

ONTARIO CEREBRAL PALSY SPORTS ASSOCIATION

BYLAWS

The mission of the Corporation is:

The Ontario Cerebral Palsy Sports Association (OCPSA) believes in the value of sport and that sport builds success in all aspects of life. Through high performance, competitive and recreational sporting opportunities, OCPSA empowers children and adults within the cerebral palsy family to achieve wellness, personal growth and individual excellence. To that end, OCPSA recruits, develops and supports athletes, coaches and volunteers; increases public awareness; and facilitates equal opportunity in sport.

The vision of the Corporation is:

Our vision is a future where athletes with disabilities are an integral part of the sporting realm...and where people of all abilities are engaged in sport and physical activity for life.

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Ontario Cerebral Palsy Sports Association, a Corporation incorporated under the Ontario Corporations Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – Ontario Cerebral Palsy Sports Association.
- e) *Days* – will mean days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board of Directors pursuant to these Bylaws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast at a meeting of the Board, or a meeting of Members.
- i) *Registered Address* – the most recent address, including e-mail address, of record in the register of Members.
- j) *Special Resolution* – a resolution passed by two-thirds of the votes cast at a meeting of Members.

1.3 Head Office – The head office of the Corporation will be located at all times within the Province of Ontario.

1.4 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 objects.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Constitution of the Corporation.

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

1.7 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has one category of membership:

- a) Regular Member

Qualifications for Membership

2.2 Regular Member – A Regular Member will be defined as follows:

- a) Any individual who has been diagnosed with non-progressive brain damage with motor control dysfunction such as cerebral palsy, traumatic brain injury, stroke or meets the definition of eligibility as defined by the Cerebral Palsy International Sport and Recreation Association involved in boccia, or athletics, and whose application for admission has been approved by the Board of Directors or by any committee or individual delegated this authority by the Board.
- b) Any individual who is a volunteer, registered with the Corporation, whose application for admission has been approved by the Board of Directors or by any committee or individual delegated this authority by the Board.

Admission of Members

- 2.3 Admission of Members – No individual will be admitted as a Member of the Corporation unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member has met the applicable definition listed in Section 2.2; and
 - c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - d) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
 - e) If 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; and
 - f) The candidate member has paid dues as prescribed by the Board.

Membership Dues

2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be April 1st to March 31st.

2.5 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.6 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.7 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues 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 Corporation.

Transfer, Suspension, Withdrawal and Termination of Membership

2.8 Transfer – Membership in the Corporation is non-transferable.

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

2.10 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by a panel in accordance with the Corporation's applicable discipline policies;
- f) The Member's death; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

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

2.14 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

- 2.15 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 membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
 - 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.
 - f) Has paid all required membership dues and monies to the Corporation.
- 2.16 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 and, where the Member is a Director, at meetings of Directors, 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 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.
- 3.3 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more 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 twenty-one (21) days from the date of the deposit of the requisition.
- 3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.
- 3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.8 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order
 - b) Establishment of Quorum/Roll Call
 - c) Appointment of Scrutineers
 - d) Approval of the Agenda
 - e) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Report of Auditors

- i) Appointment of Auditors
- j) Establish Membership Dues
- k) Election of new Directors
- l) Other business as specified in the meeting notice
- m) Adjournment

3.9 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.10 Quorum – Four (4) of the voting Members present or by proxy will constitute a quorum. 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.

3.11 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.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, 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 or with the majority consent of the Members present.

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

Voting at Meetings of Members

3.14 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) Regular Members eighteen (18) years of age and older may attend and participate in meetings and are entitled to one (1) vote.
- b) Regular Members under the age of eighteen (18) may attend and participate in meetings but are not entitled to vote. One parent/guardian, on behalf of a Regular Member under the age of eighteen (18), may attend and participate in meetings and is entitled to one (1) vote.

