8 Affiliation** – The Corporation will at all times be affiliated with the THJA by appointing/electing a President and Vice President to act as zone delegate members of the THJA. It will be the responsibility of the Corporation to have on file with the THJA a current copy of its bylaws, policies, yearly financial statements, and proof of liability insurance.
- 2.9 THJA and EC Rules** – The Corporation will comply with the rules as mandated by THJA and EC. In the event of a conflict between the Corporation’s rules and those of THJA and/or EC, the rules mandated by THJA and/or EC, as applicable, will take precedence.

ARTICLE III. MEMBERS

- 3.1 Entitlement.** Membership in the Corporation shall be available only to a Registrant who (i) has applied for and been accepted into Membership by the Board; (ii) has agreed to be bound by the By-Laws, policies, rules, and regulations of the Corporation; (iii) has paid all required Membership dues; and (iv) if re-applying for membership, is a Member in good standing or was a Member in good standing at the time of previously ceasing to be a Member. If an individual is not admitted to Membership, written reasons will be provided.
- 3.2 Membership Conditions** – Subject to the Articles, there shall be one (1) class of Members in the Corporation. Each Member shall have the right to receive notice of, attend, and vote at each Meeting of Members. Each Member shall have one vote; provided, however, that if a Member is under the age of eighteen (18) years, one parent or legal guardian must be appointed in writing as the proxy of the Member to vote and at on the Member’s behalf at any Meeting of Members.
- 3.3 Transferability of Membership** – A Membership cannot be transferred.
- 3.4 Term of Membership** - A Membership term shall be from January 1 – December 31.
- 3.5 Termination of Membership** – The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:
- (a) the Member dies or resigns;
 - (b) the Member’s term of Membership expires;
 - (c) the Member is expelled or the Member’s Membership is otherwise terminated in accordance with the Articles or Section 3.7 below;
 - (d) the Member fails to remain a Member in good standing of THJA; or
 - (e) the Corporation is liquidated or dissolved pursuant to the Act.
- Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist and the individual shall cease to be a Director.
- 3.6 Resignation** – Any Member may resign as a Member by delivering a written resignation to the Secretary (or, if the Member is the Secretary, to the Chair), in which case such resignation shall be effective from the date received by the Secretary/Chair, or at the time specified in the resignation, whichever is later.
- 3.7 Discipline of Members**– The Board shall have the authority, by Ordinary Resolution, to suspend or expel any Member for any one or more of the following grounds:
- (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
 - (b) failing to pay any dues or monies owed to the Corporation, the THJA, the EC, or OEF by the deadline dates prescribed by the applicable organization;

- (c) as per the reciprocity obligation set out in Section 3.8 below;
- (d) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (e) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines, by Ordinary Resolution, that a Member should be expelled or suspended from Membership in the Corporation, the Secretary or such other Officer as may be designated by the Board shall provide fifteen (15) days' notice of suspension or expulsion to the Member and shall provide written reasons for the proposed suspension or expulsion. The Member may make written submissions to the Secretary or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Secretary or such other Officer as may be designated by the Board, the Secretary or such other Officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this Section, the Board will hold a meeting, no earlier than five (5) days after receipt of the written submissions, to consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the of the Board meeting. The Board's decision shall be final and binding on the Member, without any further right of appeal, other than as set out in the Act.

3.8 Reciprocity – Upon written notification of any discipline, sanction, or expulsion implemented by the THJA, EC, or the OEF against a member, the Board shall recognize and enforce such discipline, sanction, or expulsion as if originally implemented by the Corporation.

3.9 Membership Dues – The Board may, in agreement with THJA, require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid. Any individual applying for Membership must pay all dues as prescribed by the Board before being admitted as a Member.

3.10 Member in Good Standing – A Member will be in good standing provided that the Member:

- (a) has not been suspended or expelled from membership; or had other membership restrictions or sanctions imposed;
- (b) has completed and remitted all documents as required by the Association;
- (c) has complied with the By-laws, policies and rules of the THJA, EC, OEF and the Corporation;
- (d) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (e) has paid all required Membership dues and monies owed to the Corporation.

