

## BY-LAW NUMBER 1

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

**ABLESAIL NETWORK OF CANADA / RESEAUVOILE ADAPTEE DU CANADA**

**BE IT ENACTED** as a by-law of **ABLESAIL NETWORK OF CANADA / RESEAUVOILE ADAPTEE DU CANADA** as follows:

### ARTICLE 1 DEFINITIONS

**1.1 Definitions** - In this by-law and in all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

- (a) **“Annual Meeting”** means an Annual Meeting of the Members of the nature described in Section 4.1;
- (b) **“Annual Financial Statements”** mean the comparative financial statements of the Corporation, as prescribed by the CNCA, the report of the Public Accountant and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles, the By-laws or any unanimous member agreement;
- (c) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **“Board”** means the board of directors of the Corporation;
- (e) **“Board Member”** means a director of the Corporation;
- (f) **“By-laws”** mean this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (g) **“Chair”** means the chair of the Board, appointed in accordance with Section 7.1 and with the duties described in Section 7.2(a);
- (h) **“CNCA”** means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant to the CNCA, and any statute or regulations that may be substituted, as amended from time to time;
- (i) **“Committee”** means a committee or, where the context permits, a subcommittee of the Board;
- (j) **“Corporation”** means the **“ABLESAIL NETWORK OF CANADA / RESEAUVOILE ADAPTEE DU CANADA”**, a corporation incorporated as a corporation without share capital under the CNCA;

- (k) **“Declared Incapable”** in reference to a person means:
  - (i) that a court of competent jurisdiction has declared that person to be incapable of managing property and has therefore appointed a committee, tutor, guardian or other custodian to manage the property of such person; or
  - (ii) that the Corporation has obtained a letter from a physician licensed to practice medicine in one or more of the provinces of Canada declaring the person to be incapable of managing property;
- (l) **“Members”** means those organizations referred to in Section 3.1, and **“Member”** shall have a corresponding meaning;
- (m) **“Meeting of Members”** means a meeting of Members and includes an Annual Meeting of Members or a Special Meeting of Members;
- (n) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (o) **“Executive Director”** means the chief executive officer of the Corporation, appointed in accordance with Section 7.1 and with the duties described in Section 7.2(c).
- (p) **“Public Accountant”** means the person from time to time appointed pursuant to Section 12.1;
- (q) **“Secretary”** means the secretary of the Corporation, appointed in accordance with Section 7.1 and with the duties described in Section 7.2(d);
- (r) **“Special Meeting of Members”** means a meeting of the members other than an Annual Meeting;
- (s) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (t) **“Treasurer”** means the treasurer of the Corporation, appointed in accordance with Section 7.1 and with the duties described in Section 7.2(e); and
- (u) **“Vice-Chair”** means the vice-chair of the Corporation, appointed in accordance with Section 7.1 and with the duties described in Section 7.2(b).

**1.2 Interpretation** - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

## **ARTICLE 2 GENERAL**

- 2.1 Head Office** - Until changed in accordance with the CNCA, the head office of the Corporation shall be in the City of Kingston, in the Province of Ontario.
- 2.2 Financial Year** – Unless otherwise approved by the Board, the financial year of the Corporation shall end on the March 31 in each year.
- 2.3 Books and Records** - The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 3 MEMBERS**

- 3.1 Membership** – There shall be one class of Members of the Corporation. Membership in the Corporation shall be available only to not-for-profit organizations interested in promoting and administering the Corporation’s purposes and which have applied for and been accepted into membership of the Corporation by resolution of the Board or in such other manner as may be determined by the Board or by the By-Laws. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members.
- 3.2 Withdrawal by Member** – Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing, which shall be effective at the time it is delivered to the Corporation or at the time specified in the resignation, whichever is later. In the case of the withdrawal of a Member, a Member shall remain liable for payment of any dues or fees which became payable by such Member to the Corporation prior to the acceptance of such Member’s resignation.
- 3.3 Suspension or Expulsion of Member** – Any Member may be suspended or expelled at any time upon the Board passing a resolution by a majority of the Board Members present and voting at the meeting of the Board authorizing the suspension or expulsion of such Member, or by written resolution signed by all of the Board Members entitled to vote on that resolution at the meeting of the Board, for any reason which is deemed by the Board to be sufficient in the interest of the Corporation, including but not limited to the following:
- (a) violating any provisions of the Articles, By-Laws, or any policies or practices of the Corporation in effect from time to time;
  - (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
  - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

