

BY-LAW NO. 1

Being the General By-Law of

“Oakridge Aeros Hockey Association”

DEFINITIONS AND INTERPRETATION

1. Definitions

In this By-law, the following words, unless otherwise specified, shall have these meanings:

- a. Act* means the *Corporations Act*, as amended, or any statute substituted for it.
- b. Annual Meeting* means a meeting of the Members that is held annually, according to section 48 of this By-law.
- c. Board* means the Board of Directors of the Corporation.
- d. By-law* means any By-law of the Corporation.
- e. Corporation* means Oakridge Aeros Hockey Association.
- f. Director* means a Director of the Corporation, elected according to sections 7 and 8 of this By-law.
- g. General Meeting of Members* means any meeting of the Members, other than the Annual Meeting.
- h. Letters Patent* means the Letters Patent of the Corporation, and any supplementary Letters Patent.
- i. Meeting of Members* means any meeting of the Members, including an Annual Meeting and General Meetings of Members.
- j. Member* means a Member of the Corporation, admitted to membership according to sections 42 and 43 of this By-law.
- k. Officer* means an Officer of the Corporation, elected according to section 34 of this By-law.
- l. Regulation* means any regulations, made under the Act, as may be amended.
- m. Special Resolution* means a Resolution passed by a majority of the Directors present at a Board meeting and confirmed, with any variations, by at least two-thirds (2/3) of the votes cast at a General Meeting of Members duly called for that purpose, or instead of such confirmation, by the written consent of all Voting Members.
- n. Voting Member* means a Member who is entitled to vote at meetings of the Corporation.
- o. Written Notice* means posting to the corporate website, e-mail transmission or any other reasonable means of notice including written correspondence.

2. Interpretation

This By-law shall be interpreted according to the following:

- a. All terms defined in the Act and Regulations shall have the same meaning in this By-law.
- b. Words indicating the singular number shall also include the plural, and vice versa.
- c. The word person shall also include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any groups of people.
- d. The headings used in this By-law are for reference purposes only. Headings do not affect, clarify, modify or explain the interpretation of this By-law.

HEAD OFFICE

3. Head Office

The head office of the Corporation shall be in a location determined by resolution of the Board.

SEAL

4. Seal

If required by the Board, the seal, stamped in the margin of this By-law, shall be the seal of the Corporation

DIRECTORS

5. Duties and Number

The affairs of the Corporation shall be governed by the Board, which shall consist of no more than nineteen (19) Directors.

6. Election and Term

Directors shall be elected to the Board for three (3) year terms as follows:

- a. Directors shall be elected annually by the Voting Members at the Annual Meeting, according to sections 7, 8 and 56 of this By-law. Directors' terms of office shall be from the date of the Annual Meeting at which they are elected until the third following Annual Meeting, or until their successors are elected.
- b. Voting Members may re-elect any Director.
- c. Any Director elected to fill a vacancy on the Board according to section 11 of this By-law, shall hold office for the remainder of the term of the vacancy.

7. Rotating Terms

At the initial election of Directors, one-third (1/3) of the Directors shall be elected for a one (1) year term, one-third (1/3) of the Directors shall be elected for a two (2) year term and one-third (1/3) of the Directors shall be elected for a three (3) year term.

8. Nominations to the Board

The Board must receive all nominations for election to the Board at least seven (7) days prior to the Annual Meeting. A nominating committee shall review all submissions for conflict of interest and compatibility with skills and areas of representation required for the Board. The nominating committee shall prepare a list of nominees to present to the Members for election at the Annual Meeting.

9. Qualifications

All Directors shall meet the following qualifications:

- a. Every Director shall be eighteen (18) or more years of age.
- b. Every Director shall be a Voting Member. If a Director is not a Voting Member at the time of election, the Director shall become a Voting Member within ten (10) days of the election.
- c. No undischarged bankrupt shall become a Director.