A Member who ceases to be in good standing will have privileges suspended and will not be entitled to vote at Meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Place of Meetings – Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such Meeting so agree, outside Ontario.

4.2 Annual Meetings – The Board shall call an annual Meeting of Members not later than fifteen (15) months after the last preceding annual Meeting of Members and not later than six (6) months after the end of the previous fiscal year.

The Board shall call an annual Meeting of Members for the purpose of:

- (a) receiving the financial statements approved by the Board of Directors and evidenced by the signature of one or more directors, and the reports of the Corporation required by the Act to be presented at the Meeting;
- (b) electing the Directors, as necessary;
- (c) appointing the auditor or, if permitted under the Act, a person to conduct a review engagement; and
- (d) if permitted under the Act, passing an Extraordinary Resolution to have a review engagement instead of an auditor or to not have an audit or review engagement.

Any other matters of business shall constitute special business and a Special Meeting of Members will need to be held; an annual Meeting of Members and a Special Meeting of Members may be combined into the same meeting.

4.3 Proposals at Annual Meeting – If the Corporation is governed by the ONCA, a Member entitled to vote at an annual Meeting of Members may submit to the Corporation notice of any matter that the Member proposes to raise at the annual Meeting of Members (a “**Proposal**”). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of Members entitled to vote at the meeting at which the Proposal is to be presented. If the Proposal is submitted to the Corporation at least sixty (60) days before the date of the Meeting, the Corporation shall include the Proposal in the notice of Meeting. If so requested by the Member, the Corporation shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of Meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the Meeting.

4.4 Special Meetings – The Board, the Chair, or any two (2) Directors may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of

Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting.

4.5 Notice of Meetings – Notice of the time and place of a Meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the Meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the auditor of the Corporation or to the person appointed to conduct a review engagement of the Corporation.

A notice shall be provided not less than ten (10) days and not more than fifty (50) days prior to the Meeting. A notice shall be provided in accordance with the requirements of Article X of this By-Law No. 1. Notice of a 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 provide the text of any Special Resolution or By-Laws to be submitted to the Meeting.

4.6 Waiving Notice – A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members by sending a written waiver to the Secretary, 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.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the Meeting, the Directors, and the auditor of the Corporation, if any. Any other person may be admitted only on the invitation of the chair of the Meeting or with the consent of the Members at the Meeting.

4.8 Chair and Secretary of the Meeting – In the event that the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the Meeting shall choose one of their number to chair the Meeting. If the Secretary is absent, the chair of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by Ordinary Resolution or by the chair of the meeting.

4.9 Quorum – A quorum at any Meeting of Members shall be seven (7) Members. For the purpose of determining quorum, a Member may be present in person, by proxy (if permitted pursuant to Section 4.12), or by teleconference and/or by other electronic means. A quorum must be maintained throughout the Meeting.

4.10 Telephonic/Electronic Meetings and Participation – A Meeting of Members may be held entirely by telephonic or electronic means. In addition, any person entitled to attend a Meeting of Members may participate in the Meeting using telephonic or electronic means that permit all

participants to communicate adequately with each other during the Meeting if the Corporation makes such means available. A person participating through such means is deemed to be present at the Meeting.

4.11 Adjournment – The chair of the Meeting may, with the consent of the Members at the Meeting, adjourn the Meeting to a fixed time and place; no notice of such adjournment will need to be given to the Members so long as the adjourned Meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

4.12 Absentee Voting – In addition to voting in person or by telephonic or electronic means at a Meeting of Members, every Member entitled to vote at a Meeting of Members may vote by appointing a proxy holder or one or more alternate proxy holders who need not be Members, as the Member’s nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

- (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that Meeting after an adjournment;
- (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that Meeting, at which the proxy is to be used, or
 - (B) with the Chair on the day of the Meeting or the day of the continuation of that Meeting after an adjournment of that Meeting;
- (iii) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting, to demand a ballot at the Meeting, and to vote at the Meeting by way of a show of hands;
- (iv) the Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of a Meeting of Members concurrently with or before giving notice of the Meeting;
- (v) the Board may by Ordinary Resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned Meeting of Members before which time proxies to be used at that Meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the Meeting; and

- (vi) a proxy holder may only represent one (1) Member, unless the proxy holder is an Officer of the Corporation.

