

BY-LAW NO.1

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

ONTARIO ONSITE WASTEWATER ASSOCIATION
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 – GENERAL MATTERS

Head Office

1. The head/registered office of the Corporation shall be in the Province of Ontario, and at such place therein as specified in the Articles or such place that the Board may from time to time determine by resolution.

Seal

2. The Corporation at its option may adopt a corporate seal. Any corporate seal adopted for the Corporation shall be approved by resolution of the Board of Directors.

Interpretation

3. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
4. Definitions:
 - (a) "**Board**" means the Board of Directors of the Corporation;
 - (b) "**Director**" means a member of the Board;
 - (c) "*ex-officio*" means by right of or by virtue of office;
 - (d) "**member**" means a member of the Corporation.
 - (e) "**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to in writing by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney;
 - (f) "*special resolution*" means a resolution that (a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

ARTICLE 2 - BOARD OF DIRECTORS

Appointment and Term of Directors

5. The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.
6. Each nominee for Director shall be at the time of their election, or within ten (10) days thereafter, and throughout their term of office a voting member of the Corporation
7. The rules stating who is disqualified from being a Director are in Section 23 of the Act. They are repeated in this by-law:
 - (a) A person who is not an individual;
 - (b) A person who is under 18 years of age;
 - (c) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (d) A person who has been found to be incapable in any court in Canada or elsewhere; and,
 - (e) A person who has the status of a bankrupt.
8. Each Director shall be required to sign the Corporation's form of Director's Consent before being entitled to commence service as a Director of the Corporation.
9. Each Director shall be elected to hold office for a term of three (3) years.
10. No Director shall serve more than three (3) consecutive three (3) year terms. A Director who has served three (3) consecutive terms may re-apply for a position on the Board following a one (1) year absence from the Board ("**Term Limit**"). Notwithstanding the foregoing, the Board may by resolution (to be confirmed by the membership at the annual general meeting) may approve the re-election of an acting Director for a further consecutive term beyond the Term Limit if it is determined in the best interests of the Corporation to do so.
11. The Board may at its discretion, and from time to time, establish a nominations committee that will provide leadership for recruiting qualified individuals to the Board and to make recommendations to the Board with respect to such nominations and may at their discretion, from time to time, establish such policies and guidelines or separate bylaws that govern the nomination process for Directors. A call for applications from individuals interested in being considered for nomination shall be published on the Corporation's website and any other place determined appropriate by the Board. The call for applications shall specify a deadline for submission of applications for nomination and may specify particular skills and/or qualifications the Board is seeking for the Board.

12. At each annual meeting the Board shall strive to present a slate of nominees recommended for election to the Board. Subject to any proposal for director nominations submitted by members in accordance with the Act, the nominees for election to the Board shall be limited to the slate of nominees presented by the Board. The election of the Directors by the membership may be by a show of hands or by ballot as determined by the Chair, unless a ballot be demanded by any voting member. Notwithstanding the foregoing, if there are insufficient nominees available to fill the vacancies on the Board pursuant to the foregoing process, then the Chair may accept nominations for directors from the floor. In the event that there are more nominees than there are vacancies to fill, the election shall be determined by a plurality of votes.

Removal of a Director

13. In addition to the provisions of the Act and these by-laws, the Board may determine and set forth in separate documents the qualifications, terms and conditions to govern a Director's qualification to be appointed to and continue to participate in the Board, including with respect to attendance requirements, confidentiality, conflicts of interest, and conduct at meetings.
14. The Board may, if authorized by a resolution of the Board passed by two-thirds of the Directors entitled to vote, call a special meeting of the members and put forward a recommendation to the members for the removal of a Director before the expiration of such Director's term, such recommendation to be based on the grounds that:
 - (a) the Director fails to attend three (3) consecutive meetings of the Board of Directors in any calendar year without explanation satisfactory to the Board;
 - (b) the Director is behaving in a manner that is detrimental to the general good and objectives of the Corporation and/or is personally disparaging to any other Director, officer, member, employee or agent of the Corporation;
 - (c) the Director is directly or indirectly interested in any contract or transaction with the Corporation as a vendor, purchaser or otherwise;
 - (d) the Director is violating the articles, by-laws or policies of the Corporation; or
 - (e) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose and best interests of the Corporation.

