

BADMINTON CANADA – BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Badminton Canada, a Canadian Corporation.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – The Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, including the Regulations made pursuant to the Act, as from time to time amended and every statute that may be substituted therefore.
 - b) *Associate* – Any individual or organization approved by majority vote of the Board to hold Associate status, which may include:
 - i. *Players Association*
 - ii. *Coaches Association*
 - iii. *Honored Individuals*
 - c) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
 - d) *Board* – The Board of Directors of the Corporation.
 - e) *Bylaws* – Any Bylaw of the Corporation, including this Bylaw and any special Bylaw, from time to time in force and effect.
 - f) *Corporation* – Badminton Canada.
 - g) *Days* – Will mean days including weekends and holidays.
 - h) *Director* – An individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - i) *Officer* – An individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - j) *Participant* - Any player, coach, official or volunteer registered with a Member
 - k) *Ordinary Resolution* – A resolution passed by a majority of the votes cast at a meeting of the Board, meeting of the Executive, meeting of any committee or a meeting of Members.
 - l) *Registered Address* – The most recent address, including email address, of record in the register of Members.
 - m) *Special Resolution* – A resolution passed by no less than two-thirds of the votes cast at a meeting of Members.
- 1.3 Registered Office – The Registered Office of the Corporation shall be in the Province of Ontario at such place therein as the Directors of the Corporation from time to time determine. The Corporation may also maintain an executive office at such location as may be determined by the Directors from time to time.
- 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 objects 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 (1) category of membership:
a) Provincial/Territorial Association Member

Qualifications for Membership

2.2 Provincial/Territorial Association Member – A Provincial or Territorial Badminton Association, recognized by the applicable Provincial or Territorial Government as the governing body of the sport of badminton in that Province or Territory, that has applied for membership, is registered as a Member with the Corporation, and that has agreed to abide by the Corporation's bylaws, policies, rules and regulations.

Admission of Members

- 2.3 Admission of Members - No entity 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 agreed to comply with these bylaws and the policies, procedures, rules and regulations of the Corporation;
 - 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 re-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 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors with a 12 month notice of implementation.

Duration of Membership

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

2.6 Duration – Membership is accorded on an annual basis and all Members will re-apply for membership each year.

Withdrawal and Termination of Membership

2.7 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.

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

2.9 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation or otherwise fail to comply with all other registration policies of the Corporation, by way of Ordinary Resolution of the Board of Directors.

2.10 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.11 Removal – A Member may be removed by Special Resolution of the Members at a meeting of the Members, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

- 2.12 Definition – A Member of the Corporation will be in good standing provided that the Member:
- a) Owes no outstanding membership dues or other debts to the Corporation;
 - b) Has not ceased to be a Member;
 - c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - d) Has completed and remitted all documents as required by the Corporation;
 - e) Has complied with the Bylaws, policies, procedures, rules and regulations of the Corporation;
 - f) 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;

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

ARTICLE III MEETINGS OF MEMBERS

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

3.2 Special Meeting - A Special Meeting of the Members may be called at any time by the President, by the Board, or upon the written requisition of sixteen (16%) percent or more of the Members of the Corporation. Agendas of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.

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

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.5 Meetings by Telephone - A meeting of Members may be held by telephone conference call or by means of other telecommunications technology. Any Member who is unable to attend a meeting of Members may participate in the meeting by telephone or other telecommunications technology. Members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.6 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.7 Agenda – The agenda for the Annual Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- 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) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.8 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.

3.9 Quorum – Eight (8) Members will constitute a quorum.

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

Voting at Meetings of Members

3.11 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Provincial/Territorial Association Members will appoint the Provincial/Territorial Members' President, or Delegate in accordance with Section 3.11, who may attend and participate in meetings and are entitled to the number of block votes as follows based on the number of Participants registered with the Member:

Each Member receives two thousand (2000) base votes plus the total number of competitive members reported to the Registered Office of the Corporation by a date determined by the Corporation. The Corporation reserves the right to validate the competitive members reported by any Member.

