



ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of Cricket Canada, a Canadian Corporation.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Days* – days irrespective of weekends and holidays;
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- h) *Member* – those entities meeting the definition of member and admission of members as defined within these By-laws;
- i) *Member Team* – a cricket team composed of at least 13 registered players who have played a minimum of 8 games in the T-20 and longer formats;
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- k) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- l) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
- m) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- n) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.3 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.4 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.5 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

1.6 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

1.7 Registered Office - The Registered Office of the Corporation will be located in the Province of Ontario, Canada, at the place thereat where the business of the Corporation may from time to time be carried out.

1.8 Other Offices - The Corporation may establish such other offices and agencies elsewhere within Canada, as the board of directors may deem expedient by Ordinary Resolution.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has one category of Membership:

- a) Provincial Members

2.2 Provincial Member – Any provincial cricket association that demonstrates effective control of organized competitive cricket within the province concerned will be considered a Member with voting privileges at any Meeting of the members.

Admission of Members

2.2 Admission of Members – Any provincial cricket association will be admitted as a Member if:

- a) The candidate makes an application for membership in a manner prescribed by the Association.
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the applicable definition listed above; and
- e) The candidate member has been approved by 75% vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.3 Change of Terms/Conditions of Membership – Pursuant to subsection 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

2.4 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

2.5 Duration of Membership – Membership within the Corporation is upon an annual basis and will terminate on December 31st, subject to re-registration in accordance with these By-laws.

Fees

2.6 Fees - Fees for membership in the Corporation will be of such amount and on such basis, as may be fixed from time to time by the Board of Directors, and shall be payable at such date as the Board of Directors determines; provided that any changes to membership fees are approved by the Members at the General Meeting of Members.

2.7 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the Association.

Withdrawal and Termination of Membership

2.8 Withdrawal and Termination – Membership in the Association is terminated when:

- a) The Member, in the case of a member that is a corporation, dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) The Member resigns from the Association by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- d) The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association;

- e) The Members pass a resolution with at least 75% of the votes terminating the Member's membership.
- f) The Member's term of membership expires; or
- g) The Association is liquidated or dissolved under the Act.

2.9 May Not Resign – A Member or Registrant may not resign from the Corporation if the Member or Registrant is subject to disciplinary investigation or action.

2.10 Discipline – A Member or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members and Registrants.

Good Standing

2.11 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues or debts to the Corporation, if any.

2.12 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold five percent (5%) of the votes of the Corporation. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Semi-Annual Meeting - A semi Annual General meeting, place and date may be decided at the Annual Members Meeting, and may be held outside the province of Ontario and rotated among the provinces.

3.5 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.6 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.7 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or

c) By posting on the Corporation’s website not less than thirty (30) days prior to the date of the meeting.

3.8 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.9 Persons Entitled to Attend – All categories of membership, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

3.10 Quorum – A minimum of seven (7) voting Members will constitute a quorum.

3.11 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.12 Agenda – The agenda of the Annual Meeting may include:

- a) Auditor’s Report
- b) Financial Statements
- c) Approval of Budget
- d) Election of Directors
- e) Appointment of Auditor
- f) Other Business

Voting at Meetings of Members

3.13 Voting Privileges – Members will be entitled to appoint a Delegate who may attend meetings of members and entitled to the following number of votes.

Number of Member Teams	Votes
Up to 25	1
26-50	2
51-75	3
Over 75	4 (Max)

3.14 Delegates –Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. Delegates must be at least eighteen years of age and, a Member in good-standing of the Member.

3.15 Proxy Voting – Individual Members may vote by proxy if:

- a) The proxy is designated to a voting Member.
- b) The Individual notified the Corporation in writing prior to the Members meeting of an appointment of a proxy holder who is also a voting Member;
- c) The proxy is received by the Corporation prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.16 Maximum Number of Proxies – No Individual Member will hold more than two (2) proxy votes.

3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a voting Member.

3.19 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

3.20 Written Resolution - A resolution, in writing, signed by all the Members shall be as effective as a resolution passed at a meeting of Members duly convened.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of Directors as follows:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Four (4) Directors-at-Large

Eligibility of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

Election of Directors

4.3 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.

4.4 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Head Office of the Corporation five (5) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual Meeting prior to the elections.

4.6 Incumbents – Active Directors are not subject to application but must notify the Corporation in accordance with Section 4.5 (c).

4.7 Election and Term – The election of directors will take place at each Annual Meeting of members. The elections shall take place in two parts:

- a) The President, Secretary, and two (2) Directors at Large will be elected to the Board at alternate Annual Meetings to those listed in subsection b; and
- b) The Vice-President, Treasurer, and two (2) Directors at Large and will be elected in alternate Annual Meetings to those listed in subsection a.

4.8 Decision – Elections will be decided by the voting Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.9 Terms – Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Suspension, Resignation and Removal of Directors

4.10 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.11 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes their permanent residence outside of Canada; or
- e) Upon the Director's death.