The Director who is the subject of the removal recommendation shall be entitled to no less than fifteen (15) days' notice of the special meeting, and to attend and be heard at the special meeting of the members.

15. The office of a Director shall be deemed to be automatically vacated if:
 - (a) the Director, by notice in writing to the Corporation, resigns;
 - (b) the Director's membership in the Corporation is revoked/terminated;
 - (c) the Director becomes bankrupt;

- (d) the Director is found by a court to be of unsound mind;
- (e) the Director dies; or
- (f) the Director fails to sign the Corporation's standard Code of Conduct or Confidentiality Agreement, if requested to do so.

Vacancies, Board of Directors

- 16. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing period are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

Quorum and Meetings

- 17. A majority of the Directors shall form a quorum for the transaction of business at a Board meeting or a standing committee of the Board.
- 18. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- 19. Directors' meetings may be formally called by the Chair of the Board, President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors.
- 20. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 21. If notice is to be given, notice of such meetings shall be delivered, telephoned, e-mailed or faxed to each Director not less than two (2) days before the meeting is to take place, or shall be mailed to each Director not less than thirty (30) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 22. The Board shall meet a minimum of six (6) times per year but not limited to six (6) times per year.
- 23. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.
- 24. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the membership of the Corporation.
- 25. The Directors may consider or transact any business either special or general at any meeting of the Board.

Adjournments

26. Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Errors in Notice, Board of Directors

27. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Voting, Board of Directors

28. Questions arising at any meeting of Directors shall be decided by a majority of votes.
29. In case of an equality of votes, the President, in addition to their original vote, shall not have a second or casting vote.
30. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
31. In the absence of the President, their duties may be performed by the Vice-President (if any) or such other Director as the Board may from time to time appoint for the purpose.

Powers

32. ***General Authority*** - The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
33. ***Acquisitions*** - Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Remuneration of Directors

34. The Directors shall receive no remuneration for acting as such. However, the Board may, in accordance with its policies, authorize the payment of expenses to a Director for attendance at meetings of the Board or other matters which are related to the performance of their duties as a Director.

ARTICLE 3 – OFFICERS

Officers of the Corporation

35. The Board shall at its first meeting following each annual meeting of the Corporation appoint from among the Directors a Chair when a vacancy exists. The appointed Chair shall also be designated to the office of the President and the terms Chair/President may be used interchangeably. The Board may also designate additional offices of the Corporation, such as Past President, Vice-President, Secretary, Treasurer, or an executive director. Any two offices may be held by one person.
36. An individual must have served a minimum of one (1) year as a Director of the Corporation in order to be eligible for appointment as any officer of the Corporation.

Duties of the Chair/President

37. The Chair/President shall be appointed to hold such office for a term of two (2) years.
38. The Chair shall preside at Board meetings and member meetings, and shall perform such other duties as may be required by law or as the Board may determine from time to time.
39. The Chair/President shall, subject to the authority of the Board, also be charged with the general management and supervision of the affairs and operations of the Corporation including the following:
- (a) The selection, employment, supervision, and discharge of all employees, subject to ratification of same by the Board;
 - (b) The formation of a special ad hoc committee, from year to year, comprised of the President and two other officers of the Corporation, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Corporation and the personnel employed therein;
 - (c) The preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any Director or officer of the Corporation, or to any meeting of the members of the Corporation;
 - (d) The preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and,

- (e) The safe-keeping and good state of repair of all physical properties of the Corporation.
- (f) The Chair/President shall not serve more than two (2) consecutive terms. Notwithstanding same, the Board shall have discretion to extend the term of the Chair/President beyond two (2) consecutive terms if the Board determines it is in the best interests of the Corporation to do so.

Duties of the Past President

40. The Past President shall act in an advisory capacity to the Board and the Executive Committee for a term of one (1) year, and shall serve as a member of the Executive Committee, but shall not be entitled to vote at meetings of the Executive Committee. When transitioning from President to Past President, the Director shall not be required to run for re-election to the Board.