**3.4 Termination of Membership** – Membership in the Corporation shall lapse and terminate upon the earliest to occur of any one of the following events:

- (a) a Member becoming bankrupt or making an assignment into bankruptcy or making a proposal or an arrangement with its creditors;
- (b) a Member being dissolved;
- (c) a Member ceasing to meet the qualifications of membership as set out in Section 3.1;
- (d) the withdrawal or resignation of a Member in accordance with Section 3.2; or
- (e) expulsion of a Member in accordance with Section 3.3.

**3.5 Dues** –Dues or fees payable by the Members shall from time to time be fixed by resolution of the Board.

**3.6 Membership Transferability** - Membership in the Corporation cannot be transferred.

#### **ARTICLE 4 MEMBERS' MEETINGS**

**4.1 Annual Meetings of Members** – An Annual Meeting shall be held not later than eighteen (18) months after the incorporation of the Corporation and thereafter, not later than fifteen (15) months after holding the preceding Annual Meeting but no later than six (6) months after the end of the Corporation's preceding financial year. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements shall be presented to the Members;
- (b) a Board shall be elected; and
- (c) a Public Accountant shall be appointed for the ensuing year.

If the Corporation is a soliciting corporation, a copy of the Annual Financial Statements shall be sent to the director appointed by the responsible federal minister to exercise the powers of the director under the CNCA at least twenty-one (21) days before the date fixed for the Annual Meeting, or without delay if and after all Members have signed a resolution dealing with all matters required by the CNCA to be dealt with at the Annual Meeting.

**4.2 Place of Meetings** - An Annual Meeting shall be held at the location of that year's Mobility Cup Regatta. Any Special Meeting of the Members shall be held at a place within Canada as the Board may determine. Any Meeting of Members may be held at another place if all Members agree that the meeting is to be held at that place.

**4.3 Calling of Meetings** - The Board, the Chair, the Executive Director or the Secretary shall have power to call, at any time, any Meeting of the Members. In addition,

the Board shall call a Special Meeting of Members on written requisition of Members who hold 5% of the votes.

**4.4 Notice of Members' Meetings** - Written notice of the time and place of all Meetings of Members shall be given to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members and to each Board Member, and to the Public Accountant. The statutory declaration of the Secretary, the Chair or of any other person authorized to give notice of a Meeting of Members that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

Any Member entitled to such notice may waive such notice in writing either before, at or after the Meeting of Members to which the notice relates.

Notice of a Special Meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the Meeting of Members.

For the purpose of this Section, notice shall be given as follows:

- (a) by mail, courier or personal delivery to each Member entitled to notice, during a period of 21 to 60 days before the day on which the Meeting of Members is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to notice, during a period of 21 to 35 days before the day on which the Meeting of Members is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be given by mail, courier or personal delivery.

**4.5 Error or Omission in Notice** - No error or omission in giving notice of any Meeting of Members or any adjourned Meeting of Members shall invalidate such Meeting of Members or make void any resolutions passed or proceedings taken thereat and any Member may at any time waive notice of any such Meeting of Members and may ratify, approve and confirm any or all proceedings taken or had thereat.

**4.6 Chairing Meetings** - The Chair or, if the Chair is unable for any reason, the Vice-Chair or, if the Vice-Chair is unable for any reason, the Secretary shall chair Meetings of Members or, if the Secretary is unable for any reason, the Members present shall choose one of their number to be the chair of such Meeting of Members.