3.15 One Vote – Voting members will only be entitled to a maximum of one (1) vote excluding proxies.

3.16 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.17 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members

3.18 Maximum Number of Proxies – No proxy holder may hold more than one (1) proxy. If the proxy holder is a voting member, will hold no more than a total of two (2) votes.

3.19 Mail in Votes – Voting members may vote by mail-in if:

- a) The voting member requests in writing to the head office of the Corporation for a mail-in ballot twenty-one (21) days prior to the meeting; and
- b) Submits the mail-in ballot to the head office of the Corporation in a post marked envelope date stamped seven (7) days prior to the meeting.

3.20 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 Member.

3.21 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

3.22 Majority of Votes – Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue will be defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eight (8) Directors.

4.2 Eligibility – Any individual who is twenty-one (21) years of age or older, who has the power under law to contract, who is a member of the Corporation in good standing may be elected as a Director.

4.3 Eligibility of President – Any individual who is twenty-one (21) years of age or older, who has the power under law to contract and is currently a Board of Director of the Corporation in good standing for at least two (2) years may be nominated for election as the President.

4.4 Eligibility of Treasurer – Any individual who is twenty-one (21) years of age or older, who has the power under law to contract and is currently a Board of Director of the Corporation in good standing for at least two (2) years may be nominated for election as the Treasurer.

4.5 Composition of the Board – The Board of Directors of the Corporation will consist of the following:

- a) President/Chair
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Director of Boccia
- f) Director of Athletics
- g) Director at Large
- h) Immediate Past President

Election of Directors

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

- a) Be signed by two (2) nominators, who will be any two Members in good standing;
- b) Include the written consent of the nominee by signed signature; and
- c) Be submitted to the Head Office of the Corporation thirty-five (35) days prior to the Annual Meeting.

4.7 Nominations from the Floor – An individual may be nominated from the floor of the meeting of Members in accordance with the Act.

4.8 Circulation of Nominations – Valid nominations for election will be circulated to voting Members in the Annual Meeting notice.

4.9 Election – The election of Directors will take place as follows:

- a) The President/Chair, Secretary and Director at Large will be elected by the membership at the Annual Meeting alternative to those elected in subsection b).
- b) The Vice-President, Treasurer, Director of Boccia and Director of Athletics will be elected by the membership at the Annual Meeting alternate to those elected in subsection a).

4.10 Election – The election of Directors will take place bi-annually at the Annual Meeting.

4.11 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes and Ordinary Resolution. 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 nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.12 Terms – Elected Directors will serve terms of four years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Elected Directors will be eligible for re-election as Directors.

Immediate Past President

4.13 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.14 Term of Immediate Past President – The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

4.15 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.12, the position of Immediate Past President will remain vacant.

Powers of the Board

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

4.17 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these Bylaws.

4.18 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.19 Dispute Resolution – The Board may 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.

4.20 Employment of Persons – The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

4.21 Borrowing Powers – The board may borrow money upon the credit of the Corporation as it deems necessary.

Resignation and Removal of Directors

4.22 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 notice is received by the Secretary or at the time specified in the notice, whichever is later. Where 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.

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

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- c) Upon the Director's death.
- d) The Director resigns;
- e) The Director is found to be incapable of managing property by a court or under Ontario law;

4.24 Removal – A Director may be removed by Ordinary Resolution of the voting Members present at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

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

Meetings of the Board

4.26 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or upon the request of any three (3) Board of Directors.

4.27 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

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

4.29 Quorum – At any meeting of the Board of Directors, quorum will consist of two-fifths (2/5) of Directors holding office.

4.30 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed Ordinary Resolution.

4.31 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

4.32 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

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

4.34 Meetings by Telephone – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. 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.