Duties of the Vice-President

41. During the absence or inability of the Chair/President, their duties and powers may be exercised by the Vice-President, and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

Duties of the Secretary

42. The Secretary shall have the following duties:
- (a) They shall be the *ex officio* clerk of the Board.
 - (b) They shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose.
 - (c) They shall keep a roll of the names and addresses of the members.
 - (d) They shall give all notices required to be given to members and to Directors.
 - (e) They shall be the custodian of the seal of the Corporation (if any) and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
 - (f) They shall perform such other duties as may from time to time be determined by the Board.

Duties of the Treasurer

43. The Treasurer, or person performing the usual duties of a Treasurer, shall have the following duties:

- (a) They shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.
- (b) They shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board.
- (c) They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor.
- (d) They shall render to the Board at the regular meetings thereof or whenever required of such person, an account of all of their transactions as Treasurer, and of the financial position of the Corporation.
- (e) They shall also perform such other duties as may from time to time be determined by the Board of Directors.

Duties of Other Officers

44. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

ARTICLE 4 – COMMITTEES

45. The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters expressly reserved for the Board in accordance with the Act). If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business as provided for in this Bylaw.
46. The Board shall appoint an Executive Committee comprised of the Chair/President, Past President, the Vice-President, the Secretary, and the Treasurer. The executive/governance committee shall:

- (a) exercise such powers as may, from time to time, be given to it by resolution of the Board including but not limited to acting as the nominating committee of the Board and leading strategic planning;
- (b) during the intervals between meetings of the Board and in all matters of urgency, subject to any specific directives of the Board, the executive/governance committee shall possess and may exercise all the powers of the Board in the governance and direction of the Corporation; and
- (c) report all actions taken on behalf of the Board at the next meeting of the Board.

ARTICLE 5 - PROTECTION OF DIRECTORS AND OFFICERS

Indemnity of Director and Officers

47. Every Director or officer of the Corporation or other person, who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it, and their heirs, executors, and administrators, and their estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges, and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
 - (b) all other costs, charges, and expenses that they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own wilful neglect or default.
48. The indemnity provided for in the preceding Section:
- (a) shall be applicable only if the Director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

Directors and Officers Liability Insurance

49. The Corporation shall, at all times, maintain in force for the benefit of the Directors and officers of the Corporation and the members of the standing committees of the Board of Directors, Directors' and officers' insurance in standard form errors and omissions with such limits as may be reasonably approved by the Board from time to time, for indemnity in the exercise and intended or omitted exercise of powers and the discharge and intended or omitted discharge of duties of their office.

ARTICLE 6 - MEMBERSHIP

Members of the Corporation

50. The Board may, by resolution, approve the admission of persons as members of the Corporation from time to time. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. Admission to membership is subject to the conditions and requirements set out in these Bylaws, as well as such other terms and conditions as set out in the Corporation's Membership Policy in effect from time to time. The Board may establish a Membership Committee from time to time to review applications and make recommendations to the Board for the grant of memberships, as well as other terms and conditions to govern membership.
51. Subject to the Articles, there shall be seven (7) classes of members in the Corporation and the eligibility requirements for each of these classes are as follows:
- (a) Membership Classes with Voting Rights
- (i) ***Individual Member*** –available only to an individual who has applied for membership on behalf of themselves or where an individual is part of an Organization (as defined below) that has applied on behalf of multiple individuals to each be granted an Individual Membership.
 - (ii) ***Associate Member*** – available only to an individual who is a member of an approved Organization.
 - (iii) ***Young Professional Members*** – available only to an individual who is under the age of thirty (30) years and has submitted to the Board proof of age at the time of application or renewal.

Each voting member of any of the above membership classes is entitled to receive notice of, attend and vote at all meetings of members , and each member shall be entitled to one (1) vote at such meetings.

“**Organization**” means an organization that performs notable public or private activities directly or indirectly in the onsite and decentralized wastewater industry and has been designated by resolution of the Board as eligible for an Associate Membership in accordance with the Corporation's Membership Policy in effect from time to time.