4.12 Removal – A Director may be removed by Ordinary Resolution of the voting Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

4.13 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.14 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. No more than one-third (1/3) of the total number of Directors elected at the previous Annual Meeting can be appointed pursuant to this Section.

Meetings

4.15 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board or the President.

4.16 Notice – Notice of Board meetings will be given to all Directors at least thirty (30) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.17 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.18 Quorum – At any meeting of the Board, quorum will consist of five (5) Directors holding office.

4.19 Voting – Each Director, in attendance or participating, is entitled to one vote, excluding the President who may only vote in the case of a tie. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President will vote to decide the tie.

4.20 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.21 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.22 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.23 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have 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 a quorum and for recording votes;
- b) Each Director has equal access to the specific means of communications 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.

4.24 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.25 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.26 Empowered – Notwithstanding Section 4.25, the Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- d) Make rules and regulations relating to the management and operation of the Corporation.
- e) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- f) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements.
- g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws.
- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

4.27 CEO – The Board may appoint a CEO who may appoint such agents and engage such employees as it is deemed necessary from time to time, and such person will have the authority and will perform such duties as will be described in the job description approved by the CEO and/or Board of Directors. The remuneration of such agents and employees shall be fixed by the Executive Council and approved by resolution of the Board of Directors. The CEO will have the power to authorize expenditures on behalf of the Corporation from time to time.

ARTICLE IV: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Secretary, Treasurer and CEO.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesman of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Corporation's constitution and By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Members Meeting and other meetings a report of all activities since the previous Members Meeting or other meetings, will give due notice to all voting Members of the Members Meetings of the Corporation, and will perform such other duties as may from time to time be established by the Board;

- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board;

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.4 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI: COMMITTEES

6.1 Appointment of Technical Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Quorum – A quorum for any Committee will be the majority of its voting members.

6.3 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

6.4 Chair – The Chair of a Committee will have a 2nd deciding vote in the case of a tie.

6.5 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.6 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

6.7 Removal – The Board may remove any member of any Committee by ordinary resolution.

6.8 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

6.9 Standing Committees – The Board of Directors will appoint Standing Committees which are as follows:

- a) Nominations Committee – who will seek nominations for positions on the Board, Standing Committees and Discretionary Committees, as well as the Auditor.
- b) Audit Committee – will be responsible for the completion of an annual audit and receiving recommendations from the Auditor.
- c) Selection Committee – will be responsible for the selection of teams and/or individuals to represent the Corporation in accordance with Board approved policies and procedures.

6.10 Committee Nominations – A list of nominees for the various positions on committees will be presented to the Board of Director by the Nominations Committee. An individual wishing to serve on any committee is not required to be an officer or director of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

7.1 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose

fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Corporation will be January 1st to December 31st, or such other period as the Board may from time to time determine.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Association but shall have remuneration fixed by the Directors.

8.4 Annual Financial Statements - The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Corporation will not be available to the general membership of the Corporation but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.

8.6 Signature & Certification of Documents – Contracts, documents or any other instrument in writing requiring the signature of the Corporation will be signed by any two of the President, Treasurer, Secretary or the CEO and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power, from time to time by Bylaw, to appoint an Officer or Officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. Cheques shall be signed by any two of the Treasurer, President, Secretary, or the CEO. In the absence of the above cheque signatories, the Board of Directors may appoint their replacements from an officer or officers of the Corporation, by a resolution at a properly constituted meeting of the Board of Directors.

8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing - The Board may borrow money upon the credit of the Association, after ascertaining consent from the voting members by way of Ordinary Resolution, as it deems necessary,:

- a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

8.9 Remuneration – All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director, Officer or Member of a Committee from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE IX: AMENDMENT OF BY-LAWS

9.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

9.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the voting Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.

9.3 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, regulations and the constitution shall be provided to voting Members at least twenty-one (21) days prior to the date of the Member's meeting at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – Subsection 197(1) of the Act requires a special resolution (2/3rds vote) of all Members in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE XI: NOTICE

11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered, posted on the Corporation's website or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

11.2 Date of Notice – Date of notice will be the date on which the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XII: DISSOLUTION

12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board in accordance with the Act.

ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation hereby consents that each and every Director of the Corporation shall be deemed to have assumed office on the express understanding and agreement, and condition that every Director of the Corporation and his heirs, executors, and administrators and estate and effects respectively shall, from time to time, and at all times be indemnified and save harmless out of the funds of the Corporation from and against costs, charges and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office and also from and against all other costs, charges and expenses that he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

13.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

13.3 Insurance – the Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

13.4 Liability - No Director, Auditor, Secretary, Manager or other Officer for the time being of the Corporation, shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts of acts for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm, or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on March 5, 2017.

14.2 Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on March 5, 2017.

14.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.