



ADR Institute of Ontario

By-Law No. 1

Final Draft

Accepted by Membership on June 13, 2024

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Section 1 – Definitions & Interpretation

Definition:

1.1 In this Bylaw, unless the context otherwise requires:

- a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) “Board” means the board of directors of the Corporation;
- c) “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d) “Chair” means the chair of the Board;
- e) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) “Director” means an individual occupying the position of director of the Corporation by whatever name the person is called;
- g) “Member” means a member of the Corporation;
- h) “Members” means the collective membership of the Corporation;
- i) “Officer” means an Officer of the Corporation; and
- j) “Telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

Interpretation:

1.2 Other than as specified in the above Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

Severability and Precedence

- 1.3 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
- 1.4 If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

Seal

- 1.5 The seal of the Corporation, if any, shall be in the form determined by the Board.

Execution of Contracts

- 1.6 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors upon resolution by the Board. In addition, the Board may from time to time direct the way and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Head Office

- 1.7 The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, unless changed by special resolution and at such place within the city in Ontario where the head office is from time to time located as the Directors of the Corporation may from time to time fix by resolution.

Section 2 – Directors

Electing and Appointing Directors

- 2.1 The Members shall elect the Directors to hold office for a term ending no later than the end of the second annual meeting (2 years) of Members following the election.
- 2.2 **Qualifications of Directors.** The following persons are disqualified from being a Director:
- a) A person who is not an individual.
 - b) A person who is under 18 years old.
 - 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 by any court in Canada or elsewhere.
 - e) A person who has the status of bankrupt.

- 2.3 The Board will be composed of eleven (11) Directors. The number of directors of the corporation and the number of directors to be elected at the annual meeting of the members must be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by resolution of the directors. A decrease in the number of directors does not shorten the term of an incumbent director.
- 2.4 Directors can serve up to eight (8) years on the Board but may stand for re-election after an intervening period of two (2) years.
- 2.5 If directors are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected.
- 2.6 An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected or appointed to hold office as a director unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment. The consent will include a commitment to adhere to the Code of Conduct as set forth by the board.
- 2.7 A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.

2.8 Election of Directors:

- a) **Nominations.** To nominate a candidate for the Board of Directors, the nomination must be written and submitted to the Nominating Committee at least 45 days prior to the annual meeting, not including the day of the meeting itself.
- b) The Board of Directors will designate the Executive Director or another suitable person to prepare and distribute ballots. These ballots will include candidates' names in alphabetical order, along with any additional stipulations specified by the Board. Members will receive ballots and any other specified requirements at least 30 days prior to the annual meeting, not counting the meeting day itself.
- c) Members must submit their ballots to the Executive Director, or another individual designated by the Board of Directors.
- d) Voting will conclude at the scheduled start time of the annual meeting or as determined by the Board.

- e) The Executive Director or another person chosen by the Board will give the collected ballots to scrutineers, who are selected by the Board from non-candidate members. These scrutineers are responsible for tallying the votes on the ballots.
- f) For the election of Directors at any meeting:
 - i. the two nominees receiving the highest number of votes from areas outside Greater Toronto will be elected as Directors. These Directors will serve from the date of their election at the annual meeting until the second annual meeting following their election, or until their successors are chosen; and
 - ii. nominees receiving the highest number of votes from the overall pool, both from within and outside Greater Toronto, will be elected as Directors. These Directors commence their term from the election date at the annual meeting and continue until the second annual meeting following their election, or until successors are chosen.
- g) Scrutineers are tasked with finalizing, signing, and presenting to the annual meeting's Chair a certificate listing the elected candidates. They also compile and sign a vote summary for each successful candidate, which is submitted to the Executive Director or a designated Board appointee. In the event of a tie, scrutineers privately draw lots to determine the outcome.
- h) At the annual meeting, the Chair will announce that the individuals listed in the scrutineers' certificate have been elected to the Board of Directors for the upcoming year. Despite this, the current Officers of the Corporation will remain in their positions until their successors are duly elected.
- i) The ballots and the summary of votes shall be destroyed by the Executive Director following the annual meeting.