- 4.7 Persons Entitled to be Present** - Persons entitled to be present at Meetings of Members shall be delegates identified by each Member to exercise the Member's vote, other representatives of the Member that the Member consents to being present, Board Members and the Public Accountant and any others who are entitled or required under any provision of the CNCA or the Articles or By-laws to be present at the meeting.
- 4.8 Adjournments** - Any Meeting of Members may be adjourned to any time and from time to time by Ordinary Resolution or as required by the CNCA and such business may be transacted at such adjourned Meeting of Members as might have been transacted at the original Meeting of Members from which such adjournment took place. If a Meeting of Members is adjourned for less than thirty one (31) days, no notice shall be required of any such adjournment. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of days that is more than thirty (30) days, notice of the adjournment shall be given to the Members, the Board Members and the Public Accountant in the manner referred to in Section 4.4. Such adjournment may be made notwithstanding that no quorum is present.
- 4.9 Quorum** – A majority of Members present, in person or by proxy and eligible to vote shall constitute a quorum at any Meeting of Members. No business shall be transacted at any Meeting of Members unless a quorum is present at the commencement of and throughout the Meeting of Members.
- 4.10 Voting** – At Meetings of Members, Members shall be entitled to the number of votes as follows: (a) 0-20 members – 1 vote (b) 20-50 members – 2 votes (d) 50 or more members – 3 votes The number of members of a Member shall be established and certified by the Treasurer based on the annual dues paid by the Member.
- 4.11 Votes to Govern** - At any Meeting of Members, every question shall, unless otherwise required by the CNCA, the Articles or By-laws or otherwise by law, be determined by the majority of the votes of Members duly cast on the question.
- 4.12 Voting By Show of Hands** – Every question at a Meeting of Members shall be decided by a show of hands unless:
- (a) prior to a show of hands, a Member present and entitled to vote demands a vote on the matter by secret ballot, in which case the chair of the Meeting of Members shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of Members upon the said question; or
  - (b) immediately after a show of hands and, in any event, no later than the adjournment *sine die* of the Meeting of Members, a secret ballot is required or demanded by the chair of the Meeting of Members or any Member present and entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.

Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a secret ballot thereon is so required or demanded), a declaration by the chair of the Meeting of Members that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of Members upon the said question.

**4.13 Secret Ballots** – If a secret ballot is required or demanded, the secret ballot shall be taken in such manner as the chair of the Meeting of Members shall direct. A demand for a secret ballot may be withdrawn at any time prior to the taking of the secret ballot. The result of the secret ballot shall be the decision of Members upon the said question.

**4.14 Proxy Voting** – Subject to compliance with the CNCA, in addition to voting in person in accordance with Sections 4.12 and 4.13, every Member may vote by proxy. At any Meeting of Members, a proxyholder, who need not be a Member, duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting rights that the Member appointing him or her would be entitled to exercise if present at the meeting. A proxy shall be in writing and executed by the appointing Member. A proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

**4.15 Casting Vote** – In the case of an equality of votes at any Meeting of Members, either upon a show of hands or on a ballot or on the results of telephonic or electronic voting, the chair of such Meeting of Members shall have a second or casting vote.

**4.16 Resolutions in Writing** – Subject to the provisions of the CNCA, a resolution in writing signed by all Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-Law relating to Meetings of Members.

## **ARTICLE 5 DIRECTORS**

**5.1 Authority and Responsibility** – Subject to the CNCA and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

**5.2 Duties of the Board Members**

(a) Every Board Member in exercising his or her powers and discharging his or her duties shall:

(i) act honestly and in good faith with a view to the best interest of the Corporation; and

- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Every Board Member shall comply with:
  - (i) the CNCA and the regulations thereto; and
  - (ii) the Articles and the By-Laws.
- (c) Every Board Member shall verify the lawfulness of the Articles and the purpose of the Corporation.

**5.3 Number of Board Members** – The number of Board Members shall be ten (10) provided that the Members may, subject to the minimum and maximum number of directors provided for in the Articles, from time to time by Ordinary Resolution, fix the number of Board Members and the number of Board Members to be elected at Annual Meetings or delegate those powers to the Board Members. No decrease in the number of Board Members shall shorten the term of an incumbent Board Member.