10. Vacancies

The office of a Director shall automatically be vacated if the Director:

- a. Does not become a Voting Member within ten (10) days after election as a Director, or ceases to be a Voting Member;
- b. Becomes bankrupt, or suspends payment of debts generally, or compounds with creditors, or makes an authorized assignment or is declared insolvent;
- c. Is found to be mentally incompetent, or becomes of unsound mind;
- d. Resigns office by notice in writing to the Secretary of the Corporation. This resignation shall be effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever date is later;
- e. Is removed by a resolution passed by at least two-thirds (2/3) of the votes cast by Voting Members at a General Meeting of Members;
- f. Dies;
- g. Is terminated pursuant to section 46 of this By-law; or
- h. Submits an application for employment with the Corporation.
- i. A Director may be removed by a majority vote of the Board, if the Director:
 - i. Fails to attend four (4) regular Board meetings in a twelve (12) month period following the Annual Meeting; and
 - ii. Fails to notify the Secretary, in advance of each Board meeting, of the Director's intention to be absent from the meeting.

iii. Fails to conduct themselves in a manner that is in keeping with this by-law or participates in an activity or activities that is not in keeping with the reputation of the corporation or the advancement of programs provided by the corporation.

11. Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. If the vacancy occurs as a result of the removal of a Director according to section 10(e) of this By-law, it may be filled by a majority vote of the Voting Members at a Meeting of Members.
- b. Any other vacancy on the Board may be filled by a majority vote of the Directors, as long as there is a quorum of Directors. If there is not a quorum of Directors, the remaining Directors shall call a General Meeting of Members. At this meeting, the Voting Members may fill the vacancy by a majority vote. If there are no remaining Directors, any Voting Member may call a General Meeting of Members.
- c. If the vacancy is not filled according to section 11(a) or 11(b) of this By-law, the vacancy shall be filled at the next Annual Meeting.
- d. If the Corporation amends this By-law to increase the number of Directors at any time, the vacancy or vacancies shall be filled according to sections 11(b) or 11(c) of this By-law. To maintain rotating Director terms, at the initial election of the additional directors, one-third (1/3) of the new Directors shall be elected or appointed for a one (1) year term, one-third (1/3) of the new Directors shall be elected for a (2) year term, and one-third (1/3) of the new Directors shall be elected for a three (3) year term.

12. Remuneration of Directors

Directors shall serve without remuneration. No Director shall receive directly or indirectly any profit from acting as a Director. A Director may be reimbursed for reasonable expenses incurred while carrying out the duties of Director.

13. Confidentiality

All Directors shall maintain confidentiality with respect to any information regarding the affairs of the Corporation. This information includes, but is not limited to, internal operations, pending contracts and personal information about staff or clients.

BOARD MEETINGS

14. Place of Meetings

Board meetings may be held either at the head office of the Corporation, or at any place within or outside Ontario.

15. Number of Meetings

The Board shall hold at least six (6) meetings each calendar year.

16. Notice

No formal notice of any Board meeting shall be necessary if all the Directors are present, or if those absent have provided written consent to the meeting being held in their absence. The President or Vice-President may formally call Board meetings. The Secretary, on written direction of two Directors, shall call a Board meeting. Notice of such meetings shall be delivered to the Directors according to section 62 of this By-law. Directors shall receive this notice not less than fourteen (14) days before the meeting, according to section 64 of this By-law.

17. Waiver of Notice

A Director may waive notice of a Board meeting. Attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting. The only exception is when a Director attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting was not called lawfully. A Board meeting may also be held, without notice, immediately following the Annual Meeting. The Directors may consider or transact any business at any Board meeting.

18. Errors or Omissions in Giving Notice

Errors or accidental omissions in giving notice of any Board meeting shall not invalidate the meeting, or any business transacted at the meeting.

19. Adjournment

The chairperson of the meeting, with the consent of the Directors, may adjourn any Board meeting to a specific date, time and place. Notice of any adjourned Board meeting is not required, if the date, time and place of the adjourned meeting are announced at the original meeting. Any adjourned meeting shall be valid, if held according to the terms of the adjournment, and if there is a quorum. If there is not a quorum at the adjourned meeting, the original meeting shall be considered to have ended upon its adjournment.

Only business that may be brought before, or dealt with, at the original meeting, according to the meeting notice, may be addressed at the adjourned meeting.

20. Regular Meetings

The Board may determine dates, time and place for regular Board meetings. Before the next regular Board meeting, each Director shall receive a schedule of these meetings. No further notice shall be required for any regular Board meetings.

21. Quorum

A majority of the Directors shall form a quorum. A quorum shall be necessary for the transaction of business at a Board meeting.