Vacancies

2.9 The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

- b) if the Director dies;
- c) if the Director becomes bankrupt;
- d) if the Director ceases to be qualified as a Member;
- e) the Member has missed three (3) consecutive regular Board meetings, and the Board of Directors has, by Resolution duly passed, declared the office of the Member to have been vacated due to such absences;
- f) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- g) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.10 A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director;
- e) if, because of any vacancy or vacancies, less than 20% of the Directors reside outside of Greater Toronto, such vacancy or vacancies shall be filled by a Member or Members who reside(s) outside of Greater Toronto; and
- f) The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

Professional Staff

2.11 The Corporation will be administered and managed by an individual appointed by, and directly accountable to, the Board via the Executive Committee. This individual will hold the position of Executive Director, or another title as determined by the Board. This person has the authority to hire staff needed for the Corporation's operations and to terminate their employment. Additionally, they will oversee and direct all the Corporation's functions and activities, along with any other responsibilities assigned by the Board.

Committees

2.12 Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors such as the Executive Committee and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
- c) The term of each committee shall conclude at the Annual General Meeting (AGM). Subsequent to the AGM, the newly elected Board shall appoint committee members for the upcoming term.

Executive Committee

2.13 **Composition.** The Executive Committee will be comprised of the President, serving as the chair, alongside the Vice-President, the Secretary, and the Treasurer. If one or more of these positions become vacant or the two offices are combined such as President-Chair, the Board will appoint replacements from among the Directors to fill these roles to a maximum of four (4) Directors.

2.14 **Duties.** The Executive Committee is tasked with managing the Institute's operations on behalf of the Board, overseeing the daily administration of the Corporation in line with policies and decisions endorsed by the Board, and handling any additional matters as directed by the Board. Unless instructed otherwise by the Board, the Executive Committee possesses the power to

establish policies for the Corporation.

- 2.15 **Meetings.** The Executive Committee meetings will take place when initiated by the President or upon the request of at least half of its members. A minimum notice of two days is required for these meetings, specifying the date, time, location, and agenda, unless all members of the Executive Committee agree to waive such notice.
- 2.16 **Special Meetings.** During urgent situations, the Executive Committee has the option to convene special meetings with a four-hour notice. These special meetings can be held via telephone conference calls or any other comparable technology that allows every member of the Executive Committee to communicate with all other participants. However, conducting a meeting in this manner requires the unanimous agreement of all Executive Committee members.
- 2.17 **Quorum and Voting.** For the Executive Committee to conduct business, a quorum will require the presence of a majority of the Committee members at all meetings. Decisions on all matters will be made based on the majority of votes cast.
- 2.18 **Ratification.** All decisions made by the Executive Committee must be ratified by the Board at the subsequent Directors' meeting. Should any decision not receive ratification, it will be deemed null and void.

Nomination Committee

- 2.19 The Board is tasked with establishing a Nomination Committee, led by a Director, and comprising at least two other individuals, including one non-Board Member and one Board Member. This committee is responsible for gathering Member nominations for Board Director positions and ensuring nominated candidate details are forwarded to the Executive Director in time for member notification, adhering to by-law stipulations. The submission to the Executive Director must occur no later than 50 days before the annual meeting. Committee members cannot be election candidates.

Remuneration of Directors

- 2.20 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act; and
- c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

2.21 Remuneration of Directors for Non-Directorial Services

- a) **Eligibility for Remuneration:** Directors of the Corporation may be eligible for remuneration for services rendered to the Corporation in a capacity other than their role as directors, provided such services are conducted at arm's length.
- b) **Disclosure and Transparency:** The corporation must fully disclose any payments made to directors for services not related to their directorial roles in all relevant disclosures as required by law or company policy.
- c) **Compliance with Laws and Regulations:** All arrangements for the remuneration of directors for services provided in a non-directorial capacity shall comply with applicable laws and regulations to ensure that all transactions are fair, reasonable, and in the best interests of the Corporation.

Section 3 – Board Meetings

Calling of Meetings

- 3.1 Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law.

Regular Meetings

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

Notice

- 3.3 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

Chair

- 3.4 The Chair shall preside at Board meetings. In the absence of the Chair, the President shall preside at Board meetings. In the absence of the Chair or President, the Vice-President shall preside at Board meetings. In the absence of the Chair, President, and Vice-President, the Director shall choose one of their number to act as the Chair.

Voting

- 3.5 Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.
- 3.6 A director who was not present at a meeting at which a resolution was passed, or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director,
- a) causes his or her dissent to be placed with the minutes of the meeting; or
 - b) submits his or her dissent to the corporation.
- 3.7 The corporation shall keep a copy of every resolution with the minutes of the meetings of the directors or of a committee of directors.