**5.4 Qualifications** – The following persons are disqualified from being a Board Member:

- (a) a person who is less than eighteen (18) years of age;
- (b) a person who has been Declared Incapable;
- (c) a person who is not an individual; and
- (d) a person who has the status of bankrupt.

**5.5 Election and Term** - Subject to the CNCA and the Articles, the unexpired terms of incumbent Board Members at the effective date of the Corporation's continuance to the CNCA shall not be affected by such continuance. After the Corporation's continuance, the Board Members shall continue to have staggered terms such that, at each successive Annual Meeting the terms of one third of the Board Members expires. Accordingly, subject to Section 5.3, the Members shall elect (or re-elect) at each succeeding Annual Meeting the number of Board Members equal to the number of Board Members whose term has expired. Each Board Member shall be elected to hold office until the third Annual Meeting after such Board Member is elected, at which time, each such Board Member shall retire as a Board Member, but, if qualified, shall be eligible for re-election. To the extent necessary to maintain staggered terms as a result of an increase or decrease in the number of Board Members, the Members may, by ordinary resolution set the initial term of any Board Member to be elected at one or two years.

**5.6 Resignation** – The Board Member who wishes to resign from the Board prior to expiry of his or her term of office shall give written notice to the Chair of his or her intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no such date is so specified, from the date of receipt of such resignation by the Chair.



- 5.7 Removal** – The Members may, by Ordinary Resolution passed at a Special Meeting of Members of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Board Member before the expiration of such Board Member’s term of office and may, by a majority of votes cast at that Special Meeting of Members, elect any qualified person in the place of such Board Member for the remainder of the term of such Board Member.
- 5.8 Vacation of Office** – The office of a Board Member shall automatically be vacated when such Board Member dies, resigns in accordance with Section 5.6, is removed from office in accordance with Section 5.7 or becomes disqualified from being a Board Member under Section 5.4.
- 5.9 Vacancies** – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual, who satisfies Article 5.4 to fill the vacancy until the next annual general meeting.
- 5.10 Committees** – The Board may from time to time constitute such committee or committees as it deems necessary, and subject to the CNCA, for such purposes and with such powers as may be prescribed by the Board, whose members shall serve at the pleasure of the Board. Each such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. The Board may fix any remuneration to be paid, if any, to members of any committee, except that no member of any committee who is also a Board Member shall be entitled to receive remuneration for acting as such. Any member of any such committee shall be removable from such committee at any time at the discretion of the Board. Except for the audit committee, which, if established, shall be composed of not less than three (3) Board Members, a majority of whom are not officers or employees of the Corporation, or any of its affiliates, the membership on such committees shall not be restricted to persons who are Board Members.
- 5.11 Disbanding** - The Board shall have the power to disband any committee which it creates.
- 5.12 Remuneration of Board Members** - The Board Members shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties.

## **ARTICLE 6 DIRECTORS’ MEETINGS**

- 6.1 Place of Meetings** - Except as otherwise required herein or by law, the Board may hold its meetings either at the head office of the Corporation or at any place within or outside Canada as it may from time to time determine.
- 6.2 Calling of Meetings** - Board meetings may be formally called by the Chair, the Vice-Chair, the Secretary or by any two Board Members.