22. Voting

Each Director shall have one (1) vote. In the case of a tie vote, the President shall cast the deciding vote. All votes cast at any Board meeting shall be taken by a show of hands, unless any Director in attendance requests a ballot.

23. Telephone Participation

The directors or members of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

24. Meetings by Other Electronic Means

The directors or members of the Corporation may meet by other electronic means that permits each director to communication adequately with each other, provided that:

- a. the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recordings votes;
- b. each director has equal access to the specific means of communication to be used;
- c. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

POWERS OF THE BOARD

25. Govern the Affairs

The Board shall have the following powers:

- a. The Board shall govern and monitor the Corporation to ensure that the general management of the affairs and operations of the Corporation are carried out.
- b. The Board shall have the power to enter into contracts in the name of the Corporation.
- c. The Board shall exercise all other powers, and do all other acts and things, that the Corporation is authorized to exercise and do, according to its Letters Patent or otherwise.
- d. The Board shall have the power to purchase, lease, or otherwise acquire, encumber, sell, exchange or otherwise dispose of, all securities, lands, buildings and other property, or any right or interest owned by the Corporation. The Board may exercise these powers for the consideration and, upon the terms and condition that the Board considers advisable.

26. Expenditures

The Board shall have the power to authorize expenditures on behalf of the Corporation.

By resolution, the Board may delegate to an Officer or an employee of the Corporation the right to hire and pay salaries to employees of the Corporation.

The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund. The capital and interest of a trust fund may be made available for the benefit of promoting the interests of the Corporation, according to terms that the Board may establish.

27. Borrowing Power

The borrowing power of the Corporation shall be limited to borrowing money for current operating expenses. However, the borrowing power of the Corporation shall not be limited in this way if it borrows on the security of real or personal property.

Subject to the preceding paragraph, the Board may:

- a. borrow money on the credit of the Corporation;
- b. issue, sell or pledge debt obligations of the Corporation. This includes bonds, debentures, debenture stock, notes or other similar liabilities, whether secured or unsecured;
- c. charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation. This includes book debt rights, powers, franchises and undertakings, in order to secure any debt obligation or any money borrowed, or other debt or liability of the Corporation; and
- d. delegate the powers given to the Board under this section to an Officer, in the extent and manner that the Directors shall determine.

28. Agents and Employees

The Board may appoint agents and hire employees as necessary. These agents and employees shall have the authority and responsibility to perform the duties that are established by the Board.

29. Remuneration for Agents and Employees

The Board shall establish the remuneration for agents and employees.

COMMITTEES

30. Executive Committee

If there are more than five (5) Directors on the Board, the Directors may appoint from among themselves an Executive Committee, consisting of no less than three (3) Directors which will include the President.

The Board may delegate to the Executive Committee any of the powers of the Board, subject to any restrictions contained in this By-law, or any resolution passed by the Board.

The Executive Committee shall:

- a. carry out the duties and responsibilities of the Board in emergency situations;

Sections 12, 14 and 16 through 24 of this By-law, with necessary modifications, shall apply to Executive Committee meetings.

Any Executive Committee member may be removed by resolution of the Board.

31. Other Committees

The Board may appoint any committees that it considers necessary. The Board may appoint the members of these committees, and each committee shall have at least one Director as a member of the committee.

The Board shall approve the terms of reference for each committee. The Board may delegate to these committees any powers, subject to any restrictions in this By-law, or any resolution passed by the Board.

Each committee may establish its own rules of procedure, subject to any Board regulations or directions.

Any committee may be dissolved or committee member removed by resolution of the Board.

The Board may establish remuneration for committee members who are not Directors.

32. Powers of Committees

Except as stated in section 30(a) of this By-law, no committee shall have the power to act for, or on behalf of, the Corporation, or to commit or bind the Corporation to any course of action. Committees shall have the power only to make recommendations to the Board, or to the Members as directed by the Board.

33. Minutes and Reports of Committees

Each committee shall record minutes of all meetings, and provide a copy to the Corporation.

Each committee shall submit any reports requested by the Board. Each committee shall submit an annual report to the Board at a time determined by the Board.

OFFICERS

34. Election

There shall be a President, Vice-President Competitive, Vice-President House League, a Secretary, a Treasurer, and a Registrar, and any other Officers that the Board may determine. There may be a single office of Secretary-Treasurer, instead of both a Secretary and a Treasurer. One person may hold more than one office, except for the offices of President and Vice-President.