- 4.13 Votes to Govern** – All questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members, unless required otherwise by the Act. In case of an equality of votes, the motion will be deemed to have been defeated.
- 4.14 Show of Hands** – Except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands or verbal declaration, and a declaration by the chair of the Meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the Meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 4.15 Ballots** – For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands or verbal declaration has been taken, any Member or proxy holder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.
- 4.16 Resolution in Lieu of Meeting** – A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members. A copy of every resolution referred to above shall be kept with the minutes of Meetings of Members.
- 4.17 Annual Financial Statements** – If the Corporation is governed by the ONCA, the Corporation shall, not less than twenty-one (21) days before each annual Meeting of Members, give a copy of the financial statements approved by the Board and the report of the auditor or of the person who conducted a review engagement, to all Members who had informed the Corporation that they wish to receive a copy of those documents.

ARTICLE V. DIRECTORS

- 5.1 Board of Directors** – The affairs of the Corporation shall be managed or supervised by a Board of Directors. The Corporation's Board of Directors will consist of seven (7) Directors. The number of Directors may be increased or decreased, and shall be set from time to time, in accordance with the Act. The Board shall use best efforts to have a minimum of four (4) and a maximum of eight (8) Directors on the Board, but in no event shall have less than three (3) Directors.
- 5.2 Qualifications** – The following persons are disqualified from being a Director:
 - (a) anyone who is less than 18 years of age;
 - (b) anyone who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (c) anyone who has been found to be incapable by any court in Canada or elsewhere;
 - (d) anyone who is not an individual; and

- (e) anyone who has the status of bankrupt.

A Director must be a Member.

5.3 Election and Term –

- (a) The Members shall elect Directors by Ordinary Resolution at each annual Meeting of Members at which an election of Directors is required. Unless determined otherwise by an Ordinary Resolution of the Members, each Director shall be elected for a term that will expire at the second (2nd) annual Meeting of Members held after the election.
- (b) No Director may serve for more than five (5) consecutive terms; provided, however, that if a Director who is completing his/her final consecutive year as a Director is currently also serving as an Officer and has time remaining in such office, he/she shall be eligible to be re-elected as a Director for a term that will expire at the same time as his/her term as an Officer will expire. For example, if a Director completing his/her tenth (10th) consecutive year is also the Chair, and has one year left in his/her term as Chair, he/she shall be eligible to be re-elected as a Director for a one-year term (i.e. an 11th year) so that he/she can complete his/her term as Chair.
- (c) An individual who was originally appointed as a Director under Section 5.7 to fill a vacancy will not have the time served as the replacement Director count towards the maximum three (3) consecutive terms.
- (d) An individual who has served for the maximum number of consecutive years as a Director shall be eligible for re-election as a Director after the passage of six (6) months following his/her retirement as a Director.
- (e) A Director must consent to hold office before or within ten (10) days of the election or appointment, unless such Director has been re-elected or re-appointed with no break in his/her term of office.
- (f) If permitted by the Act, the Board may appoint additional Directors to hold office until the next annual Meeting of Members, provided, however, that the total number of Directors appointed by the Board may not exceed one-third (1/3rd) of the total number of Directors elected by the Members at the previous annual Meeting of Members. Any Director who is appointed pursuant to this Subsection shall not have the time served as an appointed Director count towards the maximum five (5) consecutive terms.

5.4 Vacation of Office – A Director ceases to hold office when the Director dies, resigns, is removed in accordance with Section 5.6, or becomes disqualified to serve as a Director by failing to meet all of the qualifications required in Section 5.2.

5.5 Resignation – A Director may resign from office by giving a written resignation to the Secretary (or the Chair, if the Director resigning is also the Secretary) and such resignation shall become effective when received by the Secretary or Chair, as appropriate, or at the time specified in the resignation, whichever is later. A Director will be deemed to have resigned upon the occurrence of any of the following events:

- (a) termination of Membership;
- (b) absence from three (3) consecutive meetings of the Board;
- (c) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- (d) carrying out any conduct which may be detrimental to the Corporation as determined by Ordinary Resolution of the Board; or
- (e) for any other reason that the Board, by Ordinary Resolution, considers to be reasonable, having regard to the purpose of the Corporation.