- (b) Membership Classes Without Voting Rights
- (i) ***Student Members*** – available to individuals enrolled in an accredited post-secondary academic institution on a full-time basis. Student Members must provide proof of academic enrollment annually at time of application or renewal. Student Members are not entitled to vote at any meetings of the membership but are invited to attend the general meetings.
 - (ii) ***Appointed Members*** – available to individuals who are not professionally engaged in the Corporation who perform or who have performed notable

public or private service for the development or education in the onsite and decentralized wastewater industry. Appointed Members shall receive such designation on unanimous consent from the Board. Appointed Members are not entitled to vote at any meetings of the membership.

- (iii) ***Reciprocal Members*** – available to organizations that partner with the Corporation in advocacy for the onsite wastewater industry in Canada. Reciprocal Members are not entitled to vote at any meetings of the membership.
- (iv) ***Lifetime Members*** – available to individuals who have shown a dedication to the Corporation and the onsite wastewater industry. To be eligible for nomination as a Lifetime Member an individual should meet one of more of the following criteria:
 - (A) Individual shall be retired from the onsite wastewater industry;
 - (B) Individual shall have a minimum of ten (10) years of a paid membership in the Corporation;
 - (C) Individual shall have a minimum of five (5) years of participation in the Corporation as a member of the Board, a member of a Committee, or a combination of both;
 - (D) Individual must be considered to be a good ambassador of the onsite wastewater industry and of the Corporation;

Individuals may be nominated for Lifetime Membership by any voting member of the Corporation. The grant of a Lifetime Membership to a nominee is subject to the discretion of the Board and requires the unanimous approval of the Board. Lifetime Members are not entitled to vote at any meetings of the membership. A Lifetime Membership expires automatically on the death of the individual or after twenty (20) years from grant of the Lifetime Membership, whichever shall occur first. A lifetime member may release its membership at any time by written notice to the Board.

- 52. An individual shall not be permitted to be a member of the Corporation while an employee of the Corporation.
- 53. Each applicant for membership shall be notified by the Secretary or their designate of their admission as a member and the notice shall specify the class of membership granted to the member.
- 54. Unless expressly stated otherwise herein and subject to the termination rights of the Corporation as set out below, each membership is granted for a initial term of one (1) year and is renewable by application to the Board for one (1) or (2) year terms (at the option of the Member) in accordance with Board Membership Policy in effect from time to time.

Resignation / Termination of Membership

55. A membership in the Corporation is terminated, effective immediately, on the occurrence of any of the following events:
- (a) In the case of members by virtue of office as a Director of the Corporation, if the individual ceases to be a Director of the Corporation after election for any reason; however, the individual shall have the opportunity to apply for membership in the Corporation;
 - (b) The member dies or, in the case of a member that is a body corporate, the body corporate is dissolved;
 - (c) The member resigns by delivering a written resignation to the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
 - (d) The members term of membership expires;
 - (e) The Corporation is liquidated or dissolved under the Act, or otherwise ceases to carry on its operations;
 - (f) the member fails to pay the membership dues in accordance with the requirements set out in Section 65 (Membership Dues) of these by-laws and/or any policy of the Corporation governing members;
 - (g) the member fails to maintain any qualifications for its class of membership described in Section 51 (Admission of Members) of these by-laws, or as described in any policies of the Corporation governing membership; or,
 - (h) the member is expelled in accordance with Sections 58-59 (Discipline of Members) of these by-laws, or is otherwise terminated in accordance with the articles or by-laws or policies of the Corporation; or
56. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.
57. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Corporation prior to acceptance of their resignation.

Discipline of Members

58. The Board, or a special committee established by the Board, shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
- (a) violating any provision of the articles, by-laws, or written policies of the Corporation or any federal, provincial or municipal laws;

- (b) carrying out any conduct which may be detrimental to the Corporation, including its ability to carry out its stated objects and purposes, as determined by the Board in its sole discretion;
 - (c) the member is behaving in a manner that is detrimental to the general good and objectives of the Corporation and/or in a manner that is disparaging to any Director, officer, member, employee or agent of the Corporation, or in a manner that is reasonably viewed as a threat to the personal safety of any Director, officer, member, employee or agent of the Corporation; and/or,
 - (d) 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 and the protection and safety of its members.
59. In the event that the Board/committee determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board/committee, shall provide fifteen (15) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board/committee, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board/committee, 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/committee will 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 date of receipt of the submissions. The Board/committee's decision shall be final and binding on the member, without any further right of appeal.