The Board shall elect all Officers at the first Board meeting following the Annual Meeting with the exception of the President who will be appointed by the board for a 2 year term. If this election is not held, the existing Officers shall hold office until their successors are elected.

With the exception of the President and the 2 Vice-Presidents, the Officers do not need to be Directors, and the Board shall determine the employment of these Officers.

35. Vacancies

Each incumbent Officer shall continue in office until:

- a. The Officer's resignation by written notice delivered to the Secretary of the Corporation. This resignation shall be effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever date is later;
- b. The election of a successor Officer;
- c. The Officer's removal by resolution of the Board, with or without cause; or
- d. The Officer's death.

The Board, by resolution, may fill any vacant office of the Corporation.

36. Remuneration of Officers

The Board, by resolution, shall determine the remuneration of any Officers. All Officers shall be entitled to be reimbursed for reasonable expenses incurred while performing the duties of an Officer.

37. Powers and Duties

Officers shall have all the powers and perform all the duties required for their offices, and any other powers and duties that the Board may assign. Officers shall sign any contracts, documents or instruments in writing that require their signatures. An Officer appointed by the Board shall sign all By-laws and membership certificates.

The duties of the Officers shall include:

a. President

The President shall ensure that the Board's governance role is carried out, and that the Board's decisions, policies and procedures are implemented. The President, when present, shall preside at all meetings of the Board and at all Meetings of Members.

b. Vice Presidents

The Vice-Presidents in order of seniority or as otherwise designated by the Board shall have all the powers and shall perform all the duties of the President in the absence, or inability or refusal to act, of the President. The Vice-Presidents shall perform other duties that the Board may assign.

c. Secretary

Subject to any resolution of the Board, the Secretary shall ensure the delivery of notices for all meetings of the Board and the Executive Committee, if any, and for all Meetings of Members.

The Secretary shall ensure the recording of accurate minutes of all meetings of the Board, the Executive Committee, and the Members. The Secretary shall ensure the safekeeping of the seal of the Corporation, the minute books of the Corporation, and all books, papers, records, correspondence, contracts and other documents belonging to

the Corporation. The seal and all of the original records of the Corporation shall be kept at the head office of the Corporation. The Secretary shall perform other duties that the Board may assign.

d. Treasurer

Subject to any resolution of the Board, the Treasurer shall ensure the care and custody of all of the funds and securities of the Corporation. The Treasurer shall ensure the deposit of these funds and securities, in the name of the Corporation, into a bank and/or a depository, as directed by the Board. The Treasurer shall ensure the keeping of the required books of account and accounting records of the Corporation. The Treasurer shall perform other duties that the Board may assign.

e. Registrar

The Registrar shall ensure that Members are admitted upon receiving a complete and proper application that meets the criteria for membership. The Registrar shall ensure that each Member is promptly informed of admission as a Member. The Registrar shall ensure the maintaining of a register of Members. This register shall include names and addresses of all persons and organizations that have been Members within the last ten (10) years.

f. Other Officers

The Board shall determine the duties of any other Officers.

38. Delegation of Officer Duties

In case of the absence, or inability or refusal to act, of any Officer, or for any other reason that the Board may consider sufficient, the Board may delegate any or all of the powers of that Officer to another Officer, or to any Director.

INDEMNIFICATION OF DIRECTORS AND OTHERS

39. Indemnification of Directors and Others

Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and
- b. all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation, except those caused by or resulting from willful or intentional dishonesty, deceit or fraud.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any person

entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

INTERESTED CONTRACTS

40. Conflict of Interest

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests. In this By-law, "associates" include the parents, siblings, children, spouse and common-law partners of the Director, as well as any organization, agency, company, or individual (such as a business partner or employer) with a formal relationship to a Director.