5.6 Removal – The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.7 Vacancies – Subject to Section 5.6, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board.

5.8 Remuneration and Expenses – The Directors and Officers (other than any employees) may not receive remuneration for their duties as such or for any other services to the Corporation performed in a different capacity. Any Director or Officer may receive reimbursement for their expenses incurred on behalf of the Corporation.

5.9 Borrowing Powers – The Directors of the Corporation may, without further authorization of the Members, on behalf of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

ARTICLE VI. MEETINGS OF DIRECTORS

6.1 Place of Meetings – Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

6.2 Calling of Meetings – Meetings of the Board may be called by an Ordinary Resolution of the Board or at the request of any Director. At least three (3) meetings of the Board shall be held each calendar year, unless determined otherwise by the Board.

6.3 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 Article X of this By-Law No. 1 to every Director of the Corporation not less than fourteen (14) days by mail, or forty-eight (48) hours by any means other than by mail, before the time when the meeting is to be held (excluding Saturdays, Sundays, and statutory holidays recognized in the city where the head office of the Corporation is situated). 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 of 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 is announced at the original meeting. A notice of meeting need not specify the purpose or the business to be transacted at the meeting. The Board may appoint, by Ordinary Resolution, a day or days in any month or months for regular meetings at a place and hour to be named; such Resolution shall be provided to the Directors after being passed and no other notice shall be required for any such regular meeting.

- 6.4 Quorum** – A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by telephonic or electronic means. A quorum must be maintained throughout the meeting.
- 6.5 Resolutions in Writing** – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.
- 6.6 Participation at Meeting by Telephone or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.
- 6.7 Attendance at Board Meetings** - Only Directors have the right to attend Board meetings. The Board may invite guests to attend and speak at meetings, but not to vote; such guests may be removed from a meeting by the Board and/or the chair of the meeting. Directors may not appoint proxies to attend meetings in their stead.
- 6.8 Chair of the Meeting** – In the event that the Chair and all Vice-Chairs are absent, the Directors who are present shall choose one of their number to chair the meeting.
- 6.9 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. Only Directors shall be entitled to vote. In case of an equality of votes, the motion will be deemed to have been defeated.

ARTICLE VII. OFFICERS

- 7.1 Appointment** – The following Officers of the Corporation shall be appointed by the Board of Directors: the President & Chair (who shall be referred to herein and in documents filed by the Corporation with relevant governmental authorities as the “President”, the “President & Chair”,

or the “Chair”), the Vice-Chair, the Secretary, and the Treasurer. The Board may also appoint other additional Officers, from time to time.

7.2 Officers Must Also be Directors – The Chair and Vice-Chair must be a Director. Two or more offices may be held by the same person, other than the offices of Chair and Vice-Chair and the offices of Chair and Secretary.

7.3 Term of Office –

- (a) The Chair’s term of office shall be approximately two (2) years, expiring at the second annual Meeting of Members held after the appointment. An individual may be re-elected as Chair for one additional two (2) year term, enabling such individual to serve as Chair for a total of approximately four (4) consecutive years.
- (b) A Vice-Chair’s term of office shall be approximately two (2) years, expiring at the second annual Meeting of Members held after the appointment. An individual may not serve as Vice-Chair for more than one term.
- (c) The term of office of any Officer other than the Chair and Vice-Chair shall be approximately one (1) year, expiring at the annual Meeting of Members held after the appointment. An individual may be re-appointed in the same position for two (2) additional one-year terms, enabling such individual to serve in the same officer position for a total of approximately three (3) consecutive years.

7.4 Executive Director – The Board shall have the authority to hire, discipline, and remove a Executive Director. The Executive Director shall have general management, supervision over, and direction of the affairs and operations of the Corporation and its staff. The Board shall determine the terms of employment, remuneration, and duties of the Executive Director.