- 6.3 Number of Meetings** - There shall be a minimum of one (1) meeting per year of the Board or such greater number of meetings as is determined, from time to time, by the Board.
- 6.4 Notice of Board Meetings** - Notice of meetings of the Board shall be given by pre-paid delivery, telephone, fax, email or other means of recorded electronic communication to each Board Member not less than two (2) days before the meeting is to take place or shall be mailed to each Board Member not less than ten (10) days before the meeting is to take place. The Chair, the Vice-Chair or the Secretary may call a meeting on less notice by such means as are deemed appropriate, provided that a majority of the Board Members consent to the holding of such a meeting. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of meeting of Board Members shall specify any matter referred to in the CNCA that is to be dealt with at the meeting. The statutory declaration of the Secretary or the Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 6.5 Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Board Member forthwith after being passed, but no other notice shall be required for any such regular meeting except if the CNCA requires the purpose thereof or the business to be transacted to be specified in the notice. A meeting of the Board may also be held, without notice, immediately following each Annual Meeting.
- 6.6 Meetings without Notice** – A meeting of the Board may be held at any time and place without notice if all Board Members who are present or if those who are not present, either before or after the meeting, waive notice thereof, and the attendance of a Board Member at a meeting of Board Members is a waiver of notice of the meeting, except if the Board Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, and at such meeting any business may be transacted which the Corporation, at a meeting of Board Members, may transact, provided that a quorum of the Board is present.
- 6.7 Adjourned Meetings** – Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 6.8 Error or Omission in Notice, Board** - No error or omission in giving notice of a meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat and any Board Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

- 6.9 Meetings by Communication Facility** - If all of the Board Members present at or participating in the meeting consent, a meeting of the Board may be held by telephonic, electronic or other communication facilities which permit all participants to communicate adequately with each other during such meeting of Board Members and a Board Member participating in the meeting by those means is deemed for the purposes of the CNCA to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Board Member holds office.
- 6.10 Chairing Meetings** - The Chair or, if the Chair is unable for any reason, the Vice-Chair or, if the Vice-Chair is unable for any reason, any one Board Member chosen by the Board Members present and entitled to vote, shall be the chair of meetings of the Board.
- 6.11 Quorum** - The powers of the Board Members may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of a majority of the number of Board Members in office from time to time shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Where there is a vacancy on the Board, the remaining Board Members may exercise all the powers of the Board so long as a quorum is present at the meeting.
- 6.12 Voting** - Subject to the CNCA, the Articles and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Board Member is entitled to exercise one vote. Whenever a vote by show of hands or by communications facility contemplated in Section 6.9 shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.
- 6.13 Casting Vote** – In the case of an equality of votes at any Board meeting, the chair of the meeting shall have a second or casting vote.
- 6.14 Resolutions in Writing** – Subject to the provisions of the CNCA, a resolution in writing signed by all of the Board Members entitled to vote on that resolution at a meeting of the Board or of a Committee is as valid as if it had been passed at a meeting of the Board or of a Committee. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-Law relating to meetings of the Board or Committees.

## **ARTICLE 7 OFFICERS**

- 7.1 Appointment** – The Board may appoint a Chair and a Vice-Chair from among the Board Members, and, from time to time, an Executive Director, a Secretary, a Treasurer and such other officers who need not be Board Members as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of such officers, and in accordance with these By-laws and subject to the

CNCA, delegate to such officers powers to manage the activities and affairs of the Corporation. Except as otherwise provided herein, an officer may but need not be a Board Member, one person may hold more than one office and more than one person may hold an office.

## 7.2 Duties of Officers

- (a) **Chair**– If appointed, the Chair shall, when present, shall preside at all meetings of the Members, the Board and of any committees constituted by the Board, sign all instruments which require his or her signature in accordance with the By-laws or otherwise, represent the Corporation at public or official functions, and have such other powers and duties as may from time to time be assigned to him or her by the Board.
- (b) **Vice-Chair** – If appointed, the Vice-Chair shall be vested with all the powers and perform all the duties of the Chair in the absence of the Chair or upon the inability or refusal of the Chair to act.
- (c) **Executive Director** – If appointed, the Executive Director shall, subject to the authority of the Board, be charged with the day-to-day management and supervision of the activities and affairs of the Corporation and such other powers and duties as specified by the Board. The Executive Director may be an employee of the Corporation and the terms and conditions of employment of the Executive Director shall be established by the Board.
- (d) **Secretary** – If appointed, the Secretary shall, attend all meetings of the Members and the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Members, Board Members and members of Committees. The Secretary shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.
- (e) **Treasurer** – If appointed, the Treasurer shall, keep proper accounting records in compliance with the CNCA and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all transactions involving the Corporation and of the financial position of the Corporation and the Treasurer shall have such other powers and duties as the Board may specify.