Participation by Telephone or Other Communications Facilities

- 3.8 If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 – Financial

Banking

- 4.1 The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 4.2 Without needing the Members' approval, the Board of Directors have the power to:
- a) borrow funds using the Corporation's credit;
 - b) deal with the Corporation's debt obligations, including issuing and securing them;
 - c) endorse guarantees on the Corporation's behalf; and
 - d) use the Corporation's assets as collateral to secure its debts, including those assets acquired in the future.

Financial Year

- 4.3 The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Auditor

- 4.4 The Board of Directors shall place before the annual meeting of the Corporation financial statements for the last completed financial year prepared in accordance with generally accepted accounting principles.
- 4.5 At the annual meeting of the Corporation, an auditor shall be appointed to hold office until the close of the next annual meeting, at a remuneration to be fixed by the Board of Directors. The auditor shall not be a Member of the Board of Directors.

Section 5 – Officers

Officers

- 5.1 Officer appointments will occur at the Board's first meeting following the annual general meeting or at a subsequent time that suits the Board. Officers are appointed for a two-year term or until the balance of their term, whichever comes first. If an officer has one year remaining in their term, their position will not be up for appointment until the next annual general meeting.
- 5.2 The Board shall appoint from among the Directors at its first meeting following the annual meeting of the Corporation:
- a) a Chair; and
 - b) a President; and
 - c) a Treasurer who does not need to be a Director, so long as they are a Member in good standing of the Corporation; and
 - d) A Secretary.
 - e) The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- 5.3 The Board will appoint a Vice-President from among its Directors. Should the President be unable to perform their duties due to illness, absence, or any other reason, or in case the presidency is vacated due to death, resignation, or disqualification, the Vice-President will assume all presidential powers and responsibilities. This arrangement will last until the President can resume their duties or, if that's not feasible, until the subsequent Annual Meeting.
- 5.4 All Officers shall continue in office until the earlier of:
- a) their resignation;
 - b) the election or appointment of their successor;
 - c) they cease to be a Director or a Member; and
 - d) the meeting at which the Board of Directors annually elects or appoints the Officers.

Office Held at Board's Discretion

- 5.5 Any Officer shall cease to hold office upon resolution of the Board.

Duties

- 5.6 Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all such duties.

Duties of the Chair

- 5.7 The Chair shall perform the duties described in sections 3.4 and 9.10 and such other duties as may be required by law or as the Board may determine from time to time.

Duties of the President

- 5.8 The President shall perform the duties described below and such other duties as may be required by law or as the Board may determine from time to time.
- a) **Role Statement.** The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.
 - b) **Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
 - c) **Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the

Board.

- d) **Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process. By resolution by the Board, the appraisal may be delegated to the Human Resources (HR) Committee, if established.
- e) **Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- f) **Representation.** Serve as the Board's primary contact with the public.
- g) **Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.
- h) **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- i) **Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- j) **Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board.
- k) **Committee Membership.** Serve as Member on all Board committees.

Duties of the Treasurer

5.9 The treasurer shall perform the duties described below and such other duties as may be required by law or as the Board may determine from time to time.

- a) **Role Statement.** The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.
- b) **Custody of Funds.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities

and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

- c) **Board Conduct.** Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- d) **Mentorship.** Serve as a mentor to other Directors.
- e) **Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Duties of the Secretary

5.10 The Secretary shall perform the duties described below and such other duties as may be required by law or as the Board may determine from time to time.

- a) **Role Statement.** The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.
- b) **Board Conduct.** Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- c) **Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

- d) **Meetings.** Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Executive Director

- 5.11 The Board may appoint an Executive Director who will be compensated and may be granted extensive authority to oversee the Corporation's operations, except for tasks designated to the Officers, Board, or Members. This role includes hiring or firing personnel and adheres to directives from the Board, providing them with necessary information about the Corporation's affairs. The Executive Director may also receive the same indemnity protections as Board Directors.

Section 6 – Protection of Directors and Others

Protection of Directors and Officers

- 6.1 No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - a) complied with the Act and the Corporation's articles and By-laws; and
 - b) exercised their powers and discharged their duties in accordance with the Act.