3.12 Provincial/Territorial Delegates – In the absence of the Provincial/Territorial President at a meeting of Members, the Provincial/Territorial Association Members' Board of Directors will appoint in writing to the Corporation, seven (7) days prior to the meeting of members, a Delegate to represent and vote on behalf of the Provincial/Territorial Association Member. Delegates must be eighteen years of age and older and in good-standing with the Member.

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

3.14 Proxy Voting – Members may vote at meetings of the Corporation by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to any meeting of the Corporation of an appointment of a proxy holder;
- b) The proxy, in the format approved by the Corporation, is received by the Corporation prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given.

3.15 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary, in a form prescribed by the Corporation, prior to the vote being taken.

3.16 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephone or electronic means if:
a) The votes may be verified as having been made by the Member entitled to vote; and

- b) The Corporation is not able to identify how each Member voted.

3.17 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.

3.18 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of voting Members will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors.

4.2 Composition of the Board – Directors of the Corporation will consist of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Five (5) Directors at Large

Election of Directors

4.3 Eligibility - Any individual who is eighteen (18) years of age or older, who has the time, energy, and expertise to fulfill the commitment as a Director, who meets the one or more of the skills and attributes defined in section 4.5, who has the power under law to contract may be nominated for election as a Director.

4.4 Provincial Affiliation – A maximum of three (3) Directors with permanent residence in the same Province are eligible to hold a position as a Director.

4.5 Skills and Attributes – Potential Directors will have one or more of the following skills and/or attributes:

Attributes

- a) Knowledge about roles and responsibilities of a Director, Board and Staff
- b) Experience in formulating policy
- c) Experience in thinking strategically
- d) Knowledge about the badminton community
- e) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- f) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- g) Strategic connectivity to key clients
- h) Ethical and values based behaviour
- i) Representative of client population (athlete & coach)
- j) Other attributes valued by the Board of Directors

Skills

- k) Accounting designation (CA, CMA, CGA)
- l) Legal designation (LL.B.)
- m) Professional qualifications (MD, PhD, MBA, Sport Science)
- n) Personnel Management (Human Resource Professional designation)
- o) Media/Marketing/Public Relations contacts/experience
- p) Fundraising and funding source contacts
- q) Administration/Management experience
- r) Government relations/contacts
- s) Organizational development/Strategic Planning experience
- t) Other skills valued by the Board of Directors

4.6 Nominating Committee – The Nominating Committee will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.5 for the election of Directors.

4.7 Nomination - Any nomination of an individual for election as a Director will:

- a) Include a completed application form;
- b) Include the written consent of the nominee by signed signature;
- c) Include a cover letter and resume of the nominee;
- d) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. Nominations will not be accepted from the floor.

4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notification the Corporation in writing seven (7) days prior to the Annual Meeting.

4.9 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting three (3) days prior to the elections.

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

- a) The President, Secretary and two (2) Directors-at-Large will be elected by the membership at the Annual Meeting held in odd numbered years.
- b) The Vice-President, Treasurer and three (3) Directors-at-Large will be elected by the membership at the Annual Meeting held in even numbered years.

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

4.12 Terms - Elected Directors will serve terms of two years and will hold office until the conclusion of the meeting in which their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors up to a maximum of three (3) consecutive terms unless approved by Special Resolution.

Suspension, Resignation and Removal of Directors

4.13 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. 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.

4.14 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, suspends payment, or compounds with his or her creditors, or makes unauthorized assignment, or is declared insolvent;
- c)
- d) The Director is or has been convicted of a sexual offence; and
- e) The Director dies.

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

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

Filling a Vacancy on the Board

4.17 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual, in accordance with section 4.5, to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.18 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.19 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least five (5) days 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.

4.20 Number of Meetings – The Board will hold at least two (2) meetings per year.

4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.

4.23 No Proxies – Directors may not vote via proxy at meetings of Directors.

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

4.25 Meetings by Telecommunications - A meeting of the Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meeting of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.