- (f) **Other Officers** – The powers and duties of all other officers of the Corporation appointed by the Board Members shall be such as the terms of their engagement call for or the Board Members prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

**7.3 Variations of Powers and Duties** - The Board may, from time to time, and subject to the provisions of the CNCA, vary, add to or limit the powers and duties of any officer.

**7.4 Term of Office** - The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract or in law. Otherwise, each officer appointed by the Board shall hold office until such officer's successor is appointed, or until such officer's earlier resignation.

**7.5 Agents and Attorneys** - The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

**7.6 Vacancies** – The office of an officer shall automatically be vacated upon:

- (a) such officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or at the time specified in the resignation, whichever is later;
- (b) such officer being removed by the Board;
- (c) the election or appointment of a successor to the office of that officer;
- (d) such officer ceasing to be a Board Member, where the officer is required to be a Board Member;
- (e) such officer's death; or
- (f) such officer being Declared Incapable.

If an office shall become vacant in any of the above-noted circumstances, the Board may elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office.

**7.7 Remuneration of Officers** - The officers may be paid such remuneration for their services as the Board may from time to time determine, except that no officer who is also a Board Member shall be entitled to receive remuneration for acting as such. Officers may also be entitled to be reimbursed for other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

**ARTICLE 8**  
**PROTECTION OF DIRECTORS AND OFFICERS**

**8.1**            **Limitation of Liability** – Every director and officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Board Member or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Board Member or officer or employee, or for joining in any receipt or other act 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 or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 monies, securities or effects of the Corporation shall be lodged or deposited, or for any losses occasioned by any error of judgment or oversight on such Board Member or officer’s part, 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 or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

**8.2**            **Indemnity** – Subject to the limitations contained in the CNCA, but without limiting the right of the Corporation to indemnify any individual under the CNCA or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each director or officer or former director or officer (and each such individual’s respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects), against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceedings in which the individual is involved because of that association with the Corporation or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation’s request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual’s conduct was lawful.

**8.3**            **Advance of Costs** – The Corporation may advance money to a Board Member, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Section 8.2.

**8.4 Insurance** – The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 against any liability incurred by the individual:

- (a) in the individual’s capacity as a Board Member or an officer of the Corporation;  
or
- (b) in the individual’s capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation’s request.

**8.5 Indemnities Not Limiting** – The provisions of this Article 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

## **ARTICLE 9 DECLARATION OF INTEREST**

**9.1 Declaration of Interest** - It is the duty of each Board Member and officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare his or her interest to the Corporation to the extent and in the manner required by the CNCA. No Board Member shall vote or participate in any discussion in respect of any contract or proposed contract in which he or she is so interested and if he or she does so vote his or her vote shall not be counted, but this prohibition shall not apply to any contract or transaction which:

- (a) is for indemnity or insurance pursuant to Article 8 hereof; or
- (b) is with an affiliate, as such term is understood for the purposes of the CNCA.

**9.2 Access to Disclosures** – The Members may examine the portions of any minutes of Board meetings or of committees of the Board that contain disclosures contemplated by Section 9.1, and of any other documents that contain those disclosures, during the Corporation’s usual business hours.

**9.3 Avoidance Standards** – A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and the Board Member or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Board Member’s or officer’s interest in the contract or transaction or because the Board Member was present or was counted to determine whether a quorum existed at the Board meeting or of the Board committee that considered the contract or transaction, if

- (a) disclosure of the interest was made in accordance with Section 9.1;
- (b) the Board Members approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

- 9.4 Failure to Declare** - Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by Ordinary Resolution that a conflict of interest exists and in each such case the provisions of Section 9.1 shall apply as if the Board Member had declared the interest.