Duties of Directors

4.35 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE V: OFFICERS AND COMMITTEES

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

5.2 Duties - The duties of Officers are as follows:

- a) The President will:
 - i. Be responsible for the general supervision of the affairs and operations of the Corporation,
 - ii. Preside at the Annual and Special Meetings of the Corporation and at meetings of the Board,
 - iii. Present a written report on the Corporation's activities and yearend review at the Annual Meeting;
 - iv. Be the official designated spokesperson of the Corporation, or designate and alternate; and
 - v. Perform such other duties as may from time to time be established by the Board.
- b) The Vice President will:
 - i. Support and assist the President in all duties,
 - ii. Perform all duties of the President in his/her absence,
 - iii. Assume the position of President upon the position becoming vacant for the remainder of the term;
 - iv. Present a written report on the Corporation's activities and yearend review at the Annual Meeting;
 - v. Chair the discipline and appeals committee, and
 - vi. Perform such other duties as may from time to time be established by the Board;
- c) The Treasurer will:
 - i. Keep proper accounting records as required by the *Act*;
 - ii. Cause to be deposited all monies received by the Corporation in the Corporation's bank account;
 - iii. Supervise the management and the disbursement of funds of the Corporation;
 - iv. Provide the Board with an account of financial transactions and the financial position of the Corporation;
 - v. Be responsible for the care, custody and procurement of all funds and investments;
 - vi. Prepare annual budgets and the financial statement for the Board of Directors and the Annual Meeting; and

vii. Perform such other duties as may from time to time be established by the Board;

d) The Secretary will:

- i. Attend all meetings of the Corporation,
- ii. Record and disseminate the minutes of all meetings of Members, Board of Directors and Committees of the Corporation;
- iii. Ensure that all official documents, membership list and records of the Corporation are properly kept,
- iv. Process all correspondences related to the operations of the Corporation,
- v. Send all notices, agendas and nominations form, as applicable, in relation to all meetings of Member and Board of Directors of the Corporation,
- vi. Retain original membership applications and distribute membership cards,
- vii. Maintain an updated membership list, and
- viii. Perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, 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 (if applicable) will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, 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.

Standing and Other Committees

5.6 Standing Committees – The following committees will be Standing Committees of the Corporation:

- a) Athletics Committee
- b) Boccia Committee
- c) Nominating Committee

5.7 Chair of Athletics and Boccia Committee – The Director of Boccia will be the chair of the Boccia Committee and the Director of Athletics will be the chair of the Athletics Committee.

5.8 Chair – The chair of any committee will be a Director of the Board.

5.9 Appointment of 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, the Constitution or these Bylaws.

5.10 Quorum – A quorum for any committee will be the majority of its voting members.

5.11 Committee Chairs – Except as described herein, the Chair of every committee will be appointed by the Board of Directors and must be a Director of the Corporation.

5.12 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.

5.13 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.

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

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

5.16 Removal – The Board may remove any member of any Committee.

Remuneration

5.17 No Remuneration – All Directors, Officers and members of Committees, excluding the Executive Director, will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.18 Conflict of Interest – 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 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 VI FINANCE AND MANAGEMENT

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

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

6.3 Auditors – At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

6.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a. The financial statements;
- b. The auditor's report; and
- c. Any further information respecting the financial position of the Corporation.

6.5 Books and Records – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

6.6 Signing Authority – All written agreements and financial transactions entered into in the name of the Corporation will require two signatures of the Officers, one of which will be the President. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

6.7 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.

6.8 Borrowing – The Corporation may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting – These Bylaws may only be amended, revised, repealed or added to:
a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 7.2 Effective Date – Bylaws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE VIII NOTICE

- 8.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered 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.
- 8.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where 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 days after the date the mail is post-marked
- 8.3 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 IX DISSOLUTION


- 9.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more charitable organization with similar objectives as the Corporation as determined by the Board of Directors which carry on their work solely in Ontario.

ARTICLE X INDEMNIFICATION

- 10.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

- 11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Corporation at a meeting of the Board duly called and held on April 13, 2016.
- 11.2 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on June 5, 2016.
- 11.3 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.



President



Secretary