Indemnities to Directors

- 6.2 Directors and the Executive Director, along with their legal successors, can be indemnified by the Corporation's funds, with Board approval, against all costs and expenses related to their official duties, except for those arising from willful neglect or default. This indemnification extends to legal actions against them and

other related costs, unless caused by their own misconduct. Additionally, the Corporation may offer further indemnification as allowed or required by law, without limiting individuals' rights to seek indemnity under legal provisions beyond this by-law.

- 6.3 The Corporation is authorized to procure and maintain insurance for the benefit of its current and former directors and officers, including individuals serving in similar capacities for other entities at the Institute's behest. This insurance is meant to cover liabilities incurred in their official roles within the Institute or when serving another entity at the Corporation's request.

Section 7 – Conflict of Interest

Conflict of Interest

- 7.1 A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or a proposed 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 or vote on any resolution to approve any such contract or transaction.
- 7.2 If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

Section 8 – Members

Members

- 8.1 Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.
- 8.2 Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person so participating in a meeting is deemed for

the purposes of this Act to be present at the meeting.

- 8.3 **Resignation.** Members may resign by resignation in writing. In the 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 receipt of notice of resignation by the Corporation.
- 8.4 **Termination of Members.** The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when their period of membership expires or when they cease to be a Member by resignation or otherwise in accordance with the By-laws, but the Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any Member of the Corporation.

Disciplinary Act or Termination of Membership for Cause

- 8.5 Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- 8.6 The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 – Members' Meetings

Annual Meeting

- 9.1 The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

- 9.2 The Directors shall call an annual meeting of the members not later than 15 months after holding the preceding annual meeting.
- 9.3 The business transacted at the annual meeting shall include:
- a) receipt of the agenda;
 - b) receipt of the minutes of the previous annual and subsequent special meetings;
 - c) consideration of the financial statements;
 - d) report of the auditor or person who has been appointed to conduct a review engagement;
 - e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f) election of Directors; and
 - g) such other or special business as may be set out in the notice of meeting.
- 9.4 No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Special Meetings

- 9.5 The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

Notice

- 9.6 Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.
- 9.7 Anyone eligible for a meeting can choose to forego the notification requirement in any way, and showing up at the meeting will be seen as such a waiver, unless

attending solely to challenge the meeting's validity on the basis that it wasn't properly convened.

- 9.8 An unintentional failure to send out a notice for any annual, general, or special meeting, any mistake in the notice, or any Member or the auditor not receiving notice, does not affect the validity of decisions or actions taken at that meeting.

Quorum

- 9.9 A quorum for the transaction of business at a Members' meeting is a majority of the Members present being not less than forty (40) in number and entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

- 9.10 The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

Voting of Members

- 9.11 Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
- a) each Member shall be entitled to one vote at any meeting;
 - b) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
 - c) other means of voting such as mailed-in ballot, telephone or electronic means may be employed by the Board;
 - d) an abstention shall not be considered a vote cast;
 - e) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;

- f) if there is a tie vote, the Chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- h) Members can vote in person, by proxy, or, if the member is an organization, through an individual designated by that organization's board or governing body. Each member or proxy present has one vote, and this also applies to organizational representatives. During a poll, every entitled member present, their proxies, or organizational representatives, has one vote per member they represent, in line with the Corporation's charter or amendments.
- i) A proxy must be a member of the organization. The Board has the authority to set rules for proxies to be submitted in different ways, including electronically, ahead of a meeting. These regulations ensure that votes cast by such proxies are treated as if the proxies were physically present. The meeting Chair can accept electronic or written proof of a person's authority to vote on behalf of a member, even without a physical proxy, and these votes are considered valid.

Adjournments

- 9.12 The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Persons Entitled to be Present

- 9.13 The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

Services

- 10.1 Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Computation of Time

- 10.2 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Error or Omission in Giving Notice

- 10.3 No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

Amendments to By-laws


- 11.1 The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members.
- 11.2 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.

Enacted on the 13th day of June, 2024.



President



Secretary

Enacted

January 14, 1998

Amended:

March 30, 1999

May 28, 2001

May 27, 2004

May 26, 2006

June 1, 2010

June 16, 2011

June 22, 2012

June 4, 2020

June 3, 2021

Replaced

April 30, 2024 – Accepted by BoD

June 13, 2024 – Accepted by the Membership

Amended:

Nov 26, 2024 – Accepted by BoD

June 12, 2025 – Accepted by the Membership