**ARTICLE 10  
EXECUTION OF DOCUMENTS, BANKING AND BORROWING**

- 10.1 Signatories** – Except for documents executed in the usual and ordinary course of the Corporation’s business, which may be signed by the Chair or the Executive Director, the following are the only persons authorized to sign any document on behalf of the Corporation, other than in the usual and ordinary course of the Corporation’s business:

- (a) any one of the Chair, Vice-Chair or the Executive Director ; or
- (b) any individual or individuals appointed by resolution of the Board to sign a specific document or that type of document or generally on behalf of the Corporation.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

- 10.2 Facsimile Signatures** - The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

- 10.3 Banking** - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada or elsewhere as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

- 10.4 Borrowing** – Subject to the limitations set out in the Articles, if any, the Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.



- 10.5 Board Delegation** – From time to time, the Board may authorize any Board Member or officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **ARTICLE 11 NOTICE**

- 11.1 Procedure for Sending Notices** – Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the CNCA, the Articles, these By-laws or otherwise to a Member, Board Member, officer or Public Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Secretary may change or cause to be changed the recorded address of any Member, Board Member, officer or Public Accountant in accordance with the information believed by him or her to be reliable.
- 11.2 Undelivered Notices** - If any notice given to a Member pursuant to Section 11.1 hereof is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.
- 11.3 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 11.4 Waiver of Notice** - Any Member, Board Member, officer or Auditor may waive any notice required to be given to such Member under any provision of the CNCA, the Articles, these By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- 11.5 Error or Omission in Notice** – The accidental omission to give any notice to any Member, Board Member, officer or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws

or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **ARTICLE 12 PUBLIC ACCOUNTANT**

**12.1 Public Accountant** – The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting and, if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Board Members may appoint a Public Accountant at the first meeting of the Board Members following incorporation to hold office until the first Annual Meeting of the Members and shall also immediately fill any vacancy in the office of Public Accountant arising between Annual Meetings. If there is not a quorum of Board Members, the Board Members then in office shall forthwith call a special general meeting of Members to fill the vacancy in the office of Public Accountant. The Public Accountant shall have all the rights and privileges as set out in the CNCA and shall perform the function as prescribed therein.

**12.2 Qualification** – The person or firm appointed as a Public Accountant for the Corporation shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, but shall: (i) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (ii) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the CNCA; and (iii) be independent within the meaning of the CNCA of the Corporation, its affiliates, or the Board Members or officers of the Corporation or its affiliates.

**12.3 Remuneration** - The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

## **ARTICLE 13 ANNUAL FINANCIAL STATEMENTS**

**13.1** The Corporation may, instead of sending copies of the Annual Financial Statements to the Members, publish a notice to its Members stating that the Annual Financial Statements are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE 14 BY-LAWS**

**14.1 Effective Date** – Subject to matters requiring a Special Resolution, this By-Law shall be effective when made by the Board.

**14.2 Amendment** – Subject to the provisions of the CNCA, this By-Law may be amended by the Board, but no portion of any such amendment shall be effective until confirmed by the Members at a meeting duly called for such purpose. Unless otherwise

required by the CNCA, an Ordinary Resolution shall be adequate to pass the proposed amendment. The Members may, at such meeting or by resolution in writing in accordance with Section 4.16, confirm, reject or amend any by-law passed by the Board and submitted to the meeting for confirmation. If such by-law is rejected it shall not become effective and, if amended, it shall, take effect as amended.

**14.3 Former By-Laws May be Repealed** – The Board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

**14.4 Effect of Repeal of By-Laws** – The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Board Members, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-Law.

**MADE** by the Board on the 11<sup>th</sup> day of December, 2013.

\_\_\_\_\_  
Name: Danny McCoy  
Title: Chairman

\_\_\_\_\_  
Name: Paula Stone  
Title: Vice-Chairman

**CONFIRMED** by the Members on the 9<sup>th</sup> day of September, 2014.

\_\_\_\_\_  
Name: Stephen Hunter  
Title: Board Member

\_\_\_\_\_  
Name: Robb Lawrence  
Title: Board Member