Members' Access to Financial and Corporate Documents

60. Members of record as of the date of each annual meeting will be entitled on request to receive a copy of the financial statements presented at the annual meeting.
61. The financial statements and other information provided to the members at the annual meeting is confidential information of the Corporation. Members shall not disseminate, publish, copy, distribute, post or otherwise make such information available to any person that is not a member in any way or manner whatsoever, except with the prior written permission of the President.
62. The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.
63. The minutes of any committee of the Board shall not be available to the general membership of the Corporation but shall be available to the Board of Directors and the members of such committee, each of whom shall receive a copy of such minutes.

64. Members are entitled, upon providing a valid written request to the Board and complying with any applicable statutory and common law requirements governing the disclosure of personal information of members (including provision of a sworn affidavit in the form required by the Act, to be provided a copy of a list of the current members and their mailing address (no e-mail addresses will be provided). The written request must expressly set out the reason for the request and the purpose for which the information is to be used by the requesting member. In no event shall a member be permitted to use a membership list for any reason other than for purposes expressly connected with the Corporation and its business.

Membership Dues

65. The annual membership fees shall be fixed by vote of the Board of Directors on an annual basis.
66. Members shall be notified in writing of the membership dues at time of membership renewal and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

ARTICLE 7 – ANNUAL AND OTHER MEETINGS OF MEMBERS

Place of Meeting

67. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine on such day as the said Directors shall appoint.
68. The only persons entitled to be present at a meeting of members shall be the following:
- (a) Directors and members of record (in good standing), provided that only members entitled to vote at the meeting of members according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting,
 - (b) the auditor, public accountant, or person who has been appointed to conduct a review engagement of the Corporation; and,
 - (c) such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the Board.

Annual Meeting Agenda/Conduct

69. At every annual meeting, in addition to any other business that may be transacted, the following matters shall be dealt with:

- (a) the financial statements (and the report of the auditors, if applicable) shall be presented;
- (b) replacements for the retiring Directors shall be elected; and,
- (c) appointment of the auditors or person to conduct a review engagement (as applicable) for the ensuing year.

The Chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chair are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the Chair of the meeting, may include the following:

- (a) establishing an agenda or order of business for the meeting;
- (b) determining when the polls shall open and close for any given matter to be voted on at the meeting;
- (c) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
- (d) limiting attendance at, or participation in, the meeting to members of the corporation, or such other persons as the Chair of the meeting shall determine;
- (e) restricting entry to the meeting after the time fixed for the commencement thereof; and
- (f) limiting the time allotted to questions or comments by participants.

70. During the annual meeting, members in good standing shall have the right to vote on the following matters only:

- (a) receipt of the agenda;
- (b) receipt of the prior year minutes;
- (c) election of the Directors to the Board;
- (d) consideration of the financial statements;
- (e) receipt of the report of the auditor or person appointed to conduct a review engagement (as applicable);
- (f) appointment of auditors for the ensuing fiscal year, or, waive the appointment of an auditor and approve a review engagement, as permitted by the governing legislation; and

- (g) and such other special business as may be included in the Agenda in accordance with the Act.

Power to Call General Meeting

71. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation.

Notice of Members' Meetings

72. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, e-mail or facsimile, no less than ten (10) and no more than fifty (50) days before the time fixed for the holding of such meeting; provided that any such meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Error or Omission in Notice

73. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be their last address recorded on the books of the Corporation.

Adjournments

74. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and these by-laws.

Quorum of Members

75. A quorum for the transaction of business at any meeting of members shall consist of not less than thirty (30) voting members present in person, or by teleconference; provided

that in no case can any meeting be held unless there are two (2) members present in person or by teleconference.