A conflict of interest position shall be declared or raised as follows:

- a. Every Director who, either directly or through one of the Director's associates, has or may potentially have a conflict of interest concerning a proposed or current contract, transaction or decision of the Corporation, shall disclose the nature and extent of the interest at the Board meeting at which the contract, transaction or decision is first raised.
- b. If the Director, either directly or through one of the Director's associates, becomes interested in a contract, transaction or decision after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Directors' realization of a conflict.
- c. In the case of an existing contract, transaction or decision, the Director shall make a declaration at the first Board meeting after the Member becomes a Director or the Director realizes the interest.
- d. After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract, transaction or decision is discussed. The interested Director shall not attempt, in any other way, to influence the voting on a contract, transaction or decision. The interested Director shall not be counted in any required quorum with respect to this vote.
- e. If the Director fails to make a declaration of interest in a contract, transaction or decision as required by this By-law, the Board may remove the Director by a two-thirds (2/3) vote of the Board.
- f. The failure of any Director to comply with this section 40 does not, in or of itself, invalidate any contract, transaction or decision undertaken by the Board.
- g. If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. This can be either the Board meeting at which the contract, transaction or decision is first raised, or the next Board meeting following the Director's realization that another Director may be in a conflict of interest position. The Board shall then vote on whether or not there is a conflict of interest position. If the Board finds a Director in conflict, the Director shall abide by the requirements of this section 40.

- h. Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

41. Submission of Contracts or Transactions to Members for Approval

A Director is not accountable to the Corporation, or to any of its Members, for any profit gained by this Director from a contract, provided that:

- a. the contract is confirmed by a majority of the votes at a Meeting of Members called for that purpose; and
- b. the Director's interest in the contract is declared in the notice calling the Meeting of Members.

MEMBERS

42. Entitlement

Membership in the Corporation is open to all persons who:

- a. Are interested in furthering the objectives of the Corporation; and
- b. Meet the criteria for membership as established by the Board.

The Board may pass membership rules that provide, among other things, for classes of Members, and for the admission of Members by the Registrar of the Corporation. The Registrar shall ensure that each Member is promptly informed of admission as a Member. Membership in the Corporation is not transferable.

43. Classes of Membership

The Corporation shall have the following classes of membership:

a. Voting Members

Voting Members of the Corporation will include:

- i) A parent and/or guardian of a player registered in the Oakridge Aeros Hockey Association program and is at least eighteen (18) years of age, but memberships shall be limited to one voting member per household and other than the individuals listed in section 43(b) of this By-law.
- ii) Rostered Team Officials of any Corporation sponsored team.
- iii) Past Director of the Corporation who was not removed by resolution of the board or membership.

The Corporation will have full right to establish conditions of membership and to refuse membership to persons failing to satisfy those conditions.

b. Non-Voting Members

This class of members shall consist of interested organizations or groups that agree with the objectives of the Corporation.

44. Limitation on the Liability of Members

No Member, in his or her individual capacity, shall be liable for any debt or action of the Corporation.

45. Resignation

Any Member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation. A resignation shall be effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever is the later date. A Member shall remain liable for payment of any outstanding membership fees that are owed by the Member, prior to the Member's resignation.

46. Termination

Membership in the Corporation ceases to exist:

- a. When the Member's period of membership expires;
- b. When the Member ceases to be a Member by resignation, according to section 45 of this By-law;
- c. If, at a Meeting of Members, a resolution to remove the Member is passed by at least two-thirds (2/3) of the votes cast at the meeting, if the Member is given thirty (30) days notice and is granted the opportunity to be heard at the meeting;
- d. When the Member ceases to meet any written Corporate requirements for Members; or
- e. Upon the death of the Member.

47. Membership Fees

The Board shall establish the membership fees (program registration fees) payable by Members. The Board may establish different fees for each class of membership.

The Registrar shall ensure that Members are notified in writing of any membership fees owed. Any Member who does not pay the membership fees, within one (1) calendar month of being notified, shall cease to be a Member.

MEMBERS' MEETINGS

48. Annual Meeting

The Corporation shall hold an Annual Meeting in each calendar year. The Annual Meeting shall be held within seven (7) months of each financial year end of the Corporation, and not more than fifteen (15) months after the previous Annual Meeting.

The Annual Meeting shall be held at the head office of the Corporation, or elsewhere in Ontario. The Board shall determine, by resolution, the location, date, and time of the Annual Meeting.

At every Annual Meeting, the business shall include:

- a. Presentation of the reports of the Board;

- b. Presentation of the financial statement and the auditor's report;
- c. Appointment of the auditor for the next year;
- d. Election of the Directors; and
- e. Any other business specified in the notice of meeting.

49. General Meetings of Members

General Meetings of Members may be called by the President, or the Vice-President, or by the Board. The party calling the meeting may establish the date, time, and place within Ontario. If a location is not established, General Meetings of Members shall be held at a place where the head office of the Corporation is located.