7.5 Responsibilities - The Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President & Chair of the Board** – The President & Chair of the Board shall be a Director and shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) **Vice-Chair of the Board** – The Vice-Chair shall be a Director and shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the Chair is absent, preside at such meetings, and shall have such other duties and powers as the Board may specify. If more than one Vice-Chair exists, the Vice-Chairs shall have authority in order of seniority by date and time of appointment.
- (c) **Secretary** - The Secretary shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board, or shall delegate such responsibility and oversee the completion of such responsibility. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be the

custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.

- (d) Treasurer - The Treasurer shall have such duties and powers as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be as the terms of their engagement call for or the Board 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.

7.6 Vacancy in Office – An Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation;
- (c) the removal of the Officer by Ordinary Resolution of the Board;
- (d) such Officer ceasing to be a Director, if applicable; or
- (e) such Officer’s death.

If the office of any Officer of the Corporation becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

7.7 Remuneration of Officers – The remuneration of all Officers appointed by the Board shall be determined in accordance with Section 5.8.

ARTICLE VIII. COMMITTEES

8.1 Committees - The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Such committee shall be governed by a policy or terms of reference approved by the Board from time to time. Any committee member may be removed by Ordinary Resolution of the Board. The chairperson of each committee shall be appointed by the Board. Any committee composed of one or more non-Directors may not be delegated any of the powers of the Board but shall only act in an advisory capacity. Any Audit Committee created by the Board shall comply with the requirements of the ONCA.

ARTICLE IX. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.1 Standard of Care – Every Director and Officer of the Corporation, in exercising such person’s powers and discharging such person’s duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall meet the standard of care required by the common law and the Act, which shall be no less than the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Articles, and the By-Laws.

9.2 Limitation of Liability – Provided that the standard of care required of the Director under the Act and the By-Laws has been satisfied, which includes relying in good faith on financial statements of the Corporation presented by an Officer, reports of the auditor or person conducting a review engagement, financial reports of the Corporation presented by an Officer, a report or advice of an Officer or employee of the Corporation, or a report of a professional, no Director shall be liable for money or property distributed or paid by the Corporation contrary to the Act.

9.3 Indemnification of Directors and Officers – The Corporation shall indemnify each former and present Director and Officer of the Corporation, and each other individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- (b) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such persons, and their heirs, executors, administrators, and legal representatives, in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law No. 1 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

9.4 Insurance – Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

9.5 Advances – With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may, if the Corporation is governed by the ONCA, authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer is required to do so by the Act.

ARTICLE X. NOTICES

- 10.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded 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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, or auditor (or person appointed to conduct a review engagement, if applicable) in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law No. 1 shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 10.2 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 Corporation has provided notice in accordance with this By-Law No. 1, 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.
- 10.3 Waiver of Notice** – Any person entitled to notice 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.

ARTICLE XI. DISPUTE RESOLUTION

- 11.1 Mediation and Arbitration** – Disputes or controversies among Members, Directors, or Officers of the Corporation are, to the further extent permitted by law, to be resolved in accordance with mediation and/or arbitration as provided in Section 11.2.
- 11.2 Dispute Resolution Mechanism** – In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles or By-Laws, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Corporation as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- (a) The dispute or controversy shall first be submitted to a panel of professional mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three

mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties.

- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XII. BY-LAW AND EFFECTIVE DATE

12.1 By-Law and Effective Date – Subject to the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Laws, amendment or repeal shall be effective from the date of the Resolution of the Board until the next Meeting of Members where it must be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Laws, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Laws, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the Meeting. This Section does not apply to a By-Law amendment that requires a Special Resolution under the Act because such By-Law amendments are only effective when confirmed by the Members.

Upon the enactment of this By-Law No. 1, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Laws or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-Laws prior to its repeal. All Directors, Officers, and person acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law No. 1 and all Resolutions of the Members and of the Board with continuing effect passed under any repealed By-Laws shall continue as good and valid except to the extent inconsistent with this By-Law No. 1 and until amended or repealed.

APPROVED by the Board of Directors on the 11th day of April 2021.

Chair –

Secretary –

CONFIRMED by the Members on the ____ day of _____ 2021.

Chair –

Secretary –