Voting of Members

76. Subject to the provisions, if any, contained in the Articles of the Corporation, each member of the Corporation entitled to vote shall at all meetings of members be entitled to one (1) vote. No member shall be entitled to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

Voting Procedure

77. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or by teleconference who are entitled to vote unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any voting member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting members present in person or by teleconference, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

ARTICLE 8 – ADDITIONAL GENERAL MATTERS

Participation by Teleconference and Other Electronic Means

78. A meeting of the Directors, members, or a committee may be held by means of such conference telephone, e-mail, skype, or other electronic or other communications facilities as permit all persons participating in the meeting to communicate freely with each other.
79. Notwithstanding any other provision of this By-law, voting carried out by means of mail, telephonic or electronic means referred to in Section 78 is permitted only if the votes may be verified as having been made by Members entitled to vote
80. A person participating in such a meeting by any means referred to above is deemed for the purposes of these by-laws to be present at the meeting.

Action in Writing

81. A resolution in writing, signed by all the Directors and/or 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 the Directors or the members, as the case may be.

Service

82. Any notice required to be sent to any member or Director or to the auditor, or person who has been appointed to conduct a review engagement of the Corporation, shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such member at the member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
83. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws 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.

Conflict of Interest

84. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
85. In addition to the provisions of these by-laws, the Board may determine and set forth in a separate document, as may be amended by the Board from time to time, further terms and conditions to govern matters of conflict of interest and the Directors and officers shall abide by these further terms and conditions. In the event of any conflict between these by-laws and the terms and provisions of the Corporation's conflict of interest policy, the policy shall be paramount and govern the matter.

Confidentiality

86. Directors shall keep confidential all information known by the Board, in particular, information of a personal nature involving other Directors, officers, members, employees and people served by the Corporation.
87. In addition to the provisions of these by-laws, the Board may determine and set forth in a separate document, as may be amended by the Board from time to time, further terms and conditions to govern matters of confidentiality and the Directors and officers shall abide by these further terms and conditions. In the event of any conflict between these by-laws and the terms and provisions of any confidentiality policy, the policy shall be paramount

and govern the matter. On request of the Board, a Director shall sign the Corporation's form of statement of confidentiality.

Execution of Documents

88. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by **any two (2) of the Chair, President, Vice-President, or Secretary, or by two (2) Directors of the Corporation.**
89. In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
90. Any person authorized to sign any document may affix the corporate seal (if a seal is adopted) to the document.
91. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.
92. Resolutions passed by the Board, and minutes of the meetings of the Board and members may be signed and/or transmitted by electronic mail as a .PDF document or electronic signature (i.e., DocuSign, Adobe, or other similar electronic signature technology) and, thereafter, maintained in electronic form, and that such electronic record shall be valid and effective to bind each party just as signing a paper copy bearing the parties' hand-written signature(s) would.

Books and Records

93. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept at the registered/head office of the Corporation or as the Board of Directors determines from time to time.

Financial Year

94. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on **December 31st** in each year.

Banking Business, Cheques, etc.

95. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and also, in accordance with the Corporation's policies and any limits prescribed therein. Any **two (2)** of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Deposit of Securities for Safekeeping

96. The securities of the Corporation shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Notice

97. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by e-mail or facsimile or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the member, Director, officer or auditor at their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, Director or officer shall be their last address as recorded on the books of the Corporation.

Borrowing

98. The Directors may from time to time:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
99. From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
100. The Corporation is limited to borrowing money for current operation expenses provided that the borrowing power of the Corporation shall not be so limited if the Corporation borrows on the security of real or personal property.

Distribution on Dissolution

101. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation, if any, shall be distributed or disposed of to a charitable organization or non-profit organization, as determined by the Board of Directors.

Amendments to By-laws

102. Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal, or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

Effective Date

103. These by-laws shall come into force when enacted by the Directors, subject to the provisions of any applicable statute or law.

Repeal of Prior By-laws

104. On these by-laws coming into force, the existing By-Law #1 of the Corporation dated November 15, 2001, and all amendments thereto is repealed, provided that such repeal does not affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of these by-laws and all resolutions of the members or the Directors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with these by-laws and until amended or repealed.

Signature Page Follows

Signing Page – By-Law No. 1 (2024)

ENACTED by the Directors of the Corporation at a meeting of the Directors held on December 14, 2023.



President

Secretary

AND CONFIRMED by the members of the Corporation at a meeting of the members held on March 3, 2024.



President

Secretary