The Board shall call a General Meeting of Members upon the written request of not less than one-tenth (1/10) of the Voting Members for any purpose connected with the affairs of the Corporation. If the Board does not call a General Meeting of Members upon the written request by the required number of Members, the Members may call a General Meeting of Members.

50. Notice of Meetings of Members

Fourteen (14) days' written notice of any Meetings of Members shall be given to each Member, according to sections 62 and 64 of this By-law. Notice of any Meeting of Members where special business will be transacted needs to contain sufficient information to permit a Member to form a reasoned judgement on the decision to be made. Meetings of Members may be held at any time and place without notice, if all the Voting Members are present.

51. Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may waive notice of the Meeting of Members. Attendance of this person at this meeting shall constitute a waiver of notice of the meeting. The only exception is when this person attends the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting was not called lawfully.

52. Errors and Omissions in Giving Notice

Errors or accidental omissions in giving notice of any Meeting of Members, or any adjourned Meeting of Members, shall not invalidate the meeting, or any resolution passed, or any business transacted at the meeting.

53. Quorum

A quorum at any Meeting of Members shall be at least eleven (11) Voting Members. No business shall be transacted at any meeting unless the quorum is present at the time that the transaction of the business.

If a quorum is not present at the time set for the meeting, or within a reasonable time set by the Voting Members present, the Voting Members in attendance may adjourn the meeting to a specific date, time and place. Notice of this adjourned meeting shall be given according to sections 50, 62 and 64 of this By-law.

54. Chairperson of the Meeting

The President of the Board, or one of the Vice-Presidents in the absence of the President, shall act as chairperson of all Meetings of Members. If neither the President nor any Vice-President is present at the meeting, the Voting Members in attendance shall choose a Director as chairperson of the meeting. If no Director is present, or if all Directors present decline to take the chair, then the Voting Members in attendance shall choose a Voting Member to act as chairperson of the meeting.

55. Adjournment

The chairperson of any Meeting of Members, with the consent of the Voting Members, may adjourn the meeting to a specific date, time and place. Notice of any adjourned Meeting of Members is not required, if the date, time and place of the adjourned meeting are announced at the original meeting. Any adjourned meeting shall be valid, if held according to the terms of the adjournment, and if there is a quorum. If there is not a quorum at the adjourned meeting, the original meeting shall be considered to have ended upon its adjournment. Only business that may be brought before, or dealt with, at the original meeting, according to the meeting notice, may be addressed at the adjourned meeting.

56. Voting of Members

No Member shall be entitled to vote at a Meeting of Members of the Corporation unless the Member has paid all membership fees payable by the Member.

Every question submitted to any Meeting of Members shall be decided, by a majority of votes on a show of hands of the Voting Members, unless stated differently in the Act or in this By-law. Votes shall be taken by ballot if requested by three (3) or more Voting Members present.

In the case of a tie vote, the chairperson of the meeting shall call for a ballot. In the case of a tie vote on a ballot, the chairperson shall cast the deciding vote.

At any Meeting of Members, unless a count of votes is demanded, a declaration by the chairperson of the meeting that a resolution had been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact.

Any Voting Member may demand a count of votes, either before or after any vote taken by a show of hands. If, at any meeting, a count of votes is demanded on the election of a chairperson, or on the question of adjournment, the count shall be taken immediately. If, at any Meeting of Members, a count of votes is demanded on any other question, or on the election of Directors, the vote shall be taken by ballot. This ballot may be taken either at once, later in the meeting, or after adjournment, as the chairperson of the meeting directs. The result of the count of votes shall be considered to be the resolution of the meeting at which the count of votes was demanded. A Voting Member may withdraw a demand for a count of votes.

CUSTODY AND VOTING OF SHARES AND SECURITIES

57. Voting Shares and Securities

All the shares or other securities carrying voting rights of any company or corporation held by the Corporation may be voted at all meetings of shareholders, bondholders, debenture holders or holders of other securities of the company or corporation. These securities may be voted in the manner and by the person that the Board shall determine. The duly authorized signing Officers may also execute and deliver for, and on behalf of, the Corporation proxies, and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in the names that the signing Officers may determine, without the necessity of a resolution or other action by the Board.

58. Custody of Securities

All shares and securities owned by the Corporation shall be deposited, in the name of the Corporation, with a chartered bank or a trust company, or in a safety deposit box, or, if authorized by resolution of the Board, with other depositories or in another manner as the Board may determine.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of the nominee of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly, with the right of survivorship). They shall be endorsed in blank, with endorsement guaranteed, in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

59. Execution of Instruments

Contracts, documents or instruments in writing that require the signature of the Corporation may be signed by:

- a. any two of the President, the Vice President Competitive, Vice President House League or the Treasurer; or
- b. any two Directors designated by the Board.

All contracts, documents and instruments in writing thus signed shall be binding upon the Corporation, without any further authorization or formality. The Board shall have the power to appoint, by resolution, any Officer(s) or any person(s) either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing on behalf of the Corporation.

In this By-law, the term "contract, documents or instruments in writing" shall include, but not be limited to, deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities, and all paper writings.

The Board shall determine, by resolution, Officers, or other persons, who are authorized to use the seal. When required, the seal of the Corporation shall be affixed to any instruments in writing that are signed by the authorized Officers or persons.

CHEQUES, DRAFTS, NOTES, ETC.

60. Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by the authorized Officer(s) or person(s), whether or not Officers of the Corporation, and in the manner that the Board may designate by resolution.

BOOKS AND RECORDS OF THE CORPORATION

61. Books and Records of the Corporation

The Board keeps and files all necessary books and records of the Corporation as required by this By-law, the Act, or any other statute or laws. A Member wishing to inspect the books or records of the Corporation must give reasonable notice to the Chairperson or the Secretary of the Corporation of the Member's intention to do so. Unless otherwise permitted by the Board, this inspection shall take place only at the head office, or other regular business premises operated by the Corporation, during normal business hours. The Board may designate certain records as confidential and not open them for inspection by Members.

NOTICES

62. Service

Any notice or other document required by the Act, the Regulations, the Letters Patent or this By-law to be sent to any Member or Director, shall be delivered personally, or sent to the Member or Director by prepaid mail, telegram, cable, facsimile, or electronic mail. The notice shall be sent to the last address of the Member or Director, as shown in the records of the Corporation. The Director or Member entitled to notice may waive this notice in writing.

Any notice or other document required by the Act, the Regulations, the Letters Patent, or this By-law to be sent to the auditor shall be delivered personally, or sent by prepaid mail, or telegram, or cable, facsimile, or electronic mail to the business address of the auditor.

63. Signature to Notices

The signature of any Officer or Director of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

64. Computation of Time

When a given number of days' notice, or notice extending over a period of time, is required under the By-law, Letters Patent or supplementary Letters Patent of the Corporation, the date on which the notice is delivered or sent shall not, unless specified differently, be counted in the number of days or other period of time.

65. Proof of Service

The statutory declaration of the President or Secretary that notice has been given according to this By-law shall be sufficient and conclusive evidence of the giving of the notice.

AUDITOR

66. Auditor

At each Annual Meeting, the Voting Members shall appoint an auditor to audit the accounts of the Corporation for report to the Members. The auditor shall hold office until the next following Annual Meeting. However, the Board may fill any unforeseen vacancy in the office of the auditor. If an appointment is not made, the auditor in office shall continue until a successor is appointed.

The Board shall establish the remuneration of an auditor appointed by the Members or the Board.

The Voting Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office. In this case, the Voting Members shall, by a majority of the votes cast at that meeting, appoint another auditor for the remainder of the term.

FINANCIAL YEAR

67. Financial Year

The financial year of the Corporation shall terminate on the 30th day of June in each year, or on any other date that the Board, by resolution, may determine.

AMENDMENTS TO THE BY-LAW

68. Amendments to the By-law

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

DISSOLUTION

69. Dissolution

Upon the dissolution of the Corporation, and after the payment of all debts and liabilities, the Corporation's remaining property shall be distributed or disposed of to charitable organizations that carry on work similar to the work of the Corporation in the Province of Ontario, or work that is beneficial to the community within the Province of Ontario.

Enacted by the Board of Directors of he Corporation ____ day of _____, _____.

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| <hr/> | <hr/> |
| Chairperson | Secretary |

CONFIRMED by the Voting Members of the Corporation ____ day of _____, _____.

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| Chairperson | Secretary |