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

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Authority of the Board

4.27 Authority 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, authority, duties and functions.

4.28 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.

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

4.30 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.

4.31 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 and shall fix the duties and remuneration of such persons. The Board may also appoint agents or attorneys of the Corporation with such powers as may be deemed advisable.

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

ARTICLE V: OFFICERS AND COMMITTEES

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

5.2 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at meetings of the Members and at meetings of the Board and the Executive Committee, unless an alternate Director has been appointed to Chair, will be the official spokesman of the Corporation, will oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will keep proper accounting records as required by the Act; will cause to be deposited all monies received by the Corporation in the Corporation's bank account; will supervise the management and the disbursement of funds of the Corporation; when required will provide the Board with an account of financial transactions and the financial position of the Corporation; will prepare annual budgets; and will perform such other duties as may from time to time be established by the Board;
- d) The Secretary will be responsible for the documentation of all amendments to the Corporation's Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation; keep an up-to-date list of Members, and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties of Officers – In case of the absence or inability to act of any Officer of the Corporation, the Board may delegate all or any of the powers of such Office to any Director or staff of the Corporation.

5.4 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

5.5 Executive Committee - The Executive Committee will be comprised of the Officers.

5.6 Authority - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.7 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.8 Notice – Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days 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 Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

5.9 Number of Meetings – The Executive Committee will hold at least five (5) meetings per year.

5.10 Quorum - Quorum will consist of a majority of the Executive’s voting members.

5.11 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the resolution is defeated.

5.12 No Proxies – Executive Committee member are not entitled to vote via proxy.

5.13 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.

Other Committees

5.14 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 or by these Bylaws.

5.15 Quorum - A quorum for any committee will be the majority of its voting members.

5.16 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.

5.17 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.

5.18 President Ex-officio – With the exception of the Executive Committee, on which the President may vote, the President will be an *ex-officio* (non-voting) member of all committees of the Corporation.

5.19 Removal - The Board may remove any member of any committee.

5.20 Debts – No committee will have the authority to incur debts in the name of the Corporation unless upon written approval of the Board of Directors.

Remuneration

5.21 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.22 Conflict of Interest – A Director, Officer, Executive Committee member, 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: ASSOCIATES

6.1 Associate Status - The Board may approve Associates of the Corporation who may be:

- a) Delegates representing Special Interest Groups which will include but are not limited to including:
 - i. Players Associations
 - ii. Coaches Associations
 - iii. Officials Associations
 - iv. Any other Association approved by the Board
- b) Honoured individuals or representatives of honoured organizations that have contributed greatly to the development or promotion of the sport of badminton

6.2 Associate Role – Associates may be invited to meetings of the Members or meetings of the Board in a non-voting capacity and may serve on committees if appointed to do so by the Board.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 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.

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

7.3 Auditors - At each Annual Meeting the Members will appoint an auditor, by Ordinary Resolution, to audit 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 or a Director of the Corporation. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

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

7.5 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. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

7.6 Signing Authority – All written agreements and financial transactions entered into in the name of the Corporation will be signed by two individuals being the President, Vice-President, Treasurer, Secretary or appointed staff of the Corporation. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

7.7 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.

7.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary:

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

ARTICLE VIII AMENDMENT OF BYLAWS

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

8.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE IX FUNDAMENTAL CHANGES

9.1 Fundamental Changes - In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

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

ARTICLE X NOTICE

10.1 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.

10.2 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 emailed, 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.

10.3 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 XI DISSOLUTION

11.1 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more incorporated non-profit Canadian organizations with similar objectives as the Corporation as determined by the Board.

ARTICLE XII INDEMNIFICATION

12.1 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.


12.2 Will Not Indemnify - The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

12.3 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 XIII ADOPTION OF BYLAWS

13.1 Ratification – These Bylaws are ratified by the Members of the Corporation at a meeting of the Members duly called and held on[DATE] .

13.2 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